TENNECO CLEAN AIR INDIA LIMITED
(formerly known as Tenneco Clean Air India Private Limited)
CIN: U29308TN2018FLC126510
Telephone: +2135 612501/506
Email: Tennecoindiainfo@tenneco.com

NOTICE

Notice is hereby given that the 7th (Seventh) Annual General Meeting ("**AGM**") of the members of Tenneco Clean Air India Limited ("**Company**") will be held on Saturday, September 27, 2025, at 09:30 AM (IST) at shorter notice through Video Conference/Other Audio Video Means (VC/OAVM) for which purposes the corporate office of the Company shall be deemed as the venue of the meeting to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2025, and the Reports of the Board of Directors and Statutory Auditors thereon.

2. To receive, consider and adopt the audited restated consolidated financial statements of the Company for the financial year ended March 31, 2025, and the Report of the Statutory Auditors thereon.

3. To appoint a director in place of Mr. Arvind Chandrasekharan (DIN: 08721916) who retires by rotation and being eligible, offer himself for re-appointment

4. To appoint a director in place of Mr. Manavendra Singh Sial (DIN:11095791) who retires by rotation and being eligible, seeks re-appointment

By the order of the Board
For Tenneco Clean Air India Limited

Sd/
Roopali Singh
Company Secretary & Compliance Officer
M. No. 15006

Date: September 6, 2025
Place: Gurugram

NOTES:

1. The Ministry of Corporate Affairs ("**MCA**") vide its General Circular no. 20/2020, 02/2022, 10/2022, 09/2023, 09/2024 dated May 05, 2020, May 05, 2022, December 28, 2022 and September 25, 2023, September 19, 2024 respectively (collectively referred to as "**MCA Circulars**"), has allowed the Companies whose AGMs are due in the year 2025, to conduct their AGMs through VC/OAVM without physical presence of the members at a common venue on or before September 30, 2025. In compliance with the provisions of the Companies Act, 2013 ("**Act**") and MCA Circulars, the 7th AGM of the Company shall be held through VC/OAVM at shorter notice. The deemed venue for the 7th AGM shall be the Corporate Office of the Company.

2. The facility for joining the AGM through VC /OAVM will be opened 15 minutes before the scheduled start time of the AGM and shall remain available after scheduled time

3. A brief profile of the directors seeking reappointment is annexed hereto.

4. The attendance of the members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. In terms of the MCA Circulars since the physical attendance of members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by members under section 105 of the Act will not be available for the 7th AGM and hence proxy form, attendance slip, and route map are not annexed to this Notice.

6. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Act, are requested to send to the Company a certified scanned copy of the board resolution authorizing their representatives to attend and vote on their behalf at the meeting.

7. All the relevant documents referred to in this AGM Notice, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, Charter documents and other documents are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) up to the date of AGM. The aforesaid documents may also be made available for inspection by members virtually upon the receipt of request from the members from their registered e-mail address.

8. The Notice of the AGM along with Annual Report for the financial 2024-25 will be sent to those members/ beneficial owners whose name appear in the Register of Members received from the Depositories as on August 29, 2025.

9. The Notice of the AGM and the Annual Report for financial year 2024-25 may be accessed from the company's website at www.tennecoindia.com

Instructions for attending the AGM through VC/OAVM are as under:

1. Members will be provided with a facility to attend the AGM through VC/OAVM via Microsoft Teams.

2. The link for VC/OAVM is mentioned in the Notice and will also be shared by the Company via e-mail.

3. Members may be allowed to open the camera and are encouraged to join the meeting through laptops for better experience. While all efforts would be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may, at times, experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection is recommended to mitigate the technical glitches.

4. For any technical assistance w.r.t joining the meeting through VC/OAVM, please contact at +91 7757947088 or write at Tennecoindiainfo@tenneco.com

BRIEF PROFILE OF MR. ARVIND CHANDRASEKHARAN (PURSUANT TO SECRETARIAL STANDARD-2)

Name of Director	Mr. Arvind Chandrasekharan (DIN 08721916)
Age	55 Years
Date of First Appointment	5th May 2025
Expertise in specific functional areas	With over 21 years of experience in the automotive sector, Mr. Chandrasekharan brings invaluable expertise to his role. He has held roles with Delphi Corporation (now part of Phinia) in the powertrain, energy and exhaust divisions, Faurecia Exhaust Systems, WABCO Europe BVBA-SPRL, Minda Corporation Limited, Ashirvad Pipes Private Limited (Aliaxis Group), Ameya Steel Process Private Limited.
Terms and conditions of appointment/ re-appointment	Mr. Chandrasekharan has been Whole-time Director on the Board and the CEO of the Company and is liable to retire by rotation
Details of remuneration sought to be paid	As per terms and conditions approved by the Shareholders at their meeting held on 15 May 2025.
Details of remuneration last drawn	Nil
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
Number of Meetings of the Board attended during the year	NA
Qualifications	Mr. Chandrasekharan holds a bachelor's degree of engineering (chemical plant engineering) from the University of Bombay, Mumbai, Maharashtra and a master's degree of science in the field of industrial engineering and management from Oklahoma State University, Oklahoma, USA. Further, he has completed Master of Business Administration from the University of Michigan, Michigan, USA and also holds a diploma in

	quality systems and management from the Narsee Monjee Institute of Management Studies, Mumbai, Maharashtra in association with National Centre for Quality Management.
Committee position held in the Company	Stakeholders' Relationship Committee
Directorships held in other companies (excluding foreign companies)	Nil
Committee position held in other Companies	Nil

BRIEF PROFILE OF MR. MANAVENDRA SINGH SIAL (PURSUANT TO SECRETARIAL STANDARD-2)

Name of Director	Mr. Manavendra Singh Sial (DIN 11095791)
Age	49 Years
Date of Birth	26th July 1976
Original Date of Appointment	15th May 2025
Expertise in specific functional areas	Mr. Sial has over 25 years of experience and has been associated with several organizations in different periods of time and has experience across finance and publicly traded companies. Such organizations include, Fluence Energy, Inc. (where he was associated as the senior vice president and chief financial officer), SunPower Corporation (where he was associated as the executive vice president and chief financial officer), SunEdison, Inc. (where he was associated as the senior vice president finance), Vectra Co. (where he was associated as the executive vice president and chief financial officer), GE Energy Parts, GE Power Systems, GE International, Inc., and Arthur Anderson and Associates.
Terms and conditions of appointment/ re-appointment	Mr. Sial is a non-executive director of the Company and is liable to retire by rotation.
Details of remuneration sought to be paid	Nil
Details of remuneration last	Nil

drawn	
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
Number of Meetings of the Board attended during the year	NA
Qualifications	Mr. Sial holds a bachelor's degree of commerce (honours course) from the Sri Ram College of Commerce, University of Delhi, New Delhi, and he is qualified chartered account. He also has a master's degree of business administration from the Fuqua School of Business, Duke University, Durham, USA.
Committee position held in the Company	Audit Committee Nomination and Remuneration Committee
Directorships held in other companies (excluding foreign companies)	Nil
Committee position held in other Companies	NA

TENNECO

TENNECO CLEAN AIR INDIA LIMITED

ANNUAL REPORT

2024 - 2025

ABOUT TENNECO

At Tenneco, **our purpose is clear: to be the most trusted partner and the world's leading manufacturer and distributor in the transportation industry**. Our purpose is the driving force behind everything we do, and the way we execute toward that purpose is *The Tenneco Way* — our culture.

The Tenneco Way defines how we operate: with relentless drive, a focus on execution, and a strong commitment to safety and sustainability. It's what sets us apart today, and what drives our long-term success tomorrow.

DRIVEN BY OUR CORE VALUES

Our Core Values drive us–these aren't just words. They push how we think, how we work, and how we lead together.

Radical candor

We must engage in productive debate and create constructive tension. Be open and brutally honest, with positive intent. Truth is harmony

Simplify

We must reject bureaucracy, minimize layers, and eliminate silos. Be clear, break down barriers, put together a plan, and focus on execution

Organizational velocity

We must build a global team and an organizational structure that facilitates fast decision making, speed of execution matters

Tenacious execution

We must drive an accountability and ownership mindset that is the bedrock of our culture, and the foundation for all we do

Win

We must win the trust and confidence of our employees and customers

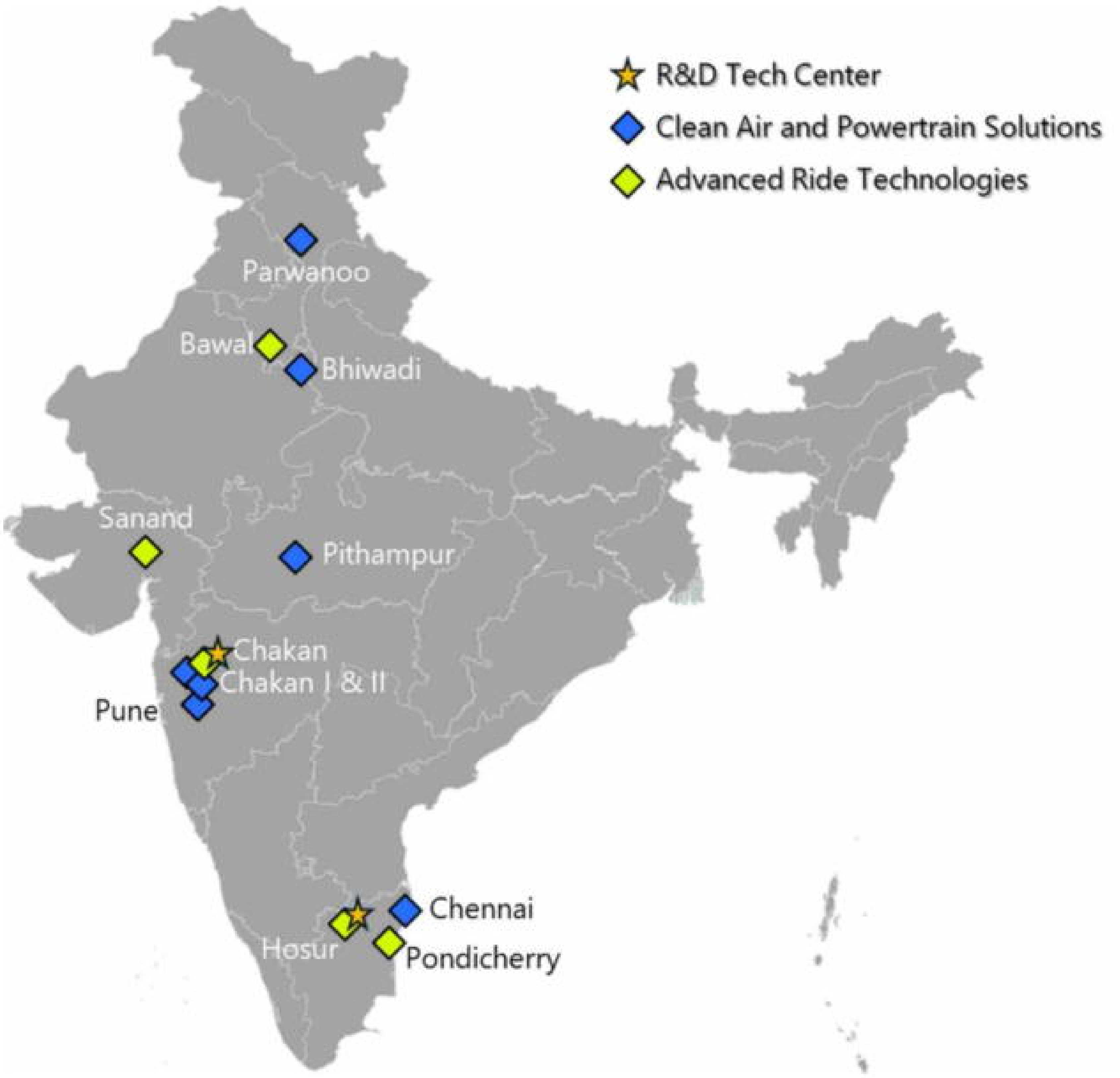
WE ARE GLOBAL

Tenneco Group is a leading global designer, manufacturer, and marketer of automotive products for original equipment and aftermarket customers. Through its four groups—DRiV, Performance Solutions, Clean Air, and Powertrain—it delivers technology solutions that advance global mobility across light vehicles, commercial trucks, off-highway and industrial equipment, motorsport, and the aftermarket.

TENNECO INDIA

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 Indian OEMs 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. The latter category includes generator sets, small commercial vehicles with a gross vehicle weight of less than 3.5 tons, as well as two-wheelers and three-wheelers.

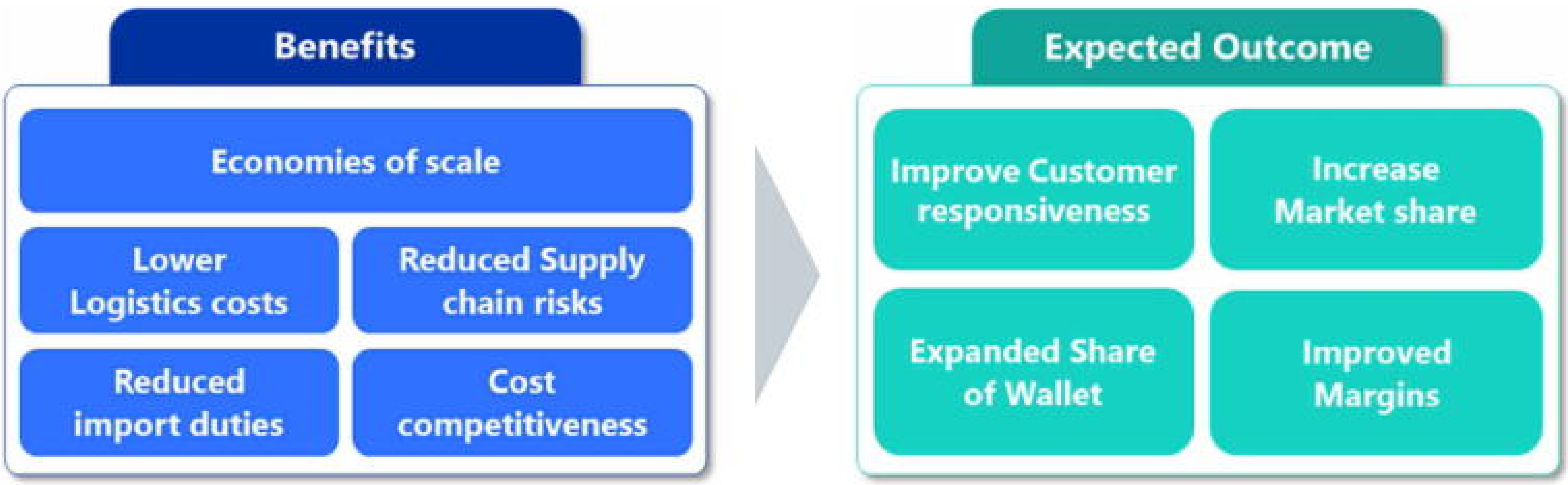


OUR PRESENCE IN INDIA

With 12 strategically located manufacturing plants and two advanced R&D technology centers across seven states and one Union Territory, our facilities are positioned within key automotive OEM hubs across India. This strategic footprint enables us to efficiently serve major automotive markets nationwide while optimizing freight and logistics costs.

By maintaining a localized supply chain aligned with global procurement standards, we are able to reduce lead times, control costs, and consistently deliver high-quality products to our clients.

Aiming to establish India as a central hub for exports



KEY BUSINESS SEGMENTS

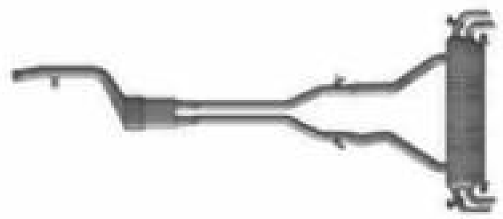
Clean Air & Powertrain Solutions

Within the Clean Air & Powertrain Division, we are focused on developing products for ICE vehicles, including mild hybrid and plug-in hybrid, addressing tight packaging space constraints and optimizing products to be compliant with Corporate Average Fuel Economy ("CAFE") norms set by OEMs.

52.6%

Clean Air and Powertrain Solutions (FY25 VAR[1]: ~INR23bn)

Hot End / DOC & SDPF system



Cold End / Mufflers and resonators

Hot gasket

Heat shield

Main bearing

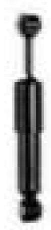
Spark plug and Ignition coil

Advanced Ride Technologies

Our Advanced Ride Technologies products are engineered to deliver superior ride quality and performance, aligning with premiumization and EV trends to generate higher CPV and enhance our market position.

47.4%

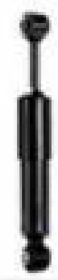
Advanced Ride Technologies (FY25 VAR[1]: ~INR21bn)



Shock absorbers & strut assembly

Shock absorbers & strut assembly-semi active

Shock absorbers & strut assembly- passive



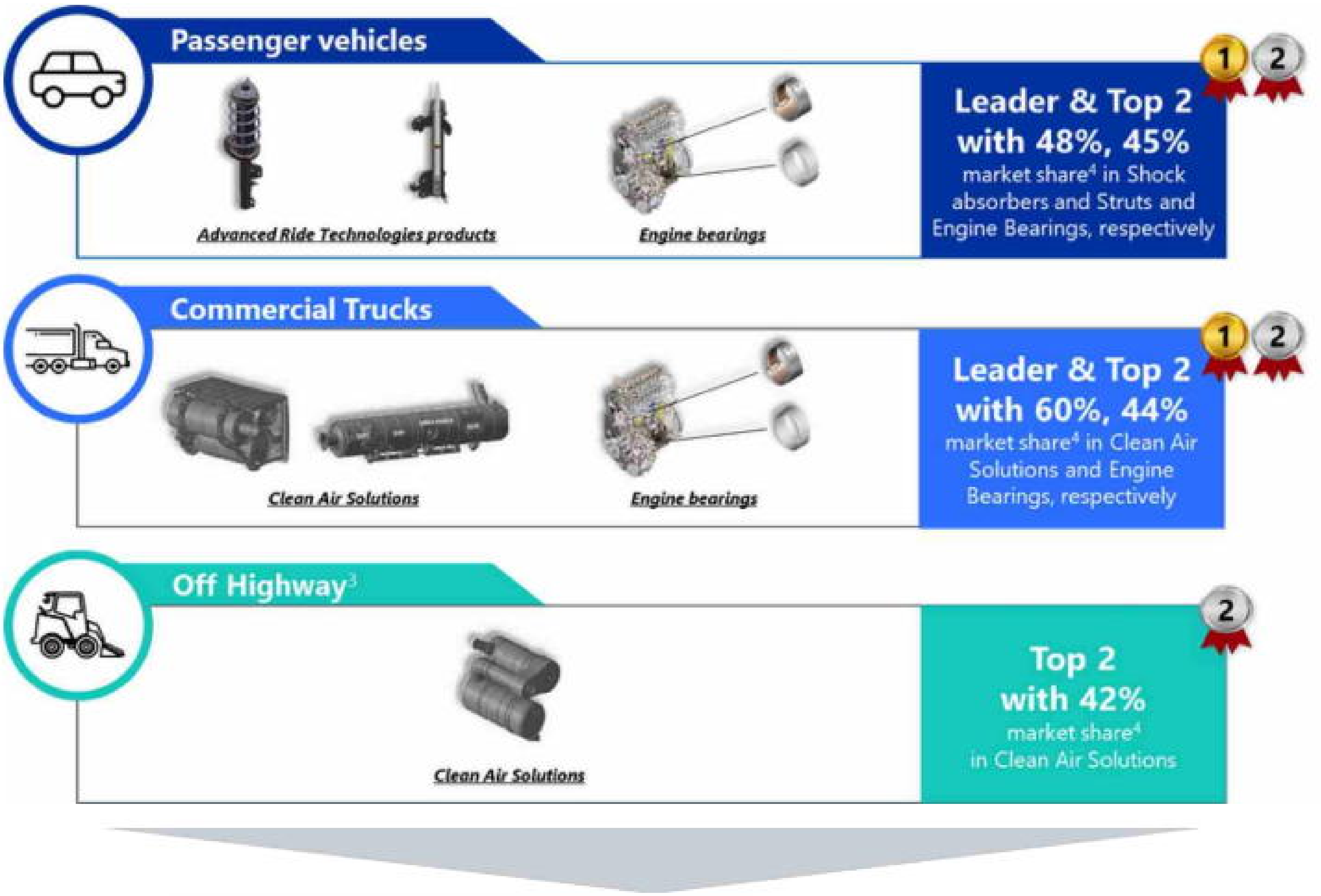
Shock absorbers & strut assembly- CV

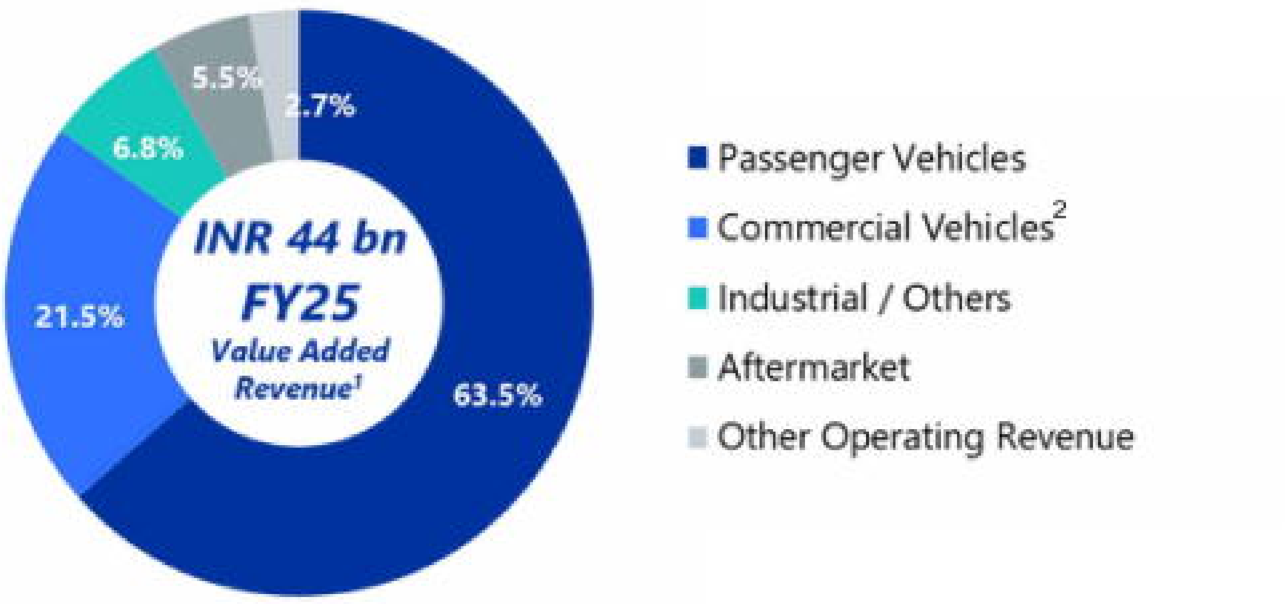
MARKET POSITION

Our customer base spans OEMs of passenger vehicles, commercial and off-highway vehicles, industrial equipment, small commercial vehicles, and two-wheelers and three-wheelers.

We are the largest supplier of Clean Air Solutions to Indian commercial truck OEMS with 60% market share, and are among the top 2 suppliers of Clean Air Solutions to Indian off-highway OEMs with a 42% market share.

We're also the largest supplier of shock absorbers and struts to Indian passenger vehicle OEMs with a 48% market share.





Note: 1. Value added Revenue (VAR) means revenue from operations after excluding the cost of substrates 2. Includes both Off Highway and Commercial Trucks; 3. Excludes Tractors 4. Market Share in terms of value / revenue basis FY2024

TENNECO

TENNECO CLEAN AIR INDIA LIMITED
(Formerly known as Tenneco Clean Air India Private Limited)
CIN: U29308TN2018FLC126510
Registered Office: RNS2, Nissan Supplier Park, SIPCOT Industrial Park, Oragadam Industrial Corridor, Oragadam, Sriperumbudur Taluk Kancheepuram District-602105, Tamil Nadu
Tel.: +91 0124 4784 530
E-mail: tennecoIndiaInvestors@tenneco.com

DIRECTORS' REPORT

Dear Shareholder(s)

The Directors have pleasure in presenting the 7th (seventh) Annual Report of Tenneco Clean Air India Limited ("**Company**") together with the Audited Financial Statement of Accounts and the Auditor's Report thereon for the financial year ending on 31st March 2025.

Financial Summary & Highlights

(INR in millions)

Particulars	Standalone		Consolidated	
	FY 2024-25	FY 2023-24	FY 2024-25	FY 2023-24
Income from operations (Gross Sales)	22,367.55	30,566.67	48,904.30	54,676.12
Other income	73.46	138.23	410.15	697.76
Total income	**22,441.01**	**30704.90**	**49,314.45**	**55,373.88**
Finance charges	147.22	205.72	202.66	251.63
Depreciation and amortization expense	492.49	509.89	1031.72	1035.93
Total expenses	**18,326.58**	**27,383.97**	**41,986.29**	**49,842.83**
Net Profit before tax	**4,114.43**	**3,320.93**	**7328.16**	**5531.05**
Current tax	1,078.11	895.60	1878.16	1354.28
Less: Deferred Tax	(19.69)	(34.08)	(91.28)	(25.67)
Short/(Excess) Provision of tax relating to earlier years	(4.81)	24.37	9.85	34.57
Profit after tax	**3,060.82**	**2,435.04**	**5491.89**	**4159.73**

Standalone financial performance

The income from operations of the Company during the financial year ended 31st March 2025 on standalone basis was INR 22,367.55 million as against INR. 30,566.67 million during the financial year ending 31st March 2024. The sales have reduced mainly due to substrate price reduction and localization of substrates by customer, as these are customer directed parts, which we purchase and include in our finished goods at cost plus handling fee basis.

During the year under review, the Company made a net profit after tax of INR 3,060.82 million as against the net profit after tax of INR 2,435.05 million during the financial year ending 31st March 2024.

Consolidated financial performance

During the year under review, on consolidated basis, the revenue from operations stood at INR 48,904.30 million as against INR 54,676.12 million in the previous year. The profit before tax stood at INR 7328.16 million as against INR 5531.05 million in the previous year. The profit after tax stood at INR 5491.89 million as against INR 4159.73 million in the previous year. The sales have reduced mainly due to substrate price reduction and localisation of substrates by Customer, as these are customer directed parts, which we purchase and include in our finished goods at cost plus handling fee basis.

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.

Share Capital

The authorised share capital of the Company as on 31st March 2025, was INR 7,80,05,00,000. The subscribed and paid-up share capital of the Company as on 31st March 2025 was INR 40,36,043,090 divided into 403,604,309 equity shares of INR 10/- each.

During the year under review, pursuant to the share swap transaction, the Company allotted 18,95,15,480 equity shares by way of private placement in accordance with the provisions of Section 42, 62 (1)(c) and other applicable rules of the Companies Act, 2013 ("**Act**").

Business Overview-State of Company affairs and future outlook

a) Global Economy Overview

In calendar year (CY) 2024, the global economy demonstrated remarkable resilience, achieving a growth rate of 3.3% despite a challenging environment marked by geopolitical tensions and high inflation levels. Robust fiscal and monetary policies adopted across major economies played a critical role in stabilizing the global economy. As a result, global inflation decreased from 6.6% in CY 2023 to 5.7% in CY 2024.

The United States economy remained robust, expanding at the rate of 2.8%, primarily supported by strong consumer spending and a resilient labor market. In contrast, the Euro Area recorded a subdued growth of 0.9% weighed down by economic stagnation and subdued consumption.

In Asia, growth was driven by strong performances in China and India. China posted a 5% growth rate, supported by targeted stimulus measures, resilient exports, and continued investment in high-tech sectors, despite facing structural challenges such as weak domestic demand and demographic pressures. Meanwhile, India sustained its momentum as one of the world's fastest-growing economies, recording a 6.5% growth rate in FY 2024-25.

Outlook

The global economy is projected to grow by 3% in CY 2025-26, supported by easing inflationary pressures, with global inflation expected to decline to approximately 4.2%. However, the outlook remains clouded by key risks, including escalating trade tensions, divergent and rapidly shifting policy environments, and weakened market sentiment, which could result in tighter global financial conditions.

In the United States, economic growth is expected to moderate from 2.8% in CY 2024-25 to 1.5% in 2025-26, reflecting the impact of interest rates and slowing consumer demand. The Euro Area is projected to experience moderate growth, with GDP expected to range between 0.9% and 1.3% as structural challenges and domestic demand persist.

In Asia, growth is expected to remain relatively strong. China is forecasted to grow by 4% in CY 2025-26, driven by domestic policy support, though tempered by global trade restrictions and uncertainty surrounding US tariff policies. India is projected to maintain its high growth trajectory, with GDP expected to expand by .2% in FY 2025-26, supported by strong domestic consumption, infrastructure investment, and a resilient services sector.

b) India Economy Overview

India sustained its growth momentum and retained its position among the world's fastest-growing economies, achieving a GDP growth rate of 6.5% in FY 2024–25. This robust performance was driven by a combination of supportive monetary policies, stable domestic demand, continued infrastructure investment, low interest rates, a narrow current account deficit, and a notable uptick in both urban and rural consumption.

Despite facing supply-side pressures, global commodity price volatility, and a decline in stock market returns (from 21% to 9%), inflation remained broadly within the Reserve Bank of India's (RBI) target range, easing to 3.3% in FY 2024–25.

The Government of India undertook several key reforms and initiatives during FY 2024–25, including the Production Linked Incentive (PLI) scheme, which strengthened various sectors of the economy. The 'Make in India' initiative boosted manufacturing activities, while the Saptarishi priorities focused on infrastructure development, green growth, youth empowerment, and financial inclusion. The government also continued the gradual opening of sectors such as retail, e-commerce, defense, railways, and insurance to foreign direct investment (FDI), further enhancing the country's economic prospects.

Outlook

India currently ranks among the world's top five economies and is on track to become the third-largest economy, with a projected GDP of USD 4 trillion. This growth is expected to be driven by rising consumer demand, increased investment activity, and continued policy support. The Union Budget 2025–26, which introduced tax relief for salaried individuals, is likely to further boost consumption in the coming years.

India's growth is expected to outperform on a medium-term horizon. According to Crisil Intelligence, GDP growth is projected to average 6.7% between FY 2025 and FY 2029, significantly higher than the global average of 3.2% as estimated by the International Monetary Fund (IMF).

However, recent reciprocal tariffs imposed by the U.S. government on Indian imports pose a potential risk to this trajectory by impacting the country's export volumes. India is closely monitoring developments in the global tariff landscape and is in the process of formulating a calibrated policy response to mitigate any adverse effects.

c) Indian Automotive Industry Overview

The Indian automotive industry is among the largest in the world and plays a significant role in the nation's economy. With strong forward and backward linkages across several key sectors, the industry has a substantial multiplier effect and serves as a major driver of economic growth. It accounts for approximately 7% of India's GDP and provides direct and indirect employment to millions.

In recent years, the industry has navigated a period of challenges. Despite a turbulent geopolitical landscape and ongoing supply chain disruptions, automobile production has shown steady growth, although it has yet to fully return to pre-pandemic levels.

During FY 2024–25, the industry produced a total of 31,034,174 vehicles, including Passenger Vehicles (PVs), Commercial Vehicles (CVs), Three-Wheelers, Two-Wheelers, and Quadricycles, compared to 28,439,036 vehicles in FY 2023–24, registering an aggregate growth of 9.1%.

In the same period, domestic sales of Passenger Vehicles increased by 2%, while export volumes grew by 14.6% over the previous year. Within the PV segment, there was a clear shift in consumer preference towards SUVs, which now account for over 50% of the segment's market share.

The CV segment saw a decline of 1.2% in domestic sales, while exports grew by 23% in FY 2024–25 compared to FY 2023–24. Domestic CV volumes witnessed strong momentum in the first half of the year, driven by healthy infrastructure spending, bolstered by capital allocations in the Union Budget 2024–25, and an emphasis on vehicle replacement under green mobility initiatives. However, a high base effect and a perceived slowdown in infrastructure activity ahead of the 2024 General Elections contributed to subdued volumes in the latter half of the fiscal year for the CV industry.

In terms of sub-segments, Medium & Heavy Commercial Vehicles (M&HCVs) recorded flat growth, while the Light Commercial Vehicle (LCV) segment saw a decline of 2.0% in FY 2024–25 compared to the same period last year.

The Indian auto component industry has also firmly established itself as a key player in the global automotive supply chain. Comprising entities ranging from large corporations to micro and small enterprises across the country, the sector has expanded its capabilities by diversifying product portfolios and adopting advanced technologies to keep pace with evolving market requirements.

The overall growth of the automotive and auto component industry was facilitated by a combination of improved rural demand, new product launches, advanced features, and modern designs aimed at meeting changing consumer preferences. This was further supported by infrastructure expansion—including highways and expressways—and government initiatives such as the PM E-Drive Scheme, FAME I & II Policies, and the EMPS 2024, which significantly contributed to industry performance.

Outlook

The Indian automotive industry is poised for growth, amid a combination of optimism and persistent challenges. A supportive macroeconomic environment, expectations of a normal monsoon, stable fuel prices, progressive government policies, and continued infrastructure development are all contributing to positive momentum in both urban and rural demand.

The industry's focus is increasingly shifting toward alternative fuel vehicles. Automakers are accelerating the development and production of vehicles powered by CNG, hybrid systems, electric batteries, and hydrogen fuel cells. In parallel, OEMs are expected to continue launching feature-rich, competitively priced vehicles, which will further support overall demand.

The financing environment is also projected to remain favorable, supported by expanding financial access and high loan-to-value (LTV) ratios. After multiple rate hikes over the past two years, a rate cut of 25–50 basis points is expected, helping keep interest rates competitive in the near term.

The Government of India has most recently announced restructuring of Goods and Services Tax (GST) rates for vehicles and auto parts. The removal of the Compensation Cess is expected to make vehicles more economical across several categories. The earlier 12% and 28% GST slabs have been replaced, with the 5% and 18% slabs now applicable. In addition to this, a new 40% slab has been levied for luxury and sin goods.

An 18% GST is applicable to small cars, buses, trucks, and ambulances, while a 5% GST applies to electric vehicles (EVs), tractors with engine capacity up to 1,800cc, and tractor parts. A higher 40% GST is levied on luxury vehicles, including petrol cars with engine capacity above 1,200cc, diesel cars above 1,500cc, or vehicles with a length exceeding 4 meters.

The changing market dynamics, including a younger consumer base, premiumization, electrification, shorter replacement cycles will provide impetus to the demands of Passenger Vehicle. Additionally, the government's push for scrapping old vehicles (above the age of 15 years) is expected to shorten replacement cycles and support demand. Further, capacity expansion by Prominent OEM players is expected to support growing vehicle demand. The expansion of supporting infrastructure such as EV charging stations and CNG pumps will also enhance the choice of customers in terms of powertrains. India's PV exports are expected grow 3.1% in FY 2024-25 and at a CAGR of 7-9% between FY 2024 and FY 2029.

The Commercial Trucks (CT) segment is expected to transition toward a more balanced fleet mix, with LCVs stabilizing, MHCVs recovering, and tippers maintaining steady demand. The sustained push for infrastructure development, increased logistics digitization, and policy-driven fleet modernization are expected to shape the segment-wise trends in the coming years. Looking ahead, the CT industry is expected to record a steady growth trajectory with a projected CAGR of 4-6% from FY 2024 to FY 2030. FY 2025-26 may witness a marginal slowdown, particularly in LCVs, due to short-term economic uncertainties and a potential dip in pent-up replacement demand. However, MHCVs and tippers are likely to remain resilient, backed by continued infrastructure momentum.

Domestic tractor sales are expected to expand at a 3–5% CAGR between FY 2025 and FY 2030, factoring in one to two years of potential erratic monsoons and healthy demand during the remaining years. With the Indian Meteorological Department (IMD) forecasting a normal monsoon for FY 2025, domestic tractor volumes are projected to grow 2–4% year-on-year.

The auto component industry is also expected to maintain its growth trajectory. Production revenues are projected to grow 8–10% in FY 2025, driven primarily by OEM demand, followed by replacement and export markets. Exports, which accounted for 22% of total auto component demand in FY 2024, are expected to grow 7–9% year-on-year in FY 2025. Growth will be supported by strong demand from North America and Europe, which together account for approximately 60–65% of export demand. Additionally, the China+1 strategy is expected to enhance India's role in global supply chains. However, rising inflation and a potential global economic slowdown remain key monitorable.

d) Company Overview

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 Indian OEMs 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. The latter category includes generator sets, small commercial vehicles with a gross vehicle weight of less than 3.5 tons, as well as two-wheelers and three-wheelers.

We primarily generate revenue through the manufacture and sale of automotive components under two business divisions:

The Clean Air & Powertrain Solutions:

(i) Clean Air Solutions – We design, manufacture and sell exhaust aftertreatment systems such as catalytic converters, mufflers, and exhaust pipes to OEMs. We are the largest supplier of Clean Air Solutions to Indian CT OEMs, with a market share of 60%. Additionally, we rank amongst the top two suppliers of Clean Air Solutions to Indian OH OEMs (excluding tractors), with a market share of 42% and are among the top four suppliers of Clean Air Solutions to Indian PV OEMs, with a market share of 20%.

(ii) Powertrain Solutions – 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.

The Advanced Ride Technologies:

We design, manufacture, and sell shock absorbers, struts, and advanced suspension systems under the Monroe brand to OEMs and the aftermarket. These products are used in internal combustion engine vehicles, as well as hybrid and electric vehicles. We are the largest supplier of shock absorbers and struts to Indian passenger vehicle (PV) OEMs, with a 48% market share.

Business performance

Our total income decreased by 10.94% to ₹49,314.45 million in FY 2024-25 from ₹55,373.88 million in FY 2023-24, primarily due to a decrease in our revenue from operations of 10.56% to ₹48,904.30

million in FY 2024-25 from ₹54,676.12 million in FY 2023-24 driven by a decrease in substrate revenue by 57.44%, partially offset by an increase in VAR of 2.61%.

Clean Air & Powertrain Solutions: Revenue decreased by 21.95% to ₹28,122.69 million in FY 2024-25 from ₹36,031.07 million in FY 2023-24, primarily due to a decrease in substrate revenue by 57.44% to ₹5,103.09 million in FY 2024-25 from ₹11,990.05 million in FY 2023-24. This decrease was primarily due to a fall in substrate prices and some customers switching to lower cost Indian substrate suppliers. VAR decreased by 4.25% to ₹23,019.60 million in FY 2024-25 from ₹24,041.02 million in FY 2023-24 primarily due to a decrease in CV revenue.

Advanced Ride Technologies: Revenue increased by 11.46% to ₹20,781.61 million in FY 2024-25 from ₹18,645.05 million in FY 2023-24 primarily due to an increase in volumes sold to OEMs combined with a change in the value mix with the introduction of advanced ride systems and ramping up of their adoption.

(INR in millions)

Details of finished goods sold	31st March 2025	31st March 2024
Clean Air & Powertrain Solutions	28,122.69	36,031.07
Advance Ride Technologies	20,781.61	18,645.05

e) Opportunities and threats

The Company is well positioned to capitalize on opportunities and navigate market challenges with the support of its global parentage. It strives to achieve sustainable and profitable growth by leveraging superior technology, maintaining high product quality, and offering a wide range of products at competitive prices, thereby securing a strong market advantage.

- Capturing market opportunities driven by tightening emission standards. Major regulatory interventions, such as the accelerated transition to CAFÉ III, Trem-V, CPCB IV+ alternate fuel, adoption of electric vehicles, safety rules, scrappage policy and stringent vehicle standards are leading to a shift in vehicle technology. While these changes pose challenges, our Company views them as valuable opportunities for growth and innovation.
- Capitalizing on trends toward premiumization, SUVs, electric vehicles (EVs), and hybrids.
- Enhancing competitiveness through strategic localization aligned with the Make in India initiative.
- Positioning India as an export hub with global manufacturing standards.
- Focusing on research, development, and innovation to maintain technological leadership.

Our Company competes with numerous independent manufacturers and distributors of component parts. Management continues to develop and execute initiatives aimed at addressing industry challenges and achieving sustainable, profitable growth on a global scale.

Given the limited number of customers in our business and the intensity of competition, we face rivals in both organized and unorganized segments. Success in this environment depends on maintaining a technological edge, specialization, innovation, and strong industry networks. Additionally, government policies play a crucial role in the development of the automobile sector. To stay ahead, our Company proactively assesses the impact of economic and social factors on its performance and profitability.

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Risks and concern

The Company operates in an environment influenced by various risks—some within its control, and others beyond it. To identify and manage these risks, the Company has established a dedicated Risk Management Committee responsible for overseeing the implementation and effectiveness of risk mitigation strategies and plans.

The Company continuously takes appropriate measures to mitigate risks. Some potentially significant risks that require careful monitoring are listed below:

- **Economic conditions in the markets in which we operate:** Any change in macro-economic conditions of India, the US, and Europe, including changes in interest rates, government policies or taxation, political, geo-political, economic or other developments, could affect our business and results of operations.

- **Our customers and their demand for our products:** Our financial performance has largely been driven by our ability to continue to deliver value for our OEM customers, increase our customer base, and deepen our relationships with our existing customers. In FY 2025 we served 119 customers, including the top seven PV OEMs in India and the top five CT OEMs in India.

- **Government policies:** Government policies, particularly regarding emission standards, affect the demand for our products and our product mix. Our Clean Air Solutions business benefits from stricter emissions standards. Over the past five years, India has implemented stricter emission standards across the PV, CV, and industrial markets, such as BS6, Construction Equipment Vehicle (CEV-IV) and Tractor Emission Norms Stage IV (TREM IV). India and other countries are expected to continue implementing stricter emission standards across segments such as CAFÉ norms, TREM V, BS7, CEV-V and CPCB IV+.

- **Industry trends:** Capitalizing on the trends toward premiumization, SUVs and hybrids presents a substantial opportunity for our business.

- **Cost of Raw Materials:** Our profitability is substantially dependent on the availability and cost of raw materials, including steel, and components. We generally do not assume the risk of pricing fluctuations for substrates. In FY 2025 our cost of materials consumed excluding substrates accounted for 60.98% of our VAR.

- **Foreign Exchange:** The Company is exposed to exchange rate fluctuations, particularly in the Euro, U.S. Dollar, Chinese Yuan, South Korean Won and British Pound, due to our import of raw materials, particularly substrates and steel, imports of manufacturing machinery and export sales.

f) Adequacy of internal control systems

The internal financial control procedures adopted by the Company are adequate to safeguard the assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and financial statements.

g) Other financial disclosures

There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

Other Significant Updates

1. During the financial year, the Company has decided to pursue an Initial Public Offering (IPO) by way of Offer for Sale (OFS) as a strategic step towards its next phase of growth and value creation. The IPO will enable the Company to access broader capital markets, strengthen its financial position, and enhance its visibility and credibility among stakeholders.

2. On 16th May 2025, the Company successfully transitioned from a private limited company to a public limited company in accordance with applicable provisions of the Companies Act, 2013. Pursuant to this conversion, the name of the Company was officially changed to **"Tenneco Clean Air India Limited"**, as reflected in the fresh Certificate of Incorporation issued by the Registrar of Companies, Chennai.

3. The Company filed **Draft Red Herring Prospectus (DRHP)** with the Securities and Exchange Board of India (SEBI) and the relevant stock exchanges on June, 30, 2025, in accordance with the provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended. The filing of the DRHP marks a significant milestone in the Company's journey towards its proposed Initial Public Offering.

   The DRHP outlines key information regarding the Company's business operations, financial performance, risk factors, and other material disclosures intended for prospective investors.

   The Company continues to work closely with regulatory authorities, advisors, and stakeholders to ensure compliance with all applicable requirements and to facilitate a successful listing process. The DRHP is available on the website of the Company at http://www.tennecoindia.com/

4. Following the conclusion of the financial year 2024-25, the Board at its meeting held on April 24, 2025, approved the declaration of an interim dividend of INR 1.28 per equity share, amounting to INR 51,66,13,515 (Rupees Fifty-One Crore Sixty-Six Lakhs Thirteen Thousand Five Hundred and Fifteen only) for the financial year 2025-26. Further, at its meeting held on June 19, 2025, the Board declared a second interim dividend for the financial year 2025-26 of INR 2.9732 per equity share, aggregating to INR 1,20,00,00,368 (Rupees One Hundred Twenty Crore Three Hundred Sixty-Eight only).

   During the year under review, the Company's subsidiary, Tenneco Automotive India Private Limited ("**TAIPL**"), entered into a Share Purchase Agreement dated March 24, 2025, with Motocare India Private Limited ("**Motocare**") and Federal-Mogul Motorparts (India) Limited ("**Motorparts**") (the "Motocare SPA"), pursuant to which TAIPL divested its entire shareholding in Motocare. The transaction was concluded for a total consideration of INR 8,293.51 million, along with applicable interest, payable by Motorparts on a deferred basis in accordance with the terms of the Motocare SPA and applicable legal provisions.

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Following the close of financial year 2025-26, the Company is in receipt of Interim Dividend of INR 8,649,240,342 (Indian Rupees Eight Hundred Sixty-Four Crore Ninety-Two Lakhs Forty Thousand Three Hundred and Forty-Two).

Based on its financial position and in compliance with the provisions of the Act and in line with the disclosures made by the Company in DRHP, the Board declared the following further interim dividends for the financial year 2025-26:

a) At its meeting held on July 28, 2025, the Board declared an interim dividend of INR 8.67 per equity share aggregating to INR 3,499,249,359 (Indian Rupees Three Hundred Forty-Nine Crore Ninety-two Lakhs Forty-Nine Thousand Three Hundred and Fifty-Nine only).

b) At its meeting held on August 18, 2025, the Board declared an interim dividend of ₹12.76 per equity share, aggregating to INR 5,149,990,983 (Indian Rupees Five Hundred Fourteen Crore Ninety-Nine Lakhs Ninety Thousand Nine Hundred and Eighty-Three only).

Transfer to Reserves

During the financial year 2024-25, the Company transferred an amount of INR 3053.47 to the reserves and surplus and the total reserves and surplus as on 31st March 2025 amounts to INR 54,700.65 million, which includes securities premium of INR 52,842.66 million arising from the issue of shares during the year.

Change in Nature of Business

During the year under review, there were no change in the nature of business of the Company.

Weblink of Annual Return

Pursuant to Sections 92(3) and 134(3)(a) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the annual return of the Company for the financial year 2024-25 will be made available on the website of the Company at http://www.tennecoindia.com/

Board of Directors & Key Managerial Personnel (KMP)

As on 31st March 2025, the Company had 4 (four) directors namely Mr. Nadella Phani Kishor Rao, Mr. Digambar Jagannath Parkhi, Mr. Gangasagar Neminath Hemade and Mr. Rishi Verma. During the financial year 2024-25, there were no changes in the composition of the Board of Directors ("**Board**") of the Company.

After the closure of the financial year, following changes have taken place on the Board:

Board of Directors

- Mr. Niranjan Kumar Gupta, Mr. Jaidit Singh Brar and Ms. Gopika Pant were appointed as the Non-Executive Independent Directors of the Company for a period of 3 years w.e.f. 5th May 2025.

- Manavendra Singh Sial, Mr. Utsav Baijal, Mr. Prakash Mahesh and Mr. Nathan Patrick Bowen were appointed as the Non-Executive Directors of the Company w.e.f. 15th May 2025.

- Mr. Nadella Phani Kishor Rao, Mr. Digambar Jagannath Parkhi, Mr. Gangasagar Neminath Hemade and Mr. Rishi Verma ceased to the director of the Company w.e.f. 15th May 2025.

Key Managerial Personnels

- Mr. Arvind Chandrasekharan was appointed as the Chief Executive Officer and Whole Time Director of the Company w.e.f. 5th May 2025.

- Ms. Priya Dekate resigned as the Company Secretary of the Company w.e.f. 5th May 2025.

- Mr. Mahender Chhabra was appointed as the Chief Financial Officer of the Company w.e.f. 5th June 2025.

- Ms. Garima Sharma was appointed as the Company Secretary of the Company w.e.f. 5th May and 2025 and resigned from the position w.e.f. 31st July 2025.

- Ms. Roopali Singh was appointed as the Company Secretary of the Company w.e.f. 1st August 2025.

Meetings of the Board of Directors

During the year under review, 12 (Twelve) meetings of the board of directors were held. The details of the meetings held during the financial year 2024-25 are given below:

S. No.	Date of Meeting	Total strength of the Board	No. of directors' present
1.	17th May 2024	4	3
2.	24th June 2024	4	3
3.	20th August 2024	4	3
4.	20th September 2024	4	4
5.	14th November 2024	4	3
6.	11th December 2024	4	3
7.	6th January 2025	4	3
8.	22nd January 2025	4	3
9.	28th January 2025	4	3
10.	18th February 2025	4	3
11.	25th March 2025	4	3
12.	26th March 2025	4	3

During the year under review, the CSR Committee meeting was held on September 20, 2024.

Independent Directors

During the year under review, the Company operated as a private company and hence was not required to have the Independent Directors on its Board.

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However, subsequent to the close of financial year 2024-25, the Company was converted into a public company w.e.f May 16th, 2025, and in view of the Company considering the Initial Public Offering, your Company has appointed three Independent Directors on the Board of the Company namely, Mr. Niranjan Kumar Gupta, Ms. Gopika Pant and Mr. Jaidit Singh Brar. Mr. Niranjan Kumar Gupta has been nominated as the Chairman of the Board.

The brief profile of the Independent Directors is available on the website of the Company at http://www.tennecoindia.com/ .

The Company has received the declarations from the Independent Directors confirming their independence as per the criteria laid down under Section 149 (6) of the Act read with the rules framed thereunder and all Independent Directors possess requisite qualifications, experience, expertise and hold high standards of integrity required to discharge their duties and give an independent judgment without any external influence.

Committees of the Board

During the financial year 2024-25, the Company operated as a private limited company and hence was exempt from the mandatory requirement to constitute certain board level committees.

The Board of the Company, at its meeting held on 15th May 2025, constituted various committees and formally adopted their terms of reference, in accordance with the applicable provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) ("**Listing Regulations**"). The details of the committees constituted are as follows: -

Nomination and Remuneration Committee

In terms of provisions of Section 178 of the Act and pursuant to Regulation 19 of the Listing Regulations, the Board constituted the Nomination and Remuneration Committee and defined its terms of reference for considering the attributes for Director's appointment and their remuneration. The Nomination and remuneration policy is available on the website of the Company at http://www.tennecoindia.com/ .

The composition of the Nomination and Remuneration Committee is as follows:-

1. Ms. Gopika Pant, Independent Director (Chairperson);
2. Mr. Jaidit Singh Brar, Independent Director (Member); and
3. Mr. Manavendra Singh Sial, Non-Executive Director (Member);

Audit Committee

In terms of provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations the Board has constituted the Audit Committee and defined its terms of reference. The composition of the Audit Committee is as follows:

1. Mr. Jaidit Singh Brar, Independent Director (Chairperson);
2. Mr. Niranjan Kumar Gupta, Independent Director (Member); and

3. Mr. Manavendra Singh Sial, Non-Executive Director (Member);

Stakeholders' Relationship Committee

In terms of provisions of Section 177 of the Act and Regulation 20 of the Listing Regulations, the Board has constituted the Stakeholders' Relationship Committee and defined its terms of reference. The composition of the Stakeholders' Relationship Committee is as follows:

1. Mr. Jaidit Singh Brar, Independent Director (Chairperson);
2. Mr. Niranjan Kumar Gupta, Independent Director (Member);and
3. Mr. Arvind Chandrasekharan, Whole-Time Director & CEO (Member);

Risk Management Committee

In terms of the applicable provisions of the Act and Regulation 21 of the Listing Regulations, the Board has constituted the Risk Management Committee and defined its terms of reference. The composition of the Risk Management Committee is as follows:

1. Ms. Gopika Pant, Independent Director (Chairperson);
2. Mr. Utsav Baijal, Non-Executive Director (Member); and
3. Mr. Nathan Patrick Bowen, Non-Executive Director (Member);

Performance Evaluation of Directors

During the year under review, the Company was a private company. Accordingly, in terms of the provisions of Section 134(3)(p) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014, the requirement to conduct a formal annual evaluation of the performance of the Board of Directors, its Committees, and individual Directors was not applicable.

The Board follows a structured and merit-based process for the appointment of new Directors, including Independent Directors. Key criteria include professional qualifications, industry experience, integrity, leadership capabilities, and alignment with the Company's values and strategic vision. For Independent Directors, additional considerations include independence from management, ability to contribute objectively to Board deliberations, and compliance with regulatory requirements under applicable laws.

Dividend

During the financial year 2024–25, the board of directors declared the interim dividend on 214,088,829 equity shares of the Company as follows:

Date of board meeting	Dividend per share (in INR)	Total dividend (INR millions)
24th June 2024	4.288/-	918.01
28th August 2024	1.373/-	293.94
14th November 2024	3.55/-	760.02
28th January 2025	2.02/-	432.46

The board of directors have not proposed any final divided for the financial year 2024-25.

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Auditors

Pursuant to the provisions of Section 139(1) of the Companies Act, 2013, the members of the Company, at the Annual General Meeting held on 29th September 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.

Details in respect of frauds reported by Auditors under Section 143(12) of the Companies Act, 2013

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 Audit: Additionally, the provisions relating to secretarial audit were not applicable to the Company during the year under review.

Particulars of Loans, Guarantee or Investments

The details of loans, guarantee or investments made by the Company Under Section 186 of the Companies Act, 2013, during the financial year 2024-25 forms part of the notes to the financial statements.

Related Party Transactions

As per the provisions of Section 188 of the Act, all the related party transactions entered by the Company were in the ordinary course of business and on arms' length basis. Hence, the disclosure of contracts or arrangements with related parties in Form AOC-2 is not applicable to the Company.

Significant/ Material Order Passed by Regulators

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in future.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Particulars required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, regarding conservation of energy, technology absorption and foreign exchange earnings and outgo, are given in **Annexure-I** forming part of this report.

Risk Management

The Company has established a risk management framework to identify, assess, monitor, and mitigate key risks that could impact its operations, financial performance, and strategic objectives. During the year, the Company continued to strengthen its risk governance by enhancing internal controls, conducting periodic risk assessments, and integrating risk considerations into strategic decision-making. Key risk areas monitored include regulatory compliance, operational continuity, financial exposures, and reputational risks. The Company remains committed to fostering a risk-aware culture across all levels of the organization and ensuring that appropriate mitigation strategies are in place to safeguard stakeholder interests and support sustainable growth.

Holding, Subsidiary, Joint Venture and Associate Company

During the year under review, the Company successfully expanded its corporate structure by acquiring four entities through share swap agreements. These agreements were executed between the Company and the respective shareholders of the following entities:

1. Tenneco Automotive India Private Limited
2. Federal-Mogul Ignition Products India Limited
3. Federal-Mogul Sealings India Limited
4. Federal-Mogul Bearings India Limited

As a result of these strategic transactions, all the four entities became the subsidiaries of the Company.

Under the terms of the share swap agreements, the Company issued and allotted its own equity shares to the shareholders of all the subsidiaries. The equity shares were allotted to the shareholders of the subsidiaries by way of private placement, in accordance with the provisions of Section 42, 62(1)(c) of the Act read with the applicable rules.

The arrangement was as follows: -

1. The Company entered into a share swap agreement dated 25th March 2025 with Federal-Mogul Ignition Products India Limited and Federal-Mogul Pty Ltd pursuant to which 14,478,794 equity shares of the Company of face value of Rs 10 each were allotted to Federal Mogul Pty Ltd as consideration for acquiring 42,789,029 equity shares of face value Rs 10 each of Federal-Mogul Ignition Products India Limited.

2. The Company entered into a share swap agreement dated 25th March 2025 with Federal-Mogul Sealings India Limited and Federal Mogul Investments B.V. pursuant to which 3,992,380 equity shares of our Company of face value of Rs 10 each were allotted to Federal Mogul Investments B.V as consideration for acquiring 7,491,712 equity shares of face value Rs 1 each of Federal-Mogul Sealings India Limited.

3. Our Company entered into a share swap agreement dated 25th March 2025 with Federal-Mogul Bearings India Limited, Federal-Mogul Investments B.V. and Tenneco LLC (formerly known as Tenneco, Inc.), pursuant to which 13,590,220 equity shares of our Company of face value of Rs 10 each were allotted to Federal-Mogul Investments B.V. and Tenneco LLC

(formerly known as Tenneco, Inc.) as consideration for acquiring 8,721,086 equity shares of face value of Rs 10 each of Federal-Mogul Bearings India Limited

4. The Company entered into a share swap agreement dated 25th March 2025 with Tenneco Automotive India Private Limited, Tenneco Mauritius Holdings Limited and Tenneco (Mauritius) Limited pursuant to which 157,454,086 Equity Shares of our Company of face value of Rs 10 each were allotted to Tenneco Mauritius Holdings Limited and Tenneco (Mauritius) Limited as consideration for acquiring 100,000 equity shares of face value of Rs 10 each of Tenneco Automotive India Private Limited

The details of the holding and subsidiary companies as on 31st March 2025 are as follows: -

S. No.	Name of the company	Holding/ Subsidiary/ Associate	Percentage of shareholding
1.	Tenneco Mauritius Holdings Limited	Holding	85.43%
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	99.40%
5.	Tenneco Automotive India Private Limited	Subsidiary	100%

The detailed disclosure of the subsidiary companies is enclosed herewith as **Annexure-II.** The Company did not have any joint venture and associate company as on 31st March 2025

Corporate Social Responsibility

The Board at its meeting held on 11th February 2021 approved the Corporate Social Responsibility (CSR) Policy for the Company pursuant to the provisions of Section 135 of the Act read with Rules made thereunder. During the year under review, the Committee comprised of the following members:

1. Mr. Rishi Verma : Chairperson
2. Mr. Nadella Phani Kishor Rao : Member
3. Mr. Digambar Parkhi : Member

The brief outline of CSR Policy & Annual Report is attached herewith as **Annexure - III** to this Report.

The Company adopted a revised CSR policy and re-constituted the CSR Committee in the board meeting held on 15th May 2025. The composition of the CSR committee as on date of this report is as follows: -

1. Mr. Niranjan Kumar Gupta, (Chairperson);
2. Ms. Gopika Pant, Independent Director (Member); and
3. Mr. Prakash Mahesh, Non-Executive Director (Member);

Establishment of Vigil Mechanism

The provisions of Section 177 of the Act read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, relating to the establishment of the vigil mechanism were not applicable to the Company during the year under review. Accordingly, the Company did not adopt a formal whistle blower policy. However, the Company is a part of the Tenneco Group which maintains a whistle blower hotline, at global level, which covers, amongst other companies in the group, our Company and its subsidiaries. This hotline enables employees, stakeholders, and other parties to report concerns related to ethics, compliance, or potential violations anonymously and in multiple languages and all complaints are promptly reviewed and investigated, as appropriate, in accordance with our established policies and procedures. The Company has taken the corrective actions wherever the complaints were substantiated.

Subsequent to the close of the financial year 2024–25, the Board of Directors, at its meeting held on 15th May 2025, approved and adopted a formal Whistle Blower and Vigil Mechanism Policy. This policy is applicable to directors, employees, and other stakeholders of the Company, and is aimed at facilitating the reporting of genuine concerns in a secure and confidential manner.

Particulars of Employees and Related Disclosures

The Company operated as a private limited company during the year under review and accordingly the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, pertaining to disclosure of employee particulars, is not applicable.

In accordance with the provisions of Section 136(1) of the Companies Act, 2013 and Rule 5 of the Companies (Accounts) Rules, 2014, the Annual Report and Financial Statements are being circulated to the members of the Company, excluding the statement of particulars of employees as specified under Rule 5(2) of the said Rules. Any member who wishes to obtain a copy of the said statement may make a written request to the Company Secretary at the Registered Office of the Company.

Prevention of Sexual Harassment of Women at Workplace Policy

The Company maintains a strict zero-tolerance policy towards sexual harassment at the workplace. In line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and the rules framed thereunder, the Company has formulated and implemented a comprehensive policy to prevent, prohibit, and redress instances of sexual harassment. The Company has complied with the provisions of Maternity Benefit Act, 1961.

As mandated under the POSH Act, the Company has constituted Internal Complaints Committees at appropriate levels to address and resolve complaints related to sexual harassment in a timely and confidential manner.

During the financial year 2024–25, no complaints of sexual harassment were received by the Company.

Safety, Health and Environment Protection

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

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We strive to sustain a pollution free environment by elimination of waste, optimum utilization of power and preventive maintenance of equipments 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.

<u>Maintenance of Cost Records as per provisions of Section 148(1) of the Companies Act, 2013 and Cost Auditors</u>

The Company does not fall in the criteria specified for maintenance of Cost Records under Section 148(1) of the Companies Act, 2013, 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.

<u>Secretarial Standards</u>

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.

<u>Corporate Insolvency Resolution Process Initiated under the Insolvency and Bankruptcy Code, 2016</u>

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.

<u>Other Disclosures</u>

The Board of Directors confirms that no disclosure or reporting is required in respect of the following matters, as there were no transactions or events of the nature specified below during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting, or otherwise.
2. Issue of shares, including sweat equity shares, to employees under any scheme.
3. Grant of voting rights not directly exercisable by employees in respect of shares held by them, as contemplated under Section 67(3)(c) of the Companies Act, 2013.
4. Transfer of any amount to the Investor Education and Protection Fund (IEPF).
5. Initiation or pendency of any proceedings under the Insolvency and Bankruptcy Code, 2016.
6. Acceptance of public deposits by the Company.

<u>Directors' Responsibility Statement</u>

Pursuant to the requirements of Section 134(3)(c) of the Act with respect to Directors' Responsibility Statement, it is hereby confirmed that:

(a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

(b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of

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(a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

(b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2025 and of the profit and loss of the Company for the period ended 31st March 2025;

(c) the directors have 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 have prepared the annual accounts on a going concern basis;

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

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

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	**Manavendra Singh Sial**
Whole-time Director	Director
DIN: 08721916	DIN: 11095791
Date: 06th September 2025	Date: 06th September 2025
Place: Bangalore	Place: California, USA

Annexure-I

Details regarding the conservation of energy, technology absorption, foreign exchange earnings & outgo [Section 134(3)(m)]

1. **Conservation of energy**

- **The steps taken or impact on conservation of energy:**

Chakan location:

- Replaced office area centralized e air conditioner system with energy efficient VRF type air conditioner system.
- Electricity supply from the main grid of state electricity board by implementing express feeder system to ensure uninterrupted power supply and minimizing diesel generating set operations thereby saving 75KL diesel.
- Replacement of 224W regular light fittings with 150 W LED lights.
- Implementation of captive roof top solar power generation of 990 KWp with net metering.
- Weld gas saver unit implementation on all welding cells optimize usage of Inert gases used as shielding gases in welding.
- Implementation of Welding Gas bullet Bulk tank to avoid residual wastage & improved quality.
- Adaptation of Energy efficient motors for cooling tower – 20 HP to 12.5 HP.
- VFD adaptation (Variable frequency drive) for centralized fume extraction system to reduce power consumption.
- Timer based AC's On/Off.
- Deployment of Water less urinals using biodegradable technology as a water conservation measure.
- Development of Servo based machines instead of Hydraulic power packs reduce energy consumption.
- Returnable packaging to reduce wooden & cardboard consumption.
- Reduction in trips for dispatch trucks by improving trolley design enabling more parts & thereby reducing diesel consumption.
- DG synchronization to improve the capacity utilization as per demand.
- Recirculation of water of fire engine during test run.
- Auto off timer for idle running machines (Hydraulic power packs, Lock seam & Press) to save electrical energy.
- Conventional streetlights replaced with energy efficient LED lights.
- Natural light utilization by replacing metal cladding from Shop floor back side wall with transparent sheet.
- Regular checks to avoid hydraulic & pneumatic leakages.

Chennai location:

- Idle timer provided to switch off hydraulic motors, fume collector motors, lights, fans and compressed air in shop floor when not in use.
- Motion sensor control provided for fan and light in rare movement area.
- BLDC energy efficient fans used in shop floor.
- Fixed capacitors provided for power factor improvement and save reactive power.
- Implementation of Welding Gas bullet Bulk tank to avoid residual wastage & improved quality.

Pithampur location:

- Installed occupancy sensors for office lights.
- Timer based fume extractor On/ Off (during breaks)
- Auto stop to hydraulic power pack (auto off after idle time more than 3 mins)
- Reuse of wooden pallets.
- Implementation of Welding Gas bullet Bulk tank to avoid residual wastage & improved quality.

- **The steps taken by the Company for utilizing alternate sources of energy:**

Chakan location:

- 520Kwp rooftop solar power plant is Under installation

Chennai location:

- Solar & wind power purchased from group captive power provider for carbon neutrality

Pithampur location:

- Proposed 200Kwp rooftop solar plant by Dec 2025.

- **The capital investment on energy conservation equipment:**
  - Rooftop solar plant: INR 1.95 million
  - Group express feeder: INR 1.30 million

2. Technology absorption:

- **The efforts made towards technology absorption and benefits derived:**

- Deployment of Optical Spectrometer for material analysis to improve exhaust system test capability.
- Road Load data acquisition capability enhancement done with SCADA system to capture vehicle data during validation of exhaust aftertreatment system.
- Full system validation capability added by introduction of state of art Electrodynamic shaker in Tech center.
- Flow Lab upgraded with 2200 Kg/Hr mass flow capacity to address Higher Horsepower engine aftertreatment system testing for Commercial trucks and Off highway applications
- Acoustics simulation capability developed by adding GT power simulation tools for acoustics and emission simulation in Cold end systems performance.

- Exhaust aftertreatment system architecture development started in view of upcoming Hybrid vehicle exhaust aftertreatment systems.
- Conceptualization of exhaust aftertreatment systems for future technology in view of BS7 applications.
- TISAX certification for data and prototype security for Chakan and Chennai plants.

- **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):** For details, please refer table below –

S. No.	The details of technology imported	The year of import	Whether the technology been fully absorbed	If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
1.	RASP and Bowl mixer technology introduction for commercial truck and off highway application	2023	Implemented	NA
2.	Urea mixing improvement actions with Auger type mixing technology	2023	Implemented	NA
3.	Conceptualization of exhaust aftertreatment systems for future technology in view of BS7 applications.	2025	Being Implemented	Under Installation
4.	Passive acoustic valves Technology in mufflers.	2025	Being Implemented	Under Installation

The expenditure incurred on Research and Development - Nil

3. Foreign exchange earnings and outgo

There are foreign exchange earnings of INR 566.86 million in terms of actual inflows and foreign exchange outgo in terms of actual outflows were INR 3,918.97 million during the year ended 31st March 2025. Export sales during the period were INR 951.01 million

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Arvind Chandrasekharan
Whole-time Director
DIN: 08721916

Date: 06th September 2025
Place: Bangalore

Manavendra Singh Sial
Director
DIN: 11095791

Date: 06th September 2025
Place: California, USA

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Annexure II

Report on CSR Activities

1. **Brief outline on CSR Policy of the Company**

   The Board of Directors at their meeting held on 11th February 2021 approved the Corporate Social Responsibility (CSR) Policy for the Company pursuant to the provisions of Section 135 of the Companies Act, 2013 read with rules made thereunder which covers the activities as prescribed under Schedule VII of the Companies Act 2013, on the recommendations of the CSR Committee. The approach of the Company towards CSR is to identify the activities in response to felt societal needs in diverse areas and to implement them with full involvement and commitment in a time bound manner.

2. **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	Rishi Verma	Chairperson	1	1
2	Nadella Phani Kishor Rao	Member & Director	1	1
3	Digambar Parkhi	Member & Director	1	1

3. **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 http://www.tennecoindia.com/

4. **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.

5.
   a) **Average net profit of the Company as per section 135(5):** INR 2,396.40 million
   b) **Two percent of average net profit of the company as per section 135(5)** : INR 47.93 million
   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 47.93 million

6.
   a) **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 Rs.)	Amount spent in the current financial Year (in Rs.)	Amount transferred to Unspent CSR account for the project as per Section 135(6) (in Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State.	District						Name	CSR Registration number
1.	-	-	-	-	-	-	-	-	-	-	-	-
	Total	-	-	-		-	-	-	-	-	-	-

b) **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		Amount spent for the project (in INR million)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1.	Drip Water System	Ensuring environmental sustainability	Yes	Maharashtra, Pune		0.96	No	Sarthak Welfare Foundation	CSR00005534
2.	Flexi Scheme	Employment enhancing vocational skills	Yes	Maharashtra, Pune, Tamil Nadu, Kanchipuram		23.92	Yes	-	-
3.	National Apprenticeship Promotion Scheme (NAPS)	Employment enhancing vocational skills	Yes	Madhya Pradesh, Dhar Tamil Nadu, Kanchipuram		1.48	Yes	-	-
4.	Work Integrated Learning Program	Employment enhancing vocational skills	Yes	Madhya Pradesh, Dhar		6.15	Yes	-	-
5.	Tree Plantation	Ensuring environmental sustainability	Yes	Madhya Pradesh, Dhar Tamil Nadu, Kanchipuram		1.05	No	Sarthak Welfare Foundation	CSR00005534

6	Tree Plantation	Ensuring environmental sustainability	Yes	Maharashtra, Pune	5.60	No	Vaghmi Foundation	CSR00007401
7.	Weld Lab Setup	Employment enhancing vocational skills	Yes	Tamil Nadu, Kanchipuram	1.60	Yes	-	-
8.	Training to athletes in their preparations for the Olympics & Paralympics	Promotion of Sports and Games	Yes	Maharashtra, Pune	5	Yes	Foundation for Promotion of Sports and Games	CSR00001100
	Total				**45.76**			

c) **CSR amount spent or unspent for the financial year:**

Total amount spent for the financial year (in INR millions)	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.	Date of transfer	Name of the Fund	Amount	Date of transfer
47.96	-	-	-	-	-

d) **Amount spent in administrative overheads:** INR 2.2 million
e) **Amount spent on impact assessment, if applicable:** N.A.
f) **Total amount spent for the financial year [(a+b+d+e)]:** INR 47.96 million
g) **Excess amount for set off, if any**

S. No.	Particular	Amount (INR million)
(i)	Two percent of average net profit of the company as per section 135(5)	47.93
(ii)	Total amount spent for the Financial Year	47.96
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.04
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.04

7.

a) **Details of unspent CSR amount for the preceding three financial years:**

	Preceding	Amount transferred to unspent	Balance amount in unspent	Amount spent in the	Amount transferred to any fund specified under	Amount remaining to be spent	Deficiency, if any

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S.No	financial year(s)	CSR account under section 135 (6) (in INR millions)	CSR account under section 135(6) (in INR millions)	financial year (in INR millions)	Schedule VII as per section 135(5), if any.			in succeeding financial years (in INR millions)	
					Name of the Fund	Amount (in INR millions)	Date of transfer		
NIL									

b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
S. No.	Project ID.	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in INR millions)	Amount spent on the project in the reporting Financial Year (in INR millions)	Cumulative amount spent at the end of reporting Financial Year. (in INR millions)	Status of the project - Completed /Ongoing.
N.A.								

8. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

S. No.	Financial Year	Amount available for set-off from preceding financial years (in INR millions)	Amount required to be set-off for the financial year, if any (in INR millions)
1	2023-2024	47.34	-
2	2024-2025		0.04

9. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Nil

   a) Date of creation or acquisition of the capital asset(s)
   b) Amount of CSR spent for creation or acquisition of capital asset.
   c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
   d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset)

10. 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.

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10. **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: 06th September 2025
Place: Mumbai

Arvind Chandrasekharan
Chief Executive Officer
DIN: 08721916
Date: 06th September 2025
Place: Bangalore

STANDALONE & CONSOLIDATED FINANCIAL STATEMENTS ALONG WITH AUDITOR'S REPORT

FY 2024-2025

Deloitte
Haskins & Sells LLP

Chartered Accountants
Westend Icon
11th & 12th floors
Building A, S No 169/1
Near Parihar Chowk
DP Road, Aundh
Pune - 411007
Maharashtra, India

Tel: +91 206 747 7800

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 2025, 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 2025, and its profit, total comprehensive income, 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.

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 Director'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.

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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.

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- 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(xi) to the standalone financial statements) and not complying with the requirement of audit trail as stated in paragraph (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 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 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.

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h) In our opinion and to the best of our information and according to the explanations given to us, the Company was a private company for the year ended 31 March 2025. Hence, section 197 of the Act related to the 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 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 amounts 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(v) to the standalone 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(vi) 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 dividends 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.

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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 2025 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. Consequently, we are unable to comment whether there were any instances of the audit trail feature being tampered with (refer note 43 to the financial statements).

Additionally, the audit trail that was enabled and operated for the year ended 31 March 2024 has been preserved by the Company as per the statutory requirements for record retention, as stated in Note 43 to the 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 CHANDRALAL MOHNANI
Digitally signed by SACHANAND CHANDRALAL MOHNANI
Date: 2025.06.29 23:01:33 +05'30'

Sachanand C Mohnani
Partner
(Membership No. 407265)
UDIN: 25407265BMOUZZ6291

Place: Pune

Date: 29 June 2025

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Haskins & Sells LLP

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 1(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 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 the consolidated financial statements of the Company as at and for the year ended 31 March 2025, we have audited the internal financial controls with reference to consolidated financial statements of Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private 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 and the audit evidence obtained by the other auditor of the subsidiary company, which are companies incorporated in India, in terms of their report referred to in the Other Matters paragraph below, 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.

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Deloitte
Haskins & Sells LLP

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 and according to the explanations given to us and based on the consideration of the report of the other auditor referred to in the Other Matters paragraph below, the Parent and its subsidiary company, 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 2025 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".

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to a subsidiary company, which is company incorporated in India, is based solely on the corresponding reports of the auditor of such company incorporated in India.

Our opinion is not modified in respect of the above matters.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W - 100018)

SACHANAND CHANDRALAL MOHNANI
Digitally signed by SACHANAND CHANDRALAL MOHNANI
Date: 2025.06.29 23:02:00 +05'30'

Sachanand C Mohnani
Partner
Membership No. 407265
UDIN: 25407265BMOUZZ6291

Place: Pune
Date: 29 June 2025

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Deloitte
Haskins & Sells LLP

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 (Rs. 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	83.99	Tenneco Exhaust India Private Limited	No	2018	There was change in the name of the company from Tenneco Exhaust India Pvt Ltd to Tenneco Automotive India Pvt Ltd and then to Tenneco Clean Air India Pvt Ltd. 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 2025, for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder

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(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, confirmations have been obtained from the parties. 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 not been sanctioned any working capital facility from banks or financial institution on the basis of security of current assets, and hence reporting under clause 3(ii)(b) of the Order is not applicable.

(iii) The Company has made investments in, provided any guarantee or security, and granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, in respect of which:

(a) The Company has provided loans or advances during the year in the nature of loans during the year and details of which are given below:

Amount (Rs.) in Mn

Particulars	**Loans***
A. Aggregate amount granted / provided during the year:	
i. Subsidiary (w.e.f. 25 March 2025) (Fellow subsidiary upto 25 March 2025)	185.00
ii. Others	0.50
Balance outstanding as at balance sheet date in respect of above cases:	
i. Subsidiary (w.e.f. 25 March 2025) (Fellow subsidiary upto 25 March 2025)	305.00
ii. Others	1.30

*The amounts reported are at gross amounts, without considering provisions made. The Company has not provided any guarantee or security to any entity during the year.

(b) The investments made, guarantees provided, security given and the terms and conditions of the grant of all the above-mentioned loans and advances in the nature of loans and guarantees provided, during the year are, in our opinion, not prejudicial to the Company's interest.

(c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts of principal amounts and interest have been regular as per stipulations except for the following:

Name of the entity	**Nature**	**Month**	**Amount (in Mn)**	**Due date**	**Extent of Delay (in days)**
Federal-Mogul Sealing India Limited	Repayment of interest	May	1.04	15-Jun-24	25
		August	1.02	15-Sep-24	89
		September	0.86	15-Oct-24	59
		October	0.89	15-Nov-24	28
		December	0.89	15-Jan-25	22

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(d) According to information and explanation given to us and based on the audit procedures performed, in respect of loans granted and advances in the nature of loans provided by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

(e) No loan or advance in the nature of loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

(f) The company has granted loans which are repayable on demand or without specifying any terms or period of repayment, details of which are given below:

Particulars	Amount (Rs.) In Mn*
Aggregate of loans/advances in nature of loans to related party - Repayable on demand (A) - Agreement does not specify any terms or period of repayment (B)	 185.00 -
Total (A+B)	
Percentage of loans/advances in nature of loans to the total loans	60.65%

* The amounts reported are at gross amounts, without considering provisions made.

(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 (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, Value Added Tax, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities though there has been a delay in respect of remittance of Labour Welfare Fund dues.

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 2025, for a period of more than six months from the date they became payable.

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(b) Details of Statutory dues referred to in sub-clause (a) above which have not been deposited as on 31 March 2025, on account of disputes are given below:

Amount (Rs.) in Mn.

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	20.48	Nil	2022-23	Commissioner of customs NS - I
Customs Act, 1962	Customs Duty	59.26	Nil	2011-12	Commissioner of customs (Import)
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)
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)

(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 raised moneys by way of initial public offer or further public offer (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 made preferential issue of shares on private placement basis, for a consideration other than cash. For such allotment of shares, the Company has complied with the requirements of Section 42 and 62 of Companies Act, 2013. The Company has not made any preferential allotment or private placement of (fully or partly or optionally) convertible debentures during the year.

(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 188 of the Companies Act for all 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. The Company was a private company for the year ended 31 March 2025 and hence the provisions of section 177 of the Companies Act, 2013 were not applicable to the Company.

(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 2025.

(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 applicabl

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(b) The Group does not have any Core Investment Company as part of the group as at 31 March 2025, 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) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm 's Registration No.117366W/W-100018)

SACHANAND CHANDRALAL MOHNANI
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Date: 2025.06.29 23:02:26 +05'30'

Sachanand C Mohnani
Partner
(Membership No. 407265)
UDIN:25407265BMOOZZ6291

Place: Pune
Date: 29 June 2025

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TENNECO CLEAN AIR INDIA LIMITED (formerly known as Tenneco Clean Air India Private Limited)
Corporate Identification No. : U29308TN2018FTC126510
Standalone Balance Sheet as at March 31, 2025
(All amounts in INR Millions, unless otherwise stated)

Particulars	Notes	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
Property, plant and equipment	3(a)	2,476.97	2,635.69
Right-of-use assets	4	269.90	216.12
Capital work in progress	3(a)	29.67	134.30
Intangible assets	3(b)	5.57	6.73
Financial assets			
i. Investments	5(a)	54,741.55	-
ii. Loans	5(f)	0.31	0.58
iii. Other financial assets	5(b)	38.56	25.34
Deferred tax assets (net)	6	97.96	75.79
Current tax assets (net)	7	8.24	8.24
Other non-current assets	8	2.16	15.01
Total non-current assets		**57,670.88**	**3,117.80**
Current assets			
Inventories	9	943.04	1,644.72
Financial assets			
i. Trade receivables	5(c)	2,631.35	2,606.55
ii. Cash and cash equivalents	5(d)	1,769.92	440.00
iii. Bank balances other than (ii) above	5(e)	1.56	1.68
iv. Loans	5(f)	306.06	156.06
v. Other financial assets	5(b)	324.71	131.06
Other current assets	10	272.36	766.48
Total current assets		**6,248.99**	**5,746.55**
Total assets		**63,919.87**	**8,864.35**
EQUITY AND LIABILITIES			
Equity			
i. Equity share capital	11(a)	4,036.04	2,140.89
ii. Other Equity	11(b)	54,700.65	1,208.95
Total equity		**58,736.69**	**3,349.84**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
i. Lease Liabilities	12(b)	131.75	84.55
Provisions	14	193.31	145.15
Total non-current liabilities		**325.06**	**229.70**
Current liabilities			
Financial liabilities			
i. Lease Liabilities	12(b)	29.01	23.79
ii. Trade payables	12(a)		
(a) total outstanding dues of micro enterprises and small enterprises		299.02	400.37
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		3,514.05	3,863.42
iii. Other financial liabilities	12(c)	11.07	17.27
Other current liabilities	13	851.10	682.52
Provisions	14	54.01	44.02
Current tax liabilities (net)	15	99.86	233.42
Total current liabilities		**4,858.12**	**5,264.81**
Total liabilities		**5,183.18**	**5,514.51**
Total equity and liabilities		**63,919.87**	**8,864.35**

The accompanying material accounting policies and other explanatory notes (1-45) 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 CHANDRALAL MOHNANI

Sachanand C Mohnani
Partner
Membership No.: 407265

Place: Pune
Date: June 29, 2025

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

Arvind Chandrasekharan
Director
DIN: 08721916
Place: Malaga, Spain

Manavendra Singh Sial

Manavendra Singh Sial
Director
DIN: 11095791
Place: Berlin, Germany

Mahender Chhabra

Mahender Chhabra
Chief Financial Officer

Place: Gurugram
Date: June 29, 2025

GARIMA SHARMA

Garima Sharma
Company Secretary
Membership No.: A54831
Place: Gurugram

TENNECO CLEAN AIR INDIA LIMITED (formerly known as Tenneco Clean Air India Private Limited)
Corporate Identification No. : U29308TN2018FTC126510
Standalone Statement of Profit and Loss for the year ended March 31, 2025
(All amounts in INR Millions, unless otherwise stated)

Particulars	Notes	Year ended March 31, 2025	Year ended March 31, 2024
Income			
Revenue from operations	16	22,367.55	30,566.67
Other income	17	73.46	138.23
Total income		**22,441.01**	**30,704.90**
Expenses			
Cost of materials consumed	18	14,473.20	22,633.57
Change in inventories of finished goods and work-in-progress	19	85.95	33.99
Employee benefits expense	20	1,184.49	852.70
Finance cost	21	147.22	205.72
Depreciation and amortisation expense	22	492.49	509.99
Other expenses	23	1,943.23	3,148.00
Total expenses		**18,326.58**	**27,383.97**
Profit before tax		**4,114.43**	**3,320.93**
Tax expense	24		
Current tax		1,078.11	895.60
Deferred tax		(19.69)	(34.08)
Short/(Excess) Provision of tax relating to earlier years		(4.81)	24.37
Total tax expense		**1,053.61**	**885.89**
Profit for the year		**3,060.82**	**2,435.04**
Other comprehensive income / (loss)			
Items that will not be reclassified to profit or loss			
- Remeasurements of post-employment benefit obligations		(9.83)	(23.70)
- Income tax relating to items that will not be reclassified to profit or loss		2.48	5.96
Total other comprehensive income / (loss) for the year		**(7.35)**	**(17.74)**
Total comprehensive income for the year		**3,053.47**	**2,417.30**
Earnings per equity share (nominal value of Rs.10 each)	25		
Basic (Rs.)		14.09	8.75
Diluted (Rs.)		14.09	8.75

The accompanying material accounting policies and other explanatory notes (1-45) 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 CHANDRALAL MOHNANI Digitally signed by SACHANAND CHANDRALAL MOHNANI Date: 2025.06.29 23:03:14 +05'30'

Sachanand C Mohnani
Partner
Membership No.: 407265

Place: Pune
Date: June 29, 2025

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 Digitally signed

Arvind Chandrasekharan
Director
DIN: 08721916
Place: Malaga, Spain

Manavendra Singh Sial Digitally signed by Manavendra Singh Sial

Manavendra Singh Sial
Director
DIN: 11095791
Place: Berlin, Germany

Mahender Chhabra Digitally signed

Mahender Chhabra
Chief Financial Officer

Place: Gurugram
Date: June 29, 2025

GARIMA SHARMA Digitally signed

Garima Sharma
Company Secretary
Membership No.: A54831
Place: Gurugram

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TENNECO CLEAN AIR INDIA LIMITED (formerly known as Tenneco Clean Air India Private Limited)
Corporate Identification No. : U29308TN2018FTC126510
Standalone Statement of Cash Flows for the year ended March 31, 2025
(All amounts in INR Millions, unless otherwise stated)

	Year ended March 31, 2025	Year ended 31 March 2024
A. Cash flow from operating activities		
Profit before tax	4,114.43	3,320.93
Adjustments for:		
Depreciation on property, plant and equipment	459.40	479.83
Amortisation on intangible assets	1.54	2.70
Amortisation on Right of Use Asset	31.55	27.36
Provision for expected credit loss	(6.19)	(1.25)
Excess provisions/Liabilities no longer required written back	(2.68)	(18.49)
Provision for doubtful advances	(14.34)	(4.33)
Provision for doubtful balances with government authorities	2.65	2.53
Provision for warranties	(4.67)	(8.34)
Interest income from financial assets	(50.23)	(92.39)
Finance cost	147.22	205.72
Loss / (Gain) on disposal of property, plant and equipment	(0.44)	(0.03)
Gain on termination of lease	(2.41)	-
Interest Income on Inter-Corporate Deposit	(12.30)	(14.86)
Unrealised foreign exchange loss/(gain)	6.10	(10.68)
Operating cashflow before movements in working capital	**4,669.63**	**3,888.70**
Change in operating assets and liabilities		
(Increase)/Decrease in		
- Inventories	701.68	409.12
- Trade receivables	(18.61)	381.99
- Current financial assets - Loans	0.00	(0.07)
- Other current financial assets	(189.76)	288.76
- Other current assets	505.81	(453.45)
- Non-Current financial assets - Loans	0.27	0.14
- Other non current financial assets	(9.01)	(7.35)
- Other non-current assets	0.67	(0.80)
Increase/(Decrease) in		
- Trade payables	(474.14)	(924.83)
- Provisions - non-current	38.33	14.08
- Provisions - current	14.67	2.87
- Other current liabilities	168.58	(482.72)
Cash generated from operations	**5,408.10**	**3,116.44**
Income taxes paid (including tax deducted at source)	(1,206.82)	(635.73)
Net cash inflow from operating activities (A)	**4,201.28**	**2,480.71**
Cash flows from investing activities:		
Purchase of property plant and equipments, including capital work-in-progress and capital advances	(193.68)	(506.60)
Sale of property plant and equipments	1.23	0.28
Movement in other bank balances	1.46	(1.25)
Movement in Deposits held as margin money	(2.19)	0.42
Decrease / (Increase) in Inter-corporate deposit (net)	(150.00)	15.00
Interest received	55.27	108.42
Net cash outflow from investing activities (B)	**(287.91)**	**(383.73)**
Cash flows from financing activities:		
Repayment of Short term borrowings	-	(80.00)
Dividend Paid	(2,404.43)	(2,606.01)
Reduction of share capital ((Refer Note 40(b))	-	(849.64)
Share issue expenses	(3.73)	-
Interest paid	(137.96)	(196.37)
Interest paid on lease liabilities	(9.26)	(9.35)
Repayment of lease liabilities	(28.07)	(17.21)
Net cash outflow from financing activities (C)	**(2,583.45)**	**(3,759.08)**
Net increase in cash and cash equivalents (A+B+C)	1,329.92	(1,662.10)
Cash and cash equivalents at the beginning of the financial year	440.00	2,102.10
Cash and cash equivalents at end of the year	**1,769.92**	**440.00**

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TENNECO CLEAN AIR INDIA LIMITED (formerly known as Tenneco Clean Air India Private Limited)
Corporate Identification No. : U29308TN2018FTC126510
Standalone Statement of Cash Flows for the year ended March 31, 2025
(All amounts in INR Millions, unless otherwise stated)

Cash and Cash Equivalents as per above comprise of the following (refer note no. 5 (d))

	As at 31 March 2025	As at 31 March 2024
Balance with banks		
- on current accounts	259.25	335.56
Deposits with original maturity less than 3 months	1,510.67	104.44
	1,769.92	440.00

The above cash flow statement 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 (1-45) 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 CHANDRALAL MOHNANI

Sachanand C Mohnani
Partner
Membership No.: 407265

Place: Pune
Date: June 29, 2025

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

Arvind Chandrasekharan
Director
DIN: 08721916
Place: Malaga, Spain

Manavendra Singh Sial

Manavendra Singh Sial
Director
DIN: 11095791
Place: Berlin, Germany

Mahender Chhabra

Mahender Chhabra
Chief Financial Officer

Place: Gurugram
Date: June 29, 2025

GARIMA SHARMA

Garima Sharma
Company Secretary
Membership No.: A54631
Place: Gurugram

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TENNECO CLEAN AIR INDIA LIMITED (formerly known as Tenneco Clean Air India Private Limited)
Corporate Identification No. : U29308TN2018FTC126510
Standalone Statement of Changes in Equity as at March 31, 2025
(All amounts in INR Millions, unless otherwise stated)

A) Equity share capital

Particulars	No. of shares	Amount
Balance as at April 01, 2023	31,34,06,120	3,134.06
Changes in equity share capital during the previous year	(9,93,17,291)	(993.17)
Balance as at March 31, 2024	21,40,88,829	2,140.89
Changes in Equity Share Capital due to prior period errors	-	-
Restated Balance as at April 01, 2024	21,40,88,829	2,140.89
Changes in equity share capital during the current year	18,95,15,480	1,895.15
Balance as at March 31, 2025	40,36,04,309	4,036.04

B) Other equity

Particulars	Reserves and Surplus				
	Capital Reserve	Retained Earnings	Security Premium	Deemed Equity Contribution from Parent Company	Total Equity
Balance as at April 01, 2023	(342.17)	1,574.50	-	21.79	1,254.12
Adjustment related to capital reduction (refer note 40)	342.17	(198.63)	-	-	143.54
Profit for the year	-	2,435.04	-	-	2,435.04
Dividend Paid during the year (refer note 41)	-	(2,606.01)	-	-	(2,606.01)
Other comprehensive income / (loss) (net of taxes)	-	(17.74)	-	-	(17.74)
Balance as at March 31, 2024	-	1,187.16	-	21.79	1,208.95
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

The accompanying material accounting policies and other explanatory notes (1-45) 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 CHANDRALAL MOHNANI Digitally signed by SACHANAND CHANDRALAL MOHNANI

Sachanand C Mohnani
Partner
Membership No.: 407265

Place: Pune
Date: June 29, 2025

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

Arvind Chandrasekharan
Director
DIN: 08721916
Place: Malaga, Spain

Manavendra Singh Sial Digitally signed by Manavendra Singh Sial

Manavendra Singh Sial
Director
DIN: 11006791
Place: Berlin, Germany

Mahender Chhabra Digitally signed by Mahender Chhabra

Mahender Chhabra
Chief Financial Officer

Place: Gurugram
Date: June 29, 2025

GARIMA SHARMA Digitally signed by GARIMA SHARMA

Garima Sharma
Company Secretary
Membership No.: A54831
Place: Gurugram

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TENNECO CLEAN AIR INDIA LIMITED (formerly known as Tenneco Clean Air India Private Limited)
Corporate Identification No. : U29309TN2018FTC126510
Summary of material accounting policies and other explanatory information for the year ended March 31, 2025
(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) ('Company') was incorporated as a Private Limited Company on December 21, 2018 under the Companies Act, 2013. The Company was formed by Tenneco LLC (formerly known as Tenneco Inc. upto April 29, 2025) to manufacture, distribute and/or otherwise deal in automobile parts and components and other related activities including establishment of a comprehensive research and development centre. During the financial year 2019-20, the clean air business of Tenneco Automotive India Private Limited had been demerged vide National Company Law Tribunal order dated April 26, 2019 and transferred to the Company.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 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.

The Company is engaged in the manufacture of catalytic converters, mufflers and exhaust pipes.
These standalone financial statements are approved for issue in accordance with a resolution of the directors passed in Board meeting held on June 28, 2025.

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) **Overall consideration**

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

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.

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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.

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.

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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 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.

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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 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 (a contract liability) 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 30-60 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.

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(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.
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 deferred and recognized over the initial contract period over which supply of goods using developed tools will be made available to the customer. The contract period is generally 3-5 years, so tooling income is recognised accordingly. The deferred portion of such income is recognised as deferred income in standalone financial statements.

(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.

I) 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 Rs') 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 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) **Share based payments**
Share-based compensation benefits are provided to employees via plans of Tenneco LLC, Restricted Stock Units.

Restricted Stock Units (RSUs)
The fair value of RSUs is recognised as an employee benefit expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the RSUs vested.
The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the Company revises its estimates of the number of RSUs that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

(v) **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).

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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.

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) 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 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

Recoverability of advances/receivables - At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

Useful lives of depreciable/amortisable assets – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, customer relationships, IT equipment and other plant and equipment.

Defined benefit obligation (DBO) – Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

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t) **Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in Statement of Profit and Loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment and amortised over the period of the facility to which it relates.

Borrowings are derecognised from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in Statement of Profit and Loss as other gains/(losses).

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

u) **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.

v) **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.

w) **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 Private Limited assess the financial performance and position of the Company and make strategic decisions. The directors who have been identified as being the Chief Operating Decision Maker consist of Vice President & General Manager India and Finance Director. Refer Note 32 for segment information presented.

x) **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.

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(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, 2023	751.60	3,642.03	99.98	36.71	1.43	4,531.75
Additions	4.19	358.68	37.74	5.57	0.86	407.04
Disposals/adjustments	-	(2.79)	-	-	-	(2.79)
Closing carrying amount as on March 31, 2024	**755.79**	**3,997.92**	**137.72**	**42.28**	**2.29**	**4,936.00**
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**
Accumulated depreciation						
Opening accumulated depreciation as on April 01, 2023	172.62	1,561.17	63.39	24.49	1.36	1,823.03
Depreciation charge for the year	25.21	437.87	13.58	3.14	0.03	479.83
Disposals	-	(2.55)	-	-	-	(2.55)
Closing accumulated depreciation as on March 31, 2024	**197.83**	**1,996.49**	**76.97**	**27.63**	**1.39**	**2,300.31**
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**
Net carrying amount as on March 31, 2024	557.96	2,001.43	60.75	14.65	0.90	2,635.69
Net carrying amount as on March 31, 2025	566.69	1,800.24	82.21	27.03	0.80	2,476.97

Capital Work in Progress (CWIP)

Particulars	Amount
Balance as at 01 April 2023	55.60
Additions during the year	485.73
Capitalised during the year	(407.03)
Balance as at 31 March 2024	134.30
Additions during the period	197.20
Capitalised during the period	(301.83)
Balance as at 31 March 2025	29.67

Capital Work in Progress (CWIP) Ageing Schedule
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	-	-	-	-	-

As at March 31, 2024

CWIP	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	132.70	-	1.60	-	134.30
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.

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TENNECO CLEAN AIR INDIA LIMITED (formerly known as Tenneco Clean Air India Private Limited)
Corporate Identification No. : U29308TN2018FTC126510
Notes to the standalone financial statements for the year ended March 31, 2025
(All amounts in INR Millions, unless otherwise stated)

3(b). Intangible assets

Description	Computer Software
Gross carrying amount	
Opening gross carrying amount as on April 01, 2023	76.40
Additions	-
Disposals/Adjustments	-
Closing gross carrying amount as on March 31, 2024	**76.40**
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**
Accumulated amortisation	
Opening accumulated amortisation as on April 01, 2023	66.97
Amortisation charge for the year	2.70
Disposals	-
Closing accumulated amortisation as on March 31, 2024	**69.67**
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**
Net carrying amount as on March 31, 2024	**6.73**
Net carrying amount as on March 31, 2025	**5.57**

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.

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(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, 2023	14.81	137.00	134.41	286.22
Additions	3.75	-	1.01	4.76
Adjustment	-	-	(2.25)	(2.25)
Disposals	-	-	-	-
Closing Gross carrying value as at March 31, 2024	18.56	137.00	133.17	288.73
As at April 01, 2024	18.56	137.00	133.17	288.73
Additions	6.50	-	88.66	95.16
Adjustment	-	-	-	-
Disposals	(3.71)	-	(49.20)	(52.91)
Closing Gross carrying value as at March 31, 2025	21.35	137.00	172.63	330.98
Accumulated depreciation				
As at April 01, 2023	5.39	17.00	22.89	45.28
Depreciation charge for the year	4.50	1.43	21.43	27.36
Adjustment	-	-	(0.03)	(0.03)
Disposals	-	-	-	-
Closing accumulated depreciation as at March 31, 2024	9.89	18.43	44.29	72.61
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
Adjustment	-	-	-	-
Disposals	(3.52)	-	(39.56)	(43.08)
Closing accumulated depreciation as at March 31, 2025	11.30	19.86	29.92	61.08
Net carrying value				
As at March 31, 2024	8.67	118.57	88.88	216.12
As at March 31, 2025	10.05	117.14	142.71	269.90

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, 2025

Particulars	As at 31 March 2025	As at 31 March 2024
Non-current lease liabilities	131.75	84.55
Current lease liabilities	29.01	23.79
Total	160.76	108.34

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.

The following is the movement in lease liabilities:

Particulars	Amount
As at April 01, 2023	122.88
Additions	3.80
Finance cost accrued during the year	9.35
Adjustment	(2.27)
Deletions	-
Payment of lease liabilities	(25.42)
Balance as at March 31, 2024	108.34
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

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(All amounts in INR Millions, unless otherwise stated)

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, 2025	As at March 31, 2024
Less than one year	40.72	31.52
One to five years	150.40	101.94
More than five years	3.88	-
	195.00	133.46

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, 2025	Year ended March 31, 2024
Depreciation expense of right-of-use assets	31.55	27.36
Interest expense on lease liabilities	9.26	9.35
Expense relating to short-term leases (included in other expenses)	2.87	6.92
Total	43.68	43.63

(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, 2025 was ₹37.33 Millions (March 31, 2024 - ₹ 25.40 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.

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TENNECO CLEAN AIR INDIA LIMITED (formerly known as Tenneco Clean Air India Private Limited)
Corporate Identification No. : U29308TN2018FTC126510
Notes to the standalone financial statements for the year ended March 31, 2025
(All amounts in INR Millions, unless otherwise stated)

5 Financial Assets
5(a) Investments
Non-Current

	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Unquoted Investments (Fully paid)				
Invetsments in Equity Instruments				
Tenneco Automotive India Private Limited (Face value of Rs.10 each fully paid)	1,00,000	45,480.61	-	-
Federal-Mogul Sealings India Limited (Face value of Rs.10 each fully paid)	74,91,712	1,153.20	-	-
Federal-Mogul Ignition Products India Limited (Face value of Rs.10 each fully paid)	4,27,89,029	4,182.20	-	-
Federal-Mogul Bearings India Limited (Face value of Rs.10 each fully paid)	87,21,086	3,925.54	-	-
	5,91,01,827	54,741.55	-	-

5(b) Other Financial assets
Unsecured, considered good (measured at amortised cost)
Non-Current

	As at March 31, 2025	As at 31 March 2024
Security deposits	32.12	23.11
Deposits held as margin money with original maturity of more than 12 months (including accrued interest)	6.44	2.23
	38.56	25.34

Current

	As at March 31, 2025	As at 31 March 2024
Unsecured, considered good		
Deposits held as margin money with original maturity of more than 12 months	1.64	5.00
Interest accrued on bank deposits	8.71	0.69
Interest accrued on inter-corporate deposits and other deposits	1.02	2.93
Receivable from Related Party	73.81	-
Unbilled revenue	239.53	122.44
	324.71	131.06

5(c) Trade receivables

	As at March 31, 2025	As at 31 March 2024
Trade receivables from external parties	2,147.29	2,513.96
Trade receivables from related parties [Refer Note 26(c)]	487.93	102.65
Less: Allowance for expected credit loss	(3.87)	(10.06)
Total receivables	2,631.35	2,606.55
Break-up of security details:		
Unsecured, considered good	2,631.35	2,606.55
Unsecured, credit impaired	3.87	10.06
Total	2,635.22	2,616.61
Less: Allowance for expected credit loss	(3.87)	(10.06)
Total Trade receivables	2,631.35	2,606.55

Trade Receivables Ageing (on the basis of due date of payment):
As at March 31, 2025

Particulars	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	2,631.35	-	-	-	-	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	2,631.35	-	2.42	1.32	0.13	2,635.22
Less: Expected credit loss allowance						3.87
						2,631.35

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(All amounts in INR Millions, unless otherwise stated)

As at March 31, 2024

Particulars	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	2,586.81	7.41	7.01	-	5.32	2,606.55
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	7.16	1.26	1.64	10.06
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Total	2,586.81	7.41	14.17	1.26	6.96	2,616.61
Less: Expected credit loss allowance						10.06
						2,606.55

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.

5(d) Cash and cash equivalents

	As at March 31, 2025	As at 31 March 2024
Balances with scheduled banks		
- in current accounts	259.25	335.56
Deposits with original maturity less than 3 months	1,510.67	104.44
	1,769.92	440.00

5(e) Bank balances other than 5(d) above

	As at March 31, 2025	As at 31 March 2024
Deposit held as margin money with original maturity less than 12 months	1.55	0.22
Deposits with original maturity more than 3 months but less than 12 months	-	1.46
	1.55	1.68

5(f) Loans

Non-Current	As at March 31, 2025	As at 31 March 2024
Loan to employees	0.31	0.58
	0.31	0.58

Current	As at March 31, 2025	As at 31 March 2024
Loans to Related Party (considered good - secured)*	305.00	155.00
Loan to employees	1.06	1.06
	306.06	156.06

*Note - The Company has provided its subsidiary with short term loan at rate comparable to the average commercial rate of interest. Short term loan 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 loan are classified at amortised cost.

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(All amounts in INR Millions, unless otherwise stated)

6. Deferred tax assets (Net)

	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
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**	**97.96**

	Opening as at April 01, 2023	Recognised in Statement of Profit and Loss	Recognised in OCI	Closing balance as at March 31, 2024
Deferred tax assets				
Provision for employee benefits	33.77	4.92	5.96	44.65
Provision for doubtful advances and expected credit loss	2.85	(0.31)	-	2.54
Provision for Inventory obsolete stock	36.05	(2.30)	-	33.75
Demerger expenses	3.65	(3.65)	-	-
Others	16.55	38.10	-	54.65
	92.87	**36.76**	**5.96**	**135.59**
Deferred tax liabilities				
Property, plant and equipment and Intangible assets on account of difference in Written Down Value (WDV)	57.12	2.68	-	59.80
	57.12	**2.68**	**-**	**59.80**
Net Deferred tax assets	**35.75**	**34.08**	**5.96**	**75.79**

Note:
Deferred tax assets and deferred tax liabilities have been offset as they are governed by the same taxation laws.

7. Current Tax Assets (Net)

	As at March 31, 2025	As at March 31, 2024
Current Tax Asset (net of provision for tax)	8.24	8.24
	8.24	**8.24**

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(All amounts in INR Millions, unless otherwise stated)

8. Other Non current Assets

	As at March 31, 2025	As at March 31, 2024
Capital advances (Unsecured, considered good)		
-Considered good	1.54	13.72
-Considered doubtful	-	-
	1.54	13.72
Less: Provision for doubtful advances	-	-
	1.54	13.72
Prepaid Expenses	0.62	1.29
	2.16	15.01

9. Inventories (Valued at lower of cost and net realisable value)

	As at March 31, 2025	As at March 31, 2024
Raw materials and components (includes stock in transit of Rs.256.52 Millions (March 31, 2024:Rs.840.40 Millions))	781.53	1,401.75
Work-in-progress	84.34	122.25
Finished goods (includes stock in transit of Rs.6.53 Millions (March 31, 2024 : Rs. 22.79 Millions))	72.09	120.13
Stores and spares	5.08	0.59
	943.04	1,644.72

The cost of inventories recognised as an expense includes Rs.3.97 Millions (Previous year Rs.5.19 Millions) in respect of write-downs of inventory to net realisable value. The same has been included in Note No.18 and 19.

10. Other current assets

	As at March 31, 2025	As at March 31, 2024
Balances with government authorities		
-Considered good	15.93	157.32
-Considered doubtful	14.06	11.42
	29.99	168.74
Less: Provision for doubtful advances	(14.06)	(11.42)
	15.93	157.32
Prepaid expenses	14.61	18.15
Advance to employees		
-Considered good	2.00	1.75
Advance to suppliers		
-Considered good	239.82	589.26
-Considered doubtful	4.30	18.64
	244.12	607.90
Less: Provision for doubtful advances	(4.30)	(18.64)
	239.82	589.26
	272.36	766.48

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(All amounts in INR Millions, unless otherwise stated)

11. Share Capital and Other Equity

(a) Share Capital

Particulars	As at March 31, 2025	As at March 31, 2024
Authorised equity share capital		
780,050,000 (as on March 31, 2024: 780,050,000) equity shares of Rs. 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, 2024: 21,40,88,829) equity shares of Rs. 10 each	4,036.04	2,140.89
	4,036.04	**2,140.89**

(i) Movements in issued, subscribed and fully paid up equity share capital

	Number of shares	Equity Share Capital (Par value)
As at April 01, 2023	31,34,06,120	3,134.06
Movement during the year (refer note (iv)(b) below)	(9,93,17,291)	(993.17)
As at March 31, 2024	**21,40,88,829**	**2,140.89**
Movement during the year	18,95,15,480	1,895.15
As at March 31, 2025	**40,36,04,309**	**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.

(ii) Shares held by the holding company and subsidiaries of holding company

Name of the shareholder	As at March 31, 2025		As at March 31, 2024	
	Number of shares	% holding	Number of shares	% holding
Equity Shares of Rs.10/- fully paid:				
Tenneco Mauritius Holdings Limited, Mauritius	34,48,08,654	85.43%	19,86,84,964	92.80%
Tenneco Mauritius Limited, Mauritius	2,67,34,261	6.62%	1,54,03,865	7.20%
Federal-Mogul Pty Ltd	1,44,78,794	3.59%	-	-
Federal-Mogul Investment B V	1,06,07,654	2.63%	-	-
Tenneco LLC, USA (formerly known as Tenneco Inc. upto April 29, 2025)	69,74,946	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, 2025		As at March 31, 2024	
	Number of shares	% holding	Number of shares	% holding
Equity shares of INR 10 each fully paid				
Tenneco Mauritius Holdings Limited, Mauritius	34,48,08,654	85.43%	19,86,84,964	92.80%
Tenneco Mauritius Limited, Mauritius	2,67,34,261	6.62%	1,54,03,865	7.20%

* As per records of the Company, including register of shareholders / members and other declarations received from shareholders regarding beneficial interests, the above shareholding represents both legal and beneficial owners of shares.

(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 Rs. 7,777.13 Millions divided into 777,713,120 equity shares of Rs. 10/- each to Rs. 3,134.06 Millions divided into 313,406,120 equity shares of Rs. 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 Rs. 3,134.06 Millions divided into 31,34,06,120 equity shares of Rs. 10/- each to Rs. 2,140.89 Millions divided into 21,40,88,829 equity shares of Rs. 10/- each (refer note 40(b))

(v) Disclosure of shareholding of Promotors*

Promotor Name	As at March 31, 2025		As at March 31, 2024		
	No of Shares	% of Total Shares	No of Shares	% of Total Shares	% change during the year
Tenneco Mauritius Holdings Limited, Mauritius	34,48,08,654	85.43%	19,86,84,964	92.80%	-7.37%
Tenneco Mauritius Limited, Mauritius	2,67,34,261	6.62%	1,54,03,865	7.20%	-0.57%

Promotor Name	As at March 31, 2024		As at 31 March 2023		
	No of Shares	% of Total Shares	No of Shares	% of Total Shares	% change during the year
Tenneco Mauritius Holdings Limited, Mauritius	19,86,84,964	92.80%	29,08,51,410	92.80%	0%
Tenneco Mauritius Limited, Mauritius	1,54,03,865	7.20%	2,25,54,710	7.20%	0%

*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.

(All amounts in INR Millions, unless otherwise stated)

(b) Reserves and Surplus

	As at March 31, 2025	As at March 31, 2024
Capital Reserve	-	-
Deemed Equity Contribution from Parent Company	21.79	21.79
Securities Premium	52,842.66	-
Retained Earnings	1,836.20	1,187.16
Total Reserves and Surplus	**54,700.65**	**1,208.95**

(i) Capital reserve

	March 31, 2025	March 31, 2024
Balance as at the beginning of the year	-	(342.17)
Add: movement during the year	-	-
Add: Utilisation for capital reduction	-	342.17
Balance as at the end of the year	-	-

(ii) Deemed Equity Contribution from Parent Company:

	March 31, 2025	March 31, 2024
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**

(iii) Security Premium:

	March 31, 2025	March 31, 2024
Balance as at the beginning of the year	-	-
Add: On issue of shares during the year	52,842.66	-
Balance as at the end of the year	**52,842.66**	-

(iv) Retained earnings:

	March 31, 2025	March 31, 2024
Balance as at the beginning of the year	1,187.16	1,574.50
Add: Profit for the year	3,053.47	2,417.30
Less: Utilisation for capital reduction	-	(198.63)
Less: Dividend paid including taxes thereon	(2,404.43)	(2,606.01)
Balance as at the end of the year	**1,836.20**	**1,187.16**

Nature and purpose of other reserves

(i) 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 40 in relation to the approval of the capital reduction scheme and its consequent impact on the capital reserve.

(ii) 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.

(iii) 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.

(iv) 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.

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(All amounts in INR Millions, unless otherwise stated)

12. Financial Liabilities

12 (a) Trade Payables

	As at March 31, 2025	As at March 31, 2024
Dues of micro enterprises and small enterprises (Refer Note 35)	299.02	400.37
Dues of creditors other than micro enterprises and small enterprises	3,459.95	3,532.89
Dues of related parties [Refer Note 26(c)]	54.10	350.53
	3,813.07	4,283.79

Trade Payables Ageing:

As at March 31, 2025

Particulars	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	297.38	1.22	0.04	0.38	**299.02**
(ii) Others	3,503.63	6.48	-	3.94	**3,514.05**
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	3,801.01	7.70	0.04	4.32	3,813.07

As at March 31, 2024

Particulars	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	397.80	0.67	1.26	0.64	**400.37**
(ii) Others	3,870.80	3.49	3.79	4.09	**3,882.16**
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	1.26	-	-	-	1.26
Total	4,269.86	4.16	5.04	4.73	4,283.79

12 (b) Lease Liabilities

	As at March 31, 2025	As at March 31, 2024
Non-current	131.75	84.55
Current	29.01	23.79
	160.76	108.34

12 (c) Other financial liabilities

	As at March 31, 2025	As at March 31, 2024
At amortised Cost		
Capital creditors	11.07	17.27
	11.07	17.27

13. Other current liabilities:

	As at March 31, 2025	As at March 31, 2024
Statutory dues	223.89	130.90
Advance from customers	327.67	168.33
Payable to Related Parties (Refer Note 26(c))	12.19	-
Unearned revenue	285.90	291.01
Deferred income	-	90.73
Security deposit received	1.45	1.55
	851.10	682.52

14. Provisions

	As at March 31, 2025		As at 31 March 2024	
	Non Current	Current	Non Current	Current
Provision for employee benefits (refer note 33)				
Gratuity	119.30	-	92.31	-
Compensated absences	74.01	28.18	52.84	13.51
Provision for Warranty	-	25.83	-	30.51
	193.31	54.01	145.15	44.02

15. Current Tax Liabilities

	As at March 31, 2025	As at March 31, 2024
Current tax Liabilities (net of advance tax)	99.86	233.42
	99.86	233.42

(All amounts in INR Millions, unless otherwise stated)

16. Revenue from operations*

	Year ended March 31, 2025	Year ended March 31, 2024
Sale of products		
Manufactured goods	21,627.40	30,143.13
Tooling income	136.16	118.52
Sale of services		
Design and development services	216.55	212.25
Business Support Services	341.95	56.35
	22,322.06	30,530.25
Other operating revenue		
Scrap sales	35.78	33.70
Export incentives	9.71	2.72
	45.49	36.42
Total revenue from operations	22,367.55	30,566.67

*Refer note 34 for revenue related disclosures.

17. Other income

	Year ended March 31, 2025	Year ended March 31, 2024
Interest Income		
- on bank deposits	47.60	92.39
- on Inter-Corporate Deposit	12.30	14.86
- on Income Tax Refund	-	10.18
- on measuring Financial Assets at Amortised Cost	1.15	0.66
- on other deposits	1.48	0.75
Liabilities no longer required written back	2.68	18.49
Gain on termination of lease	2.41	-
Gain on sale/disposal of property, plant and equipment	0.44	0.03
Miscellaneous income	5.40	0.87
	73.46	139.23

18. Cost of materials consumed

	Year ended March 31, 2025	Year ended March 31, 2024
Raw materials at the beginning of the year	1,401.75	1,776.03
Add : Purchases (net)	13,852.98	22,259.39
Less: Raw material at the end of the year	(781.53)	(1,401.75)
Total Cost of raw materials consumed	14,473.20	22,633.67

19. Change in inventories of finished goods and work-in progress

	Year ended March 31, 2025	Year ended March 31, 2024
Opening Stock		
Work in progress	122.25	131.45
Finished goods	120.13	144.92
Total (A)	242.38	276.37
Closing Stock		
Work in progress	84.34	122.25
Finished goods	72.09	120.13
Total (B)	156.43	242.38
(Increase)/ decrease in stocks (A-B)	85.95	33.99

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(All amounts in INR Millions, unless otherwise stated)

20. Employee benefits expense

	Year ended March 31, 2025	Year ended March 31, 2024
Salaries, wages and bonus	1,005.78	657.15
Contribution to provident and other funds [Refer Note (a) below]	59.32	48.44
Workmen and staff welfare expenses	119.39	147.11
	1,184.49	**852.70**

(a) Defined Contribution Plans

Amount recognised in the Statement of Profit and Loss :		
(i) Gratuity and Provident fund	58.70	46.95
(ii) Employee state insurance	0.62	1.49
	59.32	**48.44**

21. Finance costs

	Year ended March 31, 2025	Year ended March 31, 2024
Interest		
- to banks	123.44	148.25
- on delayed payment of taxes	6.94	31.59
- on lease liability	9.26	9.35
- to micro and small enterprises	7.58	16.53
	147.22	**205.72**

22. Depreciation and amortisation expense

	Year ended March 31, 2025	Year ended March 31, 2024
Depreciation on property, plant and equipment (Refer Note 3(a))	459.40	479.83
Amortisation on intangible assets (Refer Note 3(b))	1.54	2.70
Depreciation on right of use asset (Refer Note 4)	31.55	27.36
Total depreciation and amortisation expense	**492.49**	**509.89**

23. Other expenses

	Year ended March 31, 2025	Year ended March 31, 2024
Rent (Refer Note 4)	2.67	6.92
Rates and taxes	30.91	12.51
Power and fuel	107.29	116.57
Travelling expenses	89.14	40.24
Insurance	28.25	21.31
Stores and spares consumed	144.59	146.30
Packing Materials consumed	146.46	143.72
Communication expenses	6.06	5.88
Professional and consultancy charges	56.72	58.75
Payment to auditors (Refer details (a) below)	4.93	4.40
Carriage outwards	95.33	148.10
Bad debts written off	12.77	-
Provision for expected credit loss	(6.19)	(1.25)
Provision for doubtful advances	(14.34)	(4.33)
Provision for doubtful balances with government authorities	2.65	2.53
Corporate social responsibility expenses (refer note (b) below)	47.93	30.48
Research and development expenses (refer note 26)	23.74	62.51
Management support charges (refer note 26)	78.21	156.41
Royalty expense (refer note 26)	537.29	1,566.28
Contract wages	334.88	395.02
Repairs and maintenance:		
- Buildings	7.21	5.32
- Plant and machinery	95.36	115.60
- Others	37.49	30.27
Provision for Warranty Expenses	(4.67)	(8.34)
Foreign exchange fluctuation (net)	16.35	46.35
Miscellaneous expenses	63.00	52.45
	1,943.23	**3,148.00**

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TENNECO CLEAN AIR INDIA LIMITED (formerly known as Tenneco Clean Air India Private Limited)
Corporate Identification No. : U29308TN2018FTC126510
Notes to the standalone financial statements for the year ended March 31, 2025
(All amounts in INR Millions, unless otherwise stated)

(a) Payment to auditors

	Year ended March 31, 2025	Year ended March 31, 2024
As auditor:		
-Audit fee	3.63	3.17
-Tax audit fee	0.60	0.55
-Group reporting fee	0.70	0.68
	4.93	**4.40**

*Note: The above fee of March 31, 2025 excludes the provision made towards Initial Public Offer related expenses amounting to Rs. 5 million which will be recoverable from selling shareholders.

(b) Expenditure towards Corporate Social Responsibility

	Year ended March 31, 2025	Year ended March 31, 2024
a) Gross amount required to be spent by the Company as per Section 135 of Companies Act, 2013 during the year	47.93	30.48

b) Amount spent during the year

Particulars	Year ended 31 March 2025		
	In cash	Yet to be paid in	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above*	47.93	-	47.93
	47.93	-	47.93

Nature of CSR Activity
*The CSR activity focus areas are education, employment, employability and other key allied social initiatives.

Particulars	Year ended 31 March 2024		
	In cash	Yet to be paid in	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above*	30.48	-	30.48
	30.48	-	30.48

24. Income tax expense

	Year ended March 31, 2025	Year ended March 31, 2024
Current tax		
- Current tax expenses	1,078.11	895.60
- Tax related to earlier years	(4.81)	24.37
Total Current tax	**1,073.30**	**919.97**
Deferred tax charge/(credit)	(19.69)	(34.08)
Income tax expense reported in the Statement of Profit and Loss	**1,053.61**	**885.89**

Income Tax relating to Other Comprehensive Income

	Year ended March 31, 2025	Year ended March 31, 2024
Remeasurement gain / (loss) of defined benefit obligations	2.48	5.96
Income tax expense charged to Other Comprehensive Income	**2.48**	**5.96**

(b) Reconciliation of tax expense and the accounting profit multiplied by tax rate

	Year ended March 31, 2025	Year ended March 31, 2024
Accounting profit before income tax	4,114.43	3,320.93
India's statutory income tax rate	25.17%	25.17%
Computed Tax Expense	1,035.52	835.83
Tax effect on permanent non deductible expenses:		
Current tax relating to prior years	(4.81)	24.37
Effect of expenses/provision not deductible in determining taxable profit	20.92	19.73
Income tax expense reported in the Statement of Profit and Loss	1,051.13	879.93
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: During the previous year, the Company elected to exercise the option permitted under section 115BAA of the income tax act 1961 as introduced by the Taxation laws (amendment) ordinance, 2019.

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(All amounts in INR Millions, unless otherwise stated)

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-

Particulars	**Year ended March 31, 2025**	**Year ended March 31, 2024**
Profit for the year as per Statement of Profit and Loss	3,060.82	2,435.04
No of equity shares outstanding at the beginning of the year	21,40,88,829	31,34,06,120
Less: Shares increase/(reduced) during the year (refer note 40)	18,95,15,480	(9,93,17,291)
No of equity shares outstanding at the end of the year	40,36,04,309	21,40,88,829
Weighted average number of equity shares for the purpose of basic and diluted EPS	**21,72,04,152**	**27,84,00,845**
Face value of per equity share (Rs.)	10	10
Basic and Diluted Earnings per share (Rs.)	14.09	8.75

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
Tenneco (Suzhou) Co. Ltd., China
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 Sealing Systems GmbH
Federal-Mogul Powertrain LLC, USA
Federal-Mogul Holding Ltd, Mauritius
Tenneco Automotive Portugal – Componentes para Automóvel Unipessoal, Lda., Portugal

(iv) **Key Management Personnel**

Gangasagar Neminath Homade, 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)
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)
Mahender Chhabra, Chief Financial Officer (w.e.f. June 05, 2025)

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(All amounts in INR Millions, unless otherwise stated)

26 Related Party Disclosures (contd...)

(b) Transactions with the related parties in the ordinary course of business:

Nature of transaction	Nature of related party relationship	Year ended March 31, 2025	Year ended March 31, 2024
(i) Sale of goods			
Tenneco Japan Ltd., Japan	Fellow subsidiary	16.57	46.80
Tenneco Sistemas Automotivos Ltda, Brazil	Fellow subsidiary	271.18	140.57
Tenneco Zwickau GmbH, Germany	Fellow subsidiary	22.81	0.01
Tenneco Automotive Operating Company LLC, USA (formerly Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	49.14	-
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	0.21	-
Total		360.42	187.38
(ii) Sale of services			
Tenneco (Suzhou) Emission System Co. Ltd., China	Fellow subsidiary	13.95	20.30
Tenneco Automotive Operating Company LLC, USA (formerly Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	68.94	19.67
Tenneco Sistemas Automotivos Ltda, Brazil	Fellow subsidiary	5.18	0.58
Tenneco GmbH, Germany	Fellow subsidiary	10.31	8.63
Shanghai Tenneco Exhaust System Co. Limited, China	Fellow subsidiary	6.58	7.17
Federal Mogul Goetze India Limited, India	Fellow subsidiary	10.66	-
Federal Mogul Motorparts LLC USA	Fellow subsidiary	5.41	-
Federal-Mogul Powertrain LLC, USA	Fellow subsidiary	219.45	-
Tenneco Japan Ltd., Japan	Fellow subsidiary	1.48	-
Federal-Mogul Sealing Systems GmbH	Fellow subsidiary	-	0.00
Total		341.96	56.35
(iii) Purchase of goods			
Federal-Mogul Sealings India Limited, India	Subsidiary	-	0.18
Tenneco Automotive Operating Company LLC, USA (formerly Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	2.88	0.89
Tenneco Japan Ltd., Japan	Fellow subsidiary	-	0.42
Tenneco Automotive Polska Sp. zoo, Poland	Fellow subsidiary	31.79	28.83
Tenneco Sistemas Automotivos Ltda, Brazil	Fellow subsidiary	-	13.50
Tenneco (Suzhou) Emission System Co. Ltd., China	Fellow subsidiary	15.52	13.90
Tenneco GmbH, Germany	Fellow subsidiary	0.17	-
Tenneco Silesia SP ZOO, Poland	Fellow subsidiary	22.97	38.13
Total		73.33	95.85
(iv) Purchase of services			
Tenneco Automotive Operating Company LLC, USA (formerly Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	0.11	4.71
Tenneco Automotive Polska Sp. zoo, Poland	Fellow subsidiary	2.92	4.27
Tenneco GmbH, Germany	Fellow subsidiary	10.75	20.20
Shanghai Tenneco Exhaust System Co. Limited, China	Fellow subsidiary	3.41	1.69
Tenneco Automotive Europe BV, Belgium	Fellow subsidiary	0.24	-
Tenneco Silesia SP ZOO, Poland	Fellow subsidiary	0.96	-
Tenneco Japan Ltd., Japan	Fellow subsidiary	-	1.37
Federal Mogul Goetze India Limited, India	Fellow subsidiary	4.50	-
Total		22.89	32.24
(v) Royalty Expenses			
Tenneco Automotive Operating Company LLC, USA (formerly Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	537.29	1,465.22
Tenneco GmbH, Germany	Fellow subsidiary	-	101.06
		537.29	1,566.28
(vi) Management support charges			
Tenneco Automotive Operating Company LLC, USA (formerly Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	78.21	156.41
		78.21	156.41
(vii) Re-imbursement of expenses paid			
Tenneco Automotive India Private Limited, India	Subsidiary	0.69	-
Tenneco Automotive Operating Company LLC, USA (formerly Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	17.04	9.76
Tenneco Automotive Polska Sp. zoo, Poland	Fellow subsidiary	0.52	0.31
Federal Mogul Goetze India Limited, India	Fellow subsidiary	2.40	2.40
Tenneco Silesia SP ZOO, Poland	Fellow subsidiary	-	0.36
Total		20.65	12.83

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(All amounts in INR Millions, unless otherwise stated)

26 Related Party Disclosures (contd...)

(b) Transactions with the related parties in the ordinary course of business:

Nature of transaction	Nature of related party relationship	Year ended March 31, 2025	Year ended March 31, 2024
(viii) Re-imbursement of expenses received			
Tenneco Automotive India Private Limited, India	Subsidiary	0.24	0.28
Tenneco Automotive Operating Company LLC, USA (formerly Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	-	7.87
Federal Mogul Motorparts LLC USA	Fellow subsidiary	-	0.45
Federal-Mogul Powertrain LLC, USA	Fellow subsidiary	0.80	51.89
Tenneco GmbH, Germany	Fellow subsidiary	-	0.62
Tenneco Japan Ltd., Japan	Fellow subsidiary	-	3.64
Tenneco Silesia SP ZOO, Poland	Fellow subsidiary	0.00	0.29
Federal-Mogul Holding Ltd, Mauritius	Fellow subsidiary	-	0.32
Federal Mogul Goetze India Limited, India	Fellow subsidiary	0.49	9.62
Tenneco Automotive Europe BV, Belgium	Fellow subsidiary	0.61	-
Total		2.14	74.98
(ix) Inter company deposit given			
Federal-Mogul Sealings India Limited, India	Subsidiary	185.00	-
Total		185.00	-
(x) Interest Received on inter company deposit given			
Federal-Mogul Sealings India Limited, India	Subsidiary	12.30	14.86
Total		12.30	14.86
(xi) Inter company deposit repayment			
Federal-Mogul Sealings India Limited, India	Subsidiary	35.00	15.00
Total		35.00	15.00
(xii) Purchase of capital goods			
Tenneco GmbH, Germany	Fellow subsidiary	-	1.21
Tenneco Walker U.K. Ltd, United Kingdom	Fellow subsidiary	-	1.53
Tenneco Automotive Portugal – Componentes para Automóvel Unipessoal, Lda., Portugal	Fellow subsidiary	-	2.24
Tenneco Emission Control (PTY) Ltd., South Africa	Fellow subsidiary	-	2.69
Total		-	7.67
(xiii) Purchase of goods (Repairs and maintenance)			
Tenneco GmbH, Germany	Fellow subsidiary	-	0.71
Total		-	0.71
(xiv) Dividend Paid			
Tenneco Mauritius Holdings Limited, Mauritius	Immediate Parent Company	2,231.43	2,418.47
Tenneco Mauritius Limited, Mauritius	Fellow subsidiary	173.00	187.54
Total		2,404.43	2,606.01

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(All amounts in INR Millions, unless otherwise stated)

26 Related Party Disclosures (contd...)

(c) Balances with related parties as at the year end March 31, 2025:

Nature of outstanding	Nature of related party relationship	As at March 31, 2025	As at March 31, 2024
(i) Trade Payable			
Tenneco Automotive Operating Company LLC, USA (formerly Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	-	320.45
Tenneco GmbH, Germany	Fellow subsidiary	0.20	4.70
Tenneco Japan Ltd., Japan	Fellow subsidiary	-	0.05
Tenneco Automotive Polska Sp. zoo, Poland	Fellow subsidiary	4.00	11.10
Tenneco Emission Control (PTY) Ltd., South Africa	Fellow subsidiary	-	2.69
Tenneco Silesia SP ZOO, Poland	Fellow subsidiary	2.61	7.94
Federal Mogul Goetze India Limited, India	Fellow subsidiary	1.82	0.46
Tenneco (Suzhou) Emission System Co. Ltd., China	Fellow subsidiary	-	3.14
Tenneco Mauritius Holding Limited, Mauritius	Immediate Parent Company	42.20	-
Tenneco Mauritius Limited, Mauritius	Fellow subsidiary	3.27	-
Total		54.10	350.53
ii) Advance paid			
Tenneco Automotive India Private Limited, India	Subsidiary	-	0.01
Tenneco Automotive Operating Company LLC, USA (formerly Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	41.01	-
Shanghai Tenneco Exhaust System Co., China	Fellow subsidiary	0.11	0.11
Tenneco GmbH, Germany	Fellow subsidiary	-	0.43
		41.12	0.55
(iii) Trade receivables			
Tenneco Automotive Operating Company LLC, USA (formerly Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	90.02	8.91
Tenneco (Suzhou) Emission System Co. Limited, China	Fellow subsidiary	13.92	34.09
Tenneco GmbH, Germany	Fellow subsidiary	1.55	1.57
Tenneco Japan Ltd., Japan	Fellow subsidiary	17.95	2.24
Tenneco Sistemas Automotivos Ltda, Brazil	Fellow subsidiary	127.36	33.67
Federal Mogul Motorparts LLC USA	Fellow subsidiary	-	0.45
Shanghai Tenneco Exhaust System Co., China	Fellow subsidiary	8.24	16.83
Tenneco Automotive India Private Limited, India	Fellow Subsidiary	-	0.31
Federal-Mogul Sealing Systems GmbH	Fellow subsidiary	-	0.00
Federal-Mogul Holdings, Ltd.	Fellow subsidiary	-	0.00
Federal Mogul Goetze India Limited, India	Fellow subsidiary	5.41	0.88
Federal-Mogul Powertrain LLC, USA	Fellow subsidiary	208.46	3.70
Tenneco Zwickau GmbH, Germany	Fellow subsidiary	15.02	-
Total		487.93	102.65
(iv) Advances received			
Tenneco LLC (formerly known as Tenneco Inc. upto April 29, 2025)	Controlling Party	2.24	-
Federal-Mogul Investment B V	Fellow subsidiary	1.13	-
Federal-Mogul Pty Limited	Fellow subsidiary	8.82	-
Tenneco Automotive Operating Company LLC, USA (formerly Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	-	0.10
Federal Mogul Motorparts LLC, USA	Fellow subsidiary	0.16	-
		12.35	0.10
(v) Inter corporate Loan given (Including interest accrued)			
Federal-Mogul Sealings India Limited, India	Subsidiary	305.00	157.22
Total		305.00	157.22

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(All amounts in INR Millions, unless otherwise stated)

26 Related Party Disclosures (contd...)

(d) Key Managerial Personnel ('KMP')*:

	Designation	Year ended March 31, 2025	Year ended March 31, 2024
Remuneration to KMP			
Gangasagar Neminath Hemade	Director	48.94	27.25
Rishi Verma	Managing Director	54.72	22.02
Nadella Phani Kishor Rao	Director	13.85	10.27
Digambar Jagannath Parkhi	Director	18.21	13.64
Priya Dekate	Company Secretary	0.62	0.54
		136.34	73.72

* 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) Related party transactions were made on terms equivalent to those that prevail in arm's length transactions.
(iii) There are no commitments in respect of related party transactions.
(iv) There are no provisions for doubtful debts related to the amount of outstanding balances.
(v) The amount of Rs.73.81 Millions incurred during the year ended March 31, 2025 towards Initial Public Offer related transaction cost which the company will recover from the selling shareholders to be decided in due course.

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TENNECO CLEAN AIR INDIA LIMITED (formerly known as Tenneco Clean Air India Private Limited)
Corporate Identification No. : U29308TN2018FTC126510
Notes to the standalone financial statements for the year ended March 31, 2025
(All amounts in INR Millions, unless otherwise stated)

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 is in the process to withdraw the APA application.

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 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, 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, 2025			As at March 31, 2024		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Loans	-	-	306.37	-	-	156.64
Trade receivables	-	-	2,631.35	-	-	2,606.55
Cash and cash equivalents	-	-	1,769.92	-	-	440.00
Other bank balances	-	-	1.55	-	-	1.68
Other financial assets	-	-	363.27	-	-	156.40
Investments	54,741.55	-	-	-	-	-
Total	**54,741.55**	-	**5,072.46**	-	-	**3,361.27**
Financial liabilities						
Trade payable	-	-	3,813.07	-	-	4,283.79
Lease Liabilities	-	-	160.76	-	-	108.34
Other financial liabilities (excluding interest accrued on borrowings)	-	-	11.07	-	-	17.27
Total	-	-	3,984.90	-	-	4,409.40

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.

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, 2025	As at March 31, 2024
A: Low	Cash and cash equivalents	1,769.92	440.00
	Other bank balances	1.55	1.68
	Other financial assets	363.27	156.40
	Trade receivables (gross of expected credit loss)	2,631.35	2,606.55
	Loan	306.37	156.64
B: High	Trade receivables	3.87	10.06

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.

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(All amounts in INR Millions, unless otherwise stated)

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.

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, 2025		As at March 31, 2024	
	>365 days	0 - 365 Days	>365 days	0 - 365 Days
Gross amount of trade receivables where no default (as defined above) has occurred	3.87	2,631.35	22.38	2,594.23
Expected loss rate (in %)	100%	0.00%	100%	-0.48%
Expected credit loss(loss allowance provision)	3.87	-	22.38	(12.33)

Reconciliation of loss provision – lifetime expected credit losses
Reconciliation of loss allowance

	Amount
Loss allowance on April 01, 2023	11.31
Impairment loss recognised/reversed during the year	-
Provision for expected credit loss (Net)	(1.25)
Loss allowance on March 31, 2024	10.06
Impairment loss reversed during the year	-
Provision for expected credit loss (Net)	(6.19)
Loss allowance as on March 31, 2025	3.87

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, 2025					
Trade payable	3,813.07	-	-	-	3,813.07
Lease liabilities	29.01	60.94	66.98	3.83	160.76
Other financial liabilities	11.07	-	-	-	11.07
Total	**3,853.15**	**60.94**	**66.98**	**3.83**	**3,984.90**
March 31, 2024					
Trade payable	4,283.79	-	-	-	4,283.79
Lease liabilities	23.79	34.85	28.52	21.18	108.34
Other financial liabilities	17.27	-	-	-	17.27
Total	4,324.85	34.85	28.52	21.18	4,409.40

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.

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(i) Foreign currency risk exposure:
The Company's exposure to foreign currency risk at the end of the reporting period expressed in Rs, are as follows

	Foreign currency	As at March 31, 2025	As at March 31, 2024
Financial liabilities			
	USD	0.85	5.69
Creditors	Equivalent in Rs. Millions	72.86	468.30
	EUR	2.80	19.03
	Equivalent in Rs. Millions	258.67	1,731.14
	GBP	0.01	0.03
	Equivalent in Rs. Millions	1.12	2.98
	CNY	1.62	0.20
	Equivalent in Rs. Millions	19.11	2.40
	ZAR	-	11.86
	Equivalent in Rs. Millions	-	2.89
Financial assets			
Debtors			
	USD	5.73	2.11
	Equivalent in Rs. Millions	489.76	173.30
	EUR	0.03	0.02
	Equivalent in Rs. Millions	2.58	1.88

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, 2025	As at March 31, 2024
(a) Trade payables		
USD sensitivity		
INR/USD- increase by 0.50%*	(0.36)	(2.34)
INR/USD- decrease by 0.50%*	0.36	2.34
EUR sensitivity		
INR/EUR- increase by 0.50%*	(1.29)	(8.66)
INR/EUR- decrease by 0.50%*	1.29	8.66
GBP sensitivity		
INR/GBP- increase by 0.50%*	(0.01)	(0.01)
INR/GBP- decrease by 0.50%*	0.01	0.01
CNY sensitivity		
INR/CNY- increase by 0.50%*	(0.10)	(0.01)
INR/CNY- decrease by 0.50%*	0.10	0.01
ZAR sensitivity		
INR/CNY- increase by 0.50%*	-	(0.01)
INR/CNY- decrease by 0.50%*	-	0.01
(b) Trade receivables		
USD sensitivity		
INR/USD- increase by 0.50%*	2.45	0.87
INR/USD- decrease by 0.50%*	(2.45)	(0.87)
EUR sensitivity		
INR/EUR- increase by 0.50%*	0.01	0.01
INR/EUR- decrease by 0.50%*	(0.01)	(0.01)

* *Holding all other variables constant*

b) Interest rate risk
i) Liabilities
The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing. As at 31 March 2025, 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.

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(All amounts in INR Millions, unless otherwise stated)

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, 2025	As at March 31, 2024
Total debt (including accrued interest)	-	-
Less: Cash and bank balances	1,769.92	440.00
Net debt	(1,769.92)	(440.00)
Total equity (as shown on the face of balance sheet)	58,736.69	3,349.84
Net debt to equity ratio (In %)	(3%)	(15%)

The Company has declared dividend in current year.

31. Commitments and Contingent liabilities

a) Contractual commitments

	As at March 31, 2025	As at March 31, 2024
Property, plant and equipment (net of advances paid)	20.81	56.05
	20.81	56.05

b) Contingent liabilities

	As at March 31, 2025	As at March 31, 2024
Stamp Duty on demerger (including penalty)	196.57	196.57
Income Tax matters**	94.90	65.11
Customs*	79.74	59.26
Central excise*	5.54	5.54
Goods and Service Tax	10.73	-
Others	2.82	-
	390.30	326.48

* 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 Company believes that none of these matters, either individually or in aggregate, are expected to have any material adverse effect on its standalone financial statements.

** Matters is pending before CIT(A) for FY 2019-20, 2020-21 and 2022-23.

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(All amounts in INR Millions, unless otherwise stated)

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 21.22% of revenue from operations (previous year 35.49%)
b) Customer 3 represented approximately 17.54% of revenue from operations (previous year 12.98%)
c) Customer 2 represented approximately 13.47% of revenue from operations (previous year 17.18%)
No other single customer represents 10% or more to the revenue of the Company for financial year ended March 31, 2025.

Geographical information in respect of revenue from customer is given below:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Within India	21,416.54	30,029.16
Outside India	951.01	537.51
	22,367.55	30,566.67

Carrying amount of segment debtors by geographical market (net of provision)

Particulars	As at March 31, 2025	As at March 31, 2024
Within India	2,139.01	2,430.87
Outside India	492.34	175.18
	2,631.35	2,606.55

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, 2025	Year ended March 31, 2024
Current service cost	12.46	11.30
Past service cost	-	-
Interest expense on defined benefit obligation	9.63	7.13
Interest income on plan assets	(3.05)	(3.14)
Expected Return on plan assets	-	-
Total amount recognised in the Statement of Profit and Loss	**19.04**	**15.29**

(ii) Remeasurement (gains) / loss recognised in other comprehensive income:

Description	Year ended March 31, 2025	Year ended March 31, 2024
Actuarial (gain) on obligations arising from changes in demographic adjustments	-	(15.96)
Actuarial (gain) on obligations arising from changes in experience adjustments	21.57	16.26
Actuarial (gain) on obligations arising from changes in financial assumptions	(12.09)	22.59
Remeasurements of the post employment defined benefit plans (gain)	**9.48**	**22.89**
Return on plan assets (greater)/ less than discount rate	0.35	0.81
Remeasurements of the post employment defined benefit plans (gain) recognised in OCI	**9.83**	**23.70**

(iii) Movement in the liability recognised in the balance sheet is as under:

Description	Year ended March 31, 2025	Year ended March 31, 2024
Present value of defined benefit obligation as at the beginning of the year	136.96	96.02
Current service cost	12.46	11.30
Past service cost	-	-
Interest cost	9.63	7.13
Actuarial (gain) / loss due to DBO experience	21.57	22.59
Actuarial (gain) / loss due to DBO assumption changes	(12.09)	0.30
Benefits paid directly by the company	(1.04)	-
Benefits paid from the fund	(3.30)	(1.39)
Present value of defined benefit obligation as at the end of the year	**163.18**	**135.95**

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(All amounts in INR Millions, unless otherwise stated)

(iv) Movement in the plan assets recognised in the balance sheet is as under:

Description	Year ended March 31, 2025	Year ended March 31, 2024
Fair Value of plan assets at beginning of year	43.65	41.38
Interest income on plan assets	3.05	3.14
Contributions by employer	1.00	1.52
Benefits paid	(3.30)	(1.39)
Increase (decrease) due to effect of any business combination / divestitures / transfers	(0.17)	(0.19)
Return on plan assets greater / (lesser) than discount rate	(0.35)	(0.81)
Fair Value of plan Assets at the end of the year	**43.88**	**43.65**

(v) Plan (assets)/ liability

Description	As at March 31, 2025	As at March 31, 2024
Defined benefit obligation	163.18	135.94
Fair valuation of plan assets	(43.88)	(43.64)
	119.30	**92.30**

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, 2025	Year ended 31 March 2024
Insurance company products	100.00%	100.00%

(vi) Actuarial assumptions

Description	As at March 31, 2025	As at March 31, 2024
Discount rate	6.50% p.a.	7.20% 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	6.50% p.a.	7.20% p.a.
Salary increase rate^#	10%p.a.	12%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, 2025	As at March 31, 2024
Impact of the change in discount rate		
Present value of obligation at the end of the year	163.18	135.95
- Impact due to increase of 0.50 %	167.69	140.26
- Impact due to decrease of 0.50 %	158.42	131.90
Impact of the change in salary increase		
Present value of obligation at the end of the year	163.18	135.95
- Impact due to increase of 0.50 %	158.59	132.34
- Impact due to decrease of 0.50 %	167.60	139.74

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The weighted average duration of the defined benefit obligation is 6 years (Previous year 12 years)

The following pay-outs are expected in future years:

Description	As at March 31, 2025
Year ended March 31, 2026	21.60
Year ended March 31, 2027	22.40
Year ended March 31, 2028	24.23
Year ended March 31, 2029	23.01
Year ended March 31, 2030	29.41
Year ended March 31, 2031 and above (Next 5 years)	129.86

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(All amounts in INR Millions, unless otherwise stated)

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, 2025 based on the actuarial valuation carried out by using projected unit credit method stood at Rs. 102.19 Millions (March 31, 2024 : Rs. 66.35 Millions).

The principal assumptions used in determining compensated absences are shown below:

Description	As at March 31, 2025	As at March 31, 2024
Discount rate	6.50% p.a.	7.20% 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.	12%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.

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, 2025	Year Ended March 31, 2024
Revenue from contracts with customers		
Sale of products and service		
Domestic	21,371.05	29,992.74
Export	951.01	537.51
Other operating income	45.49	36.42
Total revenue covered under Ind AS 115	**22,367.55**	**30,566.67**

c. Timing of revenue recognition

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Revenue from contracts with customers		
Revenue recognition at point in time	22,231.39	30,448.15
Service transferred over time	136.16	118.52
	22,367.55	30,566.67

d. Contract balances
The following table provides information about receivables, contract assets and contract liabilities from contract with customers:

Particulars	As at March 31, 2025	As at March 31, 2024
Contract assets		
Unbilled revenue	239.53	122.44
Total contract assets	239.53	122.44
Contract liabilities		
Advances from consumers	327.67	168.33
Unearned revenue	285.90	291.01
Total contract liabilities	613.56	459.34
Receivables		
Trade receivables	2,635.22	2,616.61
Less : Allowances for expected credit loss	(3.87)	(10.06)
Net receivables	2,631.35	2,606.55

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.

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(All amounts in INR Millions, unless otherwise stated)

e. Significant changes in the contract assets and the contract liabilities balances during the year are as follows:

	As at March 31, 2025		
	Contract Assets	Contract Liabilities	
Particulars	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**

	As at March 31, 2024		
	Contract Assets	Contract Liabilities	
Particulars	Unbilled revenue	Advances from customers	Unearned revenue
Opening balance as on April 01, 2023	411.21	227.74	568.31
Addition during the year	246.05	500.25	585.96
Revenue recognised during the year/ amount refunded during the year	(534.82)	(559.66)	(863.26)
Closing balance as on March 31, 2024	**122.44**	**168.33**	**291.01**

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 30-60 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, 2025	As at March 31, 2024
a The principal amount remaining unpaid as at the end of year	296.71	392.98
b Interest due on above principal and remaining unpaid as at the end of the year	-	2.65
c The amount of interest paid by the buyer in terms of section 16, of the micro, small and medium enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	5.27	9.17
d The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under micro, small and medium enterprise development Act, 2006.	2.31	4.69
e The amount of interest accrued and remaining unpaid at the end of each accounting year; and	2.31	7.34
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	2.31	7.34

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.

(All amounts in INR Millions, unless otherwise stated)

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, 2023	122.88	80.54	14.84
Non cash changes due to	-	-	-
- Recognition of lease liabilities	3.80	-	-
- Interest expense #	9.35	-	196.37
- Deletion	-	-	-
- Adjustment	(1.26)	-	-
Cash flows during the year due to	-	-	-
- Movement in Short term borrowings during the year (net)	-	(80.54)	-
- Repayment of lease liabilities	(17.08)	-	-
- Payment of interest	(9.35)	-	(196.37)
Closing Balance as on March 31, 2024	**108.34**	**-**	**14.84**
Opening Balance April 01, 2024	108.34	-	14.84
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**	**-**	**14.84**

Interest expense of ₹9.26 Million (March 31, 2024 - ₹ 9.35 Million) related to interest on right of use liabilities as per Ind AS 116 "Leases".

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(All amounts in INR Millions, unless otherwise stated)

38 Ratio Analysis and its elements

Ratio	Numerator	Denominator	Year ended March 31, 2025	Year ended March 31, 2024	% change	Reason for variance
Current ratio (in times)	Current Assets	Current Liabilities	1.29	1.09	18%	NA
Debt- Equity Ratio (in times)	Total Debt	Shareholder's Equity	0.00	-	0%	NA
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	20.19	10.39	94%	Change in Ratio is mainly on account of increase in earnings (Profit) and decrease in Interest expenses during the year for debt service.
Return on Equity ratio (in %)	Net Profits after taxes - Preference Dividend	Average Shareholder's Equity	10%	63%	-84%	Change in Ratio is mainly on account of increase in equity share capital and security premium during the year as compared to previous year.
Inventory Turnover ratio (in times)	Cost of goods sold	Average Inventory	11.25	12.26	-8%	NA
Trade Receivable Turnover Ratio (in times)	Revenue from operations	Average Trade Receivable	8.54	10.91	-22%	NA
Trade Payable Turnover Ratio (in times)	Purchases	Average Trade Payables	3.42	4.68	-27%	Change in ratio is mainly on account of decrease in trade payables during the year.
Net Capital Turnover Ratio (in times)	Revenue from operations	Working capital = Current assets - Current liabilities	16.06	66.05	-76%	Change in ratio is mainly on account of decrease in revenue during the year.
Net Profit ratio (in %)	Net profit after taxes	Revenue from operations	14%	8%	72%	Change in Ratio is mainly on account of increase in earnings (Profit) during the year.
Return on Capital Employed (in %)	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	7%	105%	-93%	Change in Ratio is mainly on account of increase in equity share capital and security premium as compared to previous year.
Return on Investment (in %)	Interest (Finance income)	Investment	6%	10%	-44%	Change in Ratio is mainly on account of decrease in interest income during the year.

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TENNECO CLEAN AIR INDIA LIMITED (formerly known as Tenneco Clean Air India Private Limited)
Corporate Identification No. : U29308TN2018FTC126510
Notes to the standalone financial statements for the year ended March 31, 2025
(All amounts in INR Millions, unless otherwise stated)

38A Other 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.

(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, 2025 (Full Figure)	Balance outstanding as on March 31, 2024 (Full Figure)	Balance outstanding as on March 31, 2025 (in Million)	Balance outstanding as on March 31, 2024 (in Million)	Relationship
Actisai Foodline Private Limited	Payable	27,490	-	0.03	-	Vendor

(iii) There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

(iv) The 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 Rs 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.

38B Title 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 Pvt Ltd to Tenneco Automotive India Pvt Ltd and then to Tenneco Clean Air India Limited (formerly known as Tenneco Clean Air India Private Limited), hence the property is in the earlier name of the Company.

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39. The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post- employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact after the Code becomes effective.

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 Rs. 7,777.13 Millions divided into 777,713,120 equity shares of Rs. 10/- each to Rs. 3,134.06 Millions lakhs divided into 313,406,120 equity shares of Rs. 10/- each in the previous year. The resultant surplus of Rs. 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 Rs. 3,134.06 Millions divided into 313,406,120 equity shares of Rs. 10/- each to Rs. 2,140.89 Millions divided into 214,088,829 equity shares of Rs. 10/- each in the previous year. The 99,317,291 equity shares have been reduced at a premium of Rs. 2 per share. The total outlay of Rs. 1191.81 Millions is adjusted against Capital Reserve Account of Rs. 342.17 Millions and Rs. 849.64 Millions is returned to shareholders.

41. Dividend

Dividends paid during the year ended March 31, 2025 at Rs. 4.288 per equity share (amounting to Rs.918.01 Millions), at Rs. 1.373 per equity share (amounting to Rs. 293.94 Millions), at Rs. 3.55 per equity share (amounting to Rs. 760.02 Millions) and at Rs. 2.02 per equity share (amounting to Rs. 432.46 Millions) towards interim dividend.

Dividends paid during the year ended March 31, 2024 at Rs. 6.9127 per equity share (amounting to Rs.2,166.48 Millions) and at Rs. 2.053 per equity share (amounting to Rs. 439.52 Millions) towards interim dividend.

42. As at March 31, 2025, the company has an outstanding payable for import of goods and services for a period exceeding six month from date of shipment amounting to Rs.3.83 Million (subsequently paid Rs.1.64 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, 2025, 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 Rs.17.04 Million (subsequently received Rs.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.

43. The Company has used an accounting software for maintaining its books of account for the year ended March 31, 2025 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, 2024 has been preserved by the Company as per the statutory requirements for record retention.

44. Rounding off

Amounts mentioned as "0" in the standalone financial statements denote amounts rounded off being less than INR ten thousand.

45. Previous Year Figures

Previous Year Figures have been regrouped / reclassified wherever necessary.

The accompanying notes are an integral part of the standalone financial statements.

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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 (Digitally signed)	Manavendra Singh Sial (Digitally signed)
Arvind Chandrasekharan	**Manavendra Singh Sial**
Director	Director
DIN: 08721916	DIN: 11095791
Place: Malaga, Spain	**Place: Berlin, Germany**
Mahender Chhabra (Digitally signed)	GARIMA SHARMA (Digitally signed)
Mahender Chhabra	**Garima Sharma**
Chief Financial Officer	Company Secretary
	Membership No.: A54831
Place: Gurugram	**Place: Gurugram**
Date: June 29, 2025	

Deloitte
Haskins & Sells LLP

Chartered Accountants
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Maharashtra, India

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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 (Formerly known as Tenneco Clean Air India Private Limited)** (the "Parent") and its subsidiaries, together referred to as the ("Group"), which comprise the Consolidated Balance Sheet as at 31 March 2025, 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, and based on the consideration of reports of other auditor on separate financial statement of a subsidiary referred to in the Other Matters section below, 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 2025, 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 and other auditor in terms of their report referred to in the sub-paragraphs (a) of the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Emphasis of Matter

With respect to one of its subsidiary Federal-Mogul Ignition Products India Limited (FMIPL), we draw attention to Note 49(i) to the consolidated financial statements, which describes the status of convening the Company's Annual General Meeting (AGM) within the prescribed timelines as specified under the Companies Act, 2013. On 17 June 2025, the Company filed the compounding application under section 441 of the Companies Act, 2013 before the Registrar of Companies. The potential impact (including penalties or other regulatory consequences, if any) arising from said non-compliance and consequential non-compliances is currently not fully ascertainable, as the compounding proceedings are yet to be concluded by the authorities. Based on management's assessment, the

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Company has recognised a provision towards potential penal charges on an estimated basis in the consolidated financial statement for the year ended 31 March 2025. Our opinion is not modified in respect of this matter.

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 Director'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, compare with the financial statements of subsidiary audited by the other auditor, to the extent it relates to the entity and, in doing so, place reliance on the work of the other auditor 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. Other information so far as it relates to the subsidiary, is traced from their financial statements audited by other auditor.
- 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.

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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. For the entity or business activity included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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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.

Other Matters

(a) We did not audit the financial statements of a subsidiary, reflecting total assets of Rs.15,757 Million as at 31 March 2025, total revenues of Rs. 21,124 Million and net cash outflows amounting to Rs. 329 Million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditor whose report have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of that subsidiary, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary ,is based solely on the report of the other auditor.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of other auditor.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of other auditor on the separate financial statements of subsidiary, referred to in the Other Matters section above we report, to the extent applicable 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 (a) 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 41 to the consolidated financial statements) and in relation to compliance with the requirements of audit trail, refer paragraph (k)(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.

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e) On the basis of the written representations received from the directors of the Parent Company as on 31 March 2025 taken on record by the Board of Directors of the Company and the report of the statutory auditor of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2025 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' report of the Parent company and 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 report of subsidiary company incorporated in India, the Parent Company and said subsidiary company were private companies for the year ended 31 March 2025, hence, section 197 of the Act related to managerial remuneration is not applicable. With respect to other subsidiaries, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the subsidiaries to its directors 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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – refer note 32 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 Company, and its subsidiary companies incorporated in India.

   iv) (a) The respective Managements of the Parent Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditor of such subsidiary that, to the best of their knowledge and belief, as disclosed in the note 41 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 Company 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 Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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(b) The respective Managements of the Parent Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditor of such subsidiary that, to the best of their knowledge and belief, no funds have been received by the Parent Company 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 Company or any of such subsidiaries 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 performed by us and that performed by the auditor of the subsidiary which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's 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 is a company 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 and based on the other auditor's report of its subsidiary company incorporated in India whose financial statements have been audited under the Act, the Parent and subsidiary companies have used an accounting software for maintaining their respective books of account for the year ended 31 March 2025 which has a 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 our audit, we and the respective other auditor, whose reports have been furnished to us by the Management of the Parent Company, have not come across any instance of the audit trail feature being tampered with.

The audit trail has been preserved by the Company and above referred subsidiaries as per the statutory requirements for record retention.

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Deloitte
Haskins & Sells LLP

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 and the other auditor of the subsidiary included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, as provided to us by the Management of the Company and based on the identification of matters of qualifications or adverse remarks in their CARO report by the component auditor and provided to us, we report that the auditor of such companies have not reported any qualifications or adverse remarks in their CARO report except for the following:

No.	Name of the Company	CIN	Nature of relationship	Clause number of CARO report with qualification or adverse remark
1	Federal-Mogul Sealings India Limited	U29253PN2014PLC152540	Subsidiary	Clause ix (a)
2	Federal-Mogul Ignition Products (India) Limited	U51109DL1998PLC195010	Subsidiary	Clause iii (c)
3	Tenneco Automotive India Private Limited	U34300TZ1998PTC015231	Subsidiary	Clause xi (c)

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

SACHANAND CHANDRALAL MOHNANI
Digitally signed by SACHANAND CHANDRALAL MOHNANI
Date: 2025.06.29 23:22:28 +05'30'

Sachanand C Mohnani
Partner
Membership No. 407265
UDIN:25407265BMOYAA2872

Place: Pune
Date: 29 June 2025

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ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 1(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 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 the consolidated financial statements of the Company as at and for the year ended 31 March 2025, we have audited the internal financial controls with reference to consolidated financial statements of Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private 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 and the audit evidence obtained by the other auditor of the subsidiary company, which are companies incorporated in India, in terms of their report referred to in the Other Matters paragraph below, 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

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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 and according to the explanations given to us and based on the consideration of the report of the other auditor referred to in the Other Matters paragraph below, the Parent and its subsidiary company, 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 2025 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".

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to a subsidiary company, which is company incorporated in India, is based solely on the corresponding reports of the auditor of such company incorporated in India.

Our opinion is not modified in respect of the above matters.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W - 100018)

SACHANAND CHANDRALAL MOHNANI
Digitally signed by SACHANAND CHANDRALAL MOHNANI
Date: 2025.06.29 23:22:59 +05'30'

Sachanand C Mohnani
Partner
Membership No. 407265
UDIN: 25407265BMOVAA2872

Place: Pune
Date: 29 June 2025

SP

Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)
CIN No. : U29308TN2018FTC126510
Consolidated Balance Sheet as at 31 March 2025
(All amounts in INR Millions, unless otherwise stated)

Particulars	Notes	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
ASSETS				
Non-current assets				
Property, plant and equipment	3(a)	5,348.37	5,053.54	5,849.62
Right-of-use assets	4	457.49	405.36	440.94
Capital work in progress	3(b)	310.67	366.18	184.64
Intangible assets	5	12.81	16.44	17.98
Financial assets				
i. Investments	6(a)	3.29	8.89	7.46
ii. Loans	6(e)	2.64	3.16	3.05
iii. Other financial assets	6(f)	8,421.73	2,631.09	2,623.72
Deferred tax assets (net)	7	216.26	122.97	82.33
Current tax assets (net)	8	183.20	221.94	331.59
Other non-current assets	9	77.44	97.42	138.63
Total non-current assets		**15,035.90**	**9,526.98**	**9,680.16**
Current assets				
Inventories	10	2,777.27	3,293.44	3,948.81
Financial assets				
i. Trade receivables	6(b)	6,872.31	5,597.62	5,631.82
ii. Cash and cash equivalents	6(c)	2,858.98	1,830.73	4,114.76
iii. Bank balances other than (ii) above	6(d)	3.36	5.83	12.48
iv. Loans	6(e)	4.75	10.35	11.10
v. Other financial assets	6(f)	367.22	183.80	449.00
Other current assets	11	387.35	913.86	448.36
Current assets excluding assets classified as held for sale		13,271.24	11,835.63	14,616.33
Assets classified as held for sale	34	8.70	-	-
Total current assets		13,279.94	11,835.63	14,616.33
Total assets		**28,315.84**	**21,362.62**	**24,296.49**
EQUITY AND LIABILITIES				
Equity				
i. Equity share capital	12(a)	4,036.04	2,140.89	3,134.06
ii. Other Equity	12(b)	12,063.66	7,659.33	8,946.29
Equity attributable to owners of Parent		**16,099.70**	**9,800.22**	**12,080.35**
Non-Controlling Interest		23.97	13.25	14.19
Total equity		**16,123.67**	**9,813.47**	**12,094.54**
LIABILITIES				
Non-current liabilities				
Financial liabilities				
i. Lease Liabilities	13(b)	146.07	110.43	140.73
Provisions	16	301.97	222.66	189.31
Deferred tax liabilities (net)	7	1.05	10.09	3.87
Other non-current liabilities	14	241.43	176.64	167.08
Total non-current liabilities		**690.52**	**519.82**	**500.99**
Current liabilities				
Financial liabilities				
i. Borrowings	13(c)	-	-	139.72
ii. Lease liabilities	13(b)	50.85	40.53	32.08
iii. Vendor Bill financing	13(d)	503.44	461.32	518.26
iv. Trade payables	13(a)			
(a) total outstanding dues of micro enterprises and small enterprises		1,201.27	1,218.91	1,419.26
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		7,222.94	7,512.75	7,523.32
v. Other financial liabilities	13(e)	87.90	91.70	140.54
Other current liabilities	15	1,088.40	1,068.66	1,410.79
Provisions	16	341.53	327.36	364.47
Current tax liabilities (net)	17	996.62	288.05	152.55
Total current liabilities excluding liabilities relating to assets held for sale		**11,492.95**	**11,029.33**	**11,700.99**
Liabilities relating to assets classified as held for sale	34	8.70	-	-
Total current liabilities		11,501.65	**11,029.33**	**11,700.99**
Total equity and liabilities		**28,315.84**	**21,362.62**	**24,296.49**

See accompanying notes forming part of the Consolidated Financial Statements (1-51).

As per our report attached
For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

SACHANAND CHANDRALAL MOHNANI Digitally signed by SACHANAND CHANDRALAL MOHNANI Date: 2025.06.29 23:23:28 +05'30'

Sachanand C Mohnani
Partner
Membership No.: 407265

Place: Pune
Date: 29 June 2025

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

Mahender Chhabra Digitally signed by Mahender Chhabra Date: 2025.06.29 22:52:41 +05'30'

Mahender Chhabra
Chief Financial Officer

Place: Gurugram

ARVIND CHANDRASEKHARAN Digitally signed by ARVIND CHANDRASEKHARAN Date: 2025.06.29 22:39:42 +05'30'

Arvind Chandrasekharan
Director
DIN: 08721916
Place: Malaga, Spain

Manavendra Singh Sial Digitally signed by Manavendra Singh Sial

Manavendra Singh Sial
Director
DIN: 11098791
Place: Berlin, Germany

GARIMA SHARMA Digitally signed by GARIMA SHARMA Date: 2025.06.29 22:46:02 +05'30'

Garima Sharma
Company Secretary
Membership No.: A54631

Place: Gurugram
Date: 29 June 2025

SP

Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)
CIN No. : U29308TN2018FTC126510
Consolidated Statement of Profit and Loss for the year ended 31 March 2025
(All amounts in INR Millions, unless otherwise stated)

Particulars	Notes	For the Year ended 31 March 2025	For the Year ended 31 March 2024
Income			
Revenue from operations	18	48,904.30	54,676.12
Other income	19	410.15	697.76
Total income		**49,314.45**	**55,373.88**
Expenses			
Cost of materials consumed	20	31,813.40	38,355.04
Change in inventories of finished goods, work-in progress and stock-in-trade	21	52.21	163.25
Purchase of stock in trade		346.08	406.70
Employee benefits expense	22	2,979.24	2,526.45
Finance cost	23	202.66	251.63
Depreciation and amortisation expense	24	1,031.72	1,035.93
Other expenses	25	5,561.00	7,103.83
Total expenses		**41,986.29**	**49,842.83**
Profit before tax		**7,328.16**	**5,531.05**
Tax expense	26		
Current tax		1,878.16	1,354.28
Deferred tax		(91.28)	(25.67)
Short Provision of tax relating to earlier years		9.85	34.57
Total tax expense		**1,796.73**	**1,363.18**
Profit for the year		**5,531.43**	**4,167.87**
Attributable to:			
-Owners of the Parent		5,520.63	4,166.58
-Non-Controlling Interest		10.80	1.29
Other comprehensive loss			
Items that will not be reclassified subsequently to consolidated statement of profit and loss			
- Remeasurements of defined benefit plans		(52.62)	(16.90)
- Income tax relating to above		13.08	8.76
Other comprehensive loss		**(39.54)**	**(8.14)**
Attributable to:			
-Owners of the Parent		(39.46)	(8.00)
-Non-Controlling Interest		(0.08)	(0.14)
Total comprehensive income for the year		**5,491.89**	**4,159.73**
Attributable to:			
-Owners of the Parent		**5,481.17**	**4,158.58**
-Non-Controlling Interest		**10.72**	**1.15**
Earnings per equity share (of Rs. 10 each)	27		
Basic (Rs.)		**13.68**	**8.90**
Diluted (Rs.)		**13.68**	**8.90**

See accompanying notes forming part of the Consolidated Financial Statements (1-51).

As per our report attached
For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

SACHANAND CHANDRALAL MOHNANI Digitally signed by SACHANAND CHANDRALAL MOHNANI Date: 2025.06.29 23:24:38 +05'30'

Sachanand C Mohnani
Partner
Membership No.: 407265

Place: Pune
Date: 29 June 2025

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

Mahender Chhabra Digitally signed by Mahender Chhabra Date: 2025.06.29 22:53:12 +05'30'

Mahender Chhabra
Chief Financial Officer

Place: Gurugram

ARVIND CHANDRASEKHARAN Digitally signed by ARVIND CHANDRASEKHARAN Date: 2025.06.29 22:50:09 +05'30'

Arvind Chandrasekharan
Director
DIN: 08721916
Place: Malaga, Spain

Manavendra Singh Sial Digitally signed by Manavendra Singh Sial Date: 2025.06.29 22:58:40 +05'30'

Manavendra Singh Sial
Director
DIN: 11095791
Place: Berlin, Germany

GARIMA SHARMA Digitally signed by GARIMA SHARMA Date: 2025.06.29 22:44:34 +05'30'

Garima Sharma
Company Secretary
Membership No.: A54831

Place: Gurugram
Date: 29 June 2025

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Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)
CIN No. : U29308TN2018FTC126510
Consolidated Statement of Cash Flow for the year ended 31 March 2025
(All amounts in INR Millions, unless otherwise stated)

Particulars	For the Year ended 31 March 2025	For the Year ended 31 March 2024
A. Cash flow from operating activities		
Profit before tax	7,328.16	5,531.05
Adjustments for:		
Depreciation on property, plant and equipment	977.25	982.98
Amortisation on intangible assets	6.25	6.33
Amortisation on Right of Use Asset	48.21	46.64
Provision for expected credit loss	2.54	10.35
Excess provisions / liabilities no longer required written back	(11.42)	(33.99)
Provision for doubtful advances	(19.34)	0.25
Provision for doubtful balances with government authorities	2.65	2.53
Provision for warranties	59.02	5.95
Interest income from financial assets	(91.20)	(148.75)
Finance cost	202.67	251.63
Loss on disposal of property, plant and equipment	0.31	5.14
Gain on termination of lease	(2.41)	-
Unrealised foreign exchange loss/(gain)	16.91	(7.46)
Dividend income	(294.19)	(497.54)
Operating cash flows before working capital changes	8,225.42	6,155.09
Change in operating assets and liabilities		
(Increase) / Decrease in		
-Inventories	516.17	665.48
-Trade receivables	(1,288.41)	32.70
-Financial and Other assets	340.78	(153.87)
Increase / (Decrease) in		
-Trade payables	(340.40)	(197.37)
-Provisions	25.98	(42.97)
-Financial and Other liabilities	92.72	(389.40)
Cash generated from operations	7,572.26	6,032.72
Income taxes paid (net)	(1,948.40)	(1,155.99)
Net cash inflow from operating activities (A)	5,623.86	4,876.73
Cash flows from investing activities:		
Purchase of property, plant and equipments, including capital work in progress and capital advances	(647.81)	(974.93)
Sale of property, plant and equipment	20.26	6.29
Purchase of Investments	(3.10)	-
Investment in fixed deposits and other bank deposits	(20.36)	(1.25)
Redemption of fixed deposits and other bank deposits	3.95	5.30
Investment in deposits held as margin money	(2.19)	-
Redemption of deposits held as margin money	-	0.34
Interest received	87.26	165.30
Dividend received	294.19	497.54
Net cash outflow from investing activities (B)	(267.80)	(301.41)
Cash flows from financing activities: (Refer note 38)		
Repayment of Short term borrowings	-	(139.70)
Dividend Paid	(4,092.42)	(5,591.17)
Reduction of share capital ((Refer Note 44(b))	-	(849.64)
Interest paid	(169.42)	(231.96)
Interest paid on lease liabilities	(9.26)	(9.35)
Repayment of lease liabilities	(52.98)	(37.53)
Share issue expenses	(3.73)	-
Net cash outflow from financing activities (C)	(4,327.81)	(6,859.35)
Net increase / (decrease) in cash and cash equivalents (A)+(B)+(C)	1,028.25	(2,284.03)
Cash and cash equivalents at the beginning of the financial year	1,830.73	4,114.76
Cash and cash equivalents at end of the year	2,858.98	1,830.73

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

Particulars	As at 31 March 2025	As at 31 March 2024
Balances with banks:		
On current accounts	1,009.22	1,421.70
Bank deposits with original maturity of less than three months	1,849.76	409.03
	2,858.98	1,830.73

See accompanying notes forming part of the Consolidated Financial Statements (1-51).

As per our report attached
For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

SACHANAND CHANDRALAL MOHNANI
Digitally signed by SACHANAND CHANDRALAL MOHNANI
Date: 2025.06.29 23:24:46 +05'30'

Sachanand C Mohnani
Partner
Membership No.: 407265

Place: Pune
Date: 29 June 2025

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

Mahender Chhabra
Digitally signed by Mahender Chhabra
Date: 2025.06.29 22:53:40 +05'30'

ARVIND CHANDRASEKHARAN

Manavendra Singh Sial
Digitally signed by Manavendra Singh Sial
Date: 2025.06.29 23:00:08 +05'30'

Mahender Chhabra
Chief Financial Officer
Place: Gurugram

Arvind Chandrasekharan
Director
DIN: 08721916
Place: Malaga, Spain

Manavendra Singh Sial
Director
DIN: 11095791
Place: Berlin, Germany

GARIMA SHARMA
Digitally signed by GARIMA SHARMA
Date: 2025.06.29 22:45:09 +05'30'

Garima Sharma
Company Secretary
Membership No.: A54831

Place: Gurugram
Date: 29 June 2025

Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)
CIN No. : U29308TN2018FTC128610
Consolidated Statement of Changes in Equity for the year ended 31 March 2025
(All amounts in INR Millions, unless otherwise stated)

A) Equity share capital

Particulars	No. of shares	Amount
Balance as at 1 April 2023	313,406,120	3,134.06
Changes in equity share capital during the year (refer note 12)	(99,317,291)	(993.17)
Balance as at 31 March 2024	214,088,829	2,140.89
Changes in equity share capital during the year (refer note 12)	189,515,480	1,895.15
Balance as at 31 March 2025	403,604,309	4,036.04

B) Other equity

Particulars	Reserves and Surplus									
	Attributable to Owners of Parent									
	Securities Premium	Retained Earnings	Capital Reserve	Capital Reserve on Business Combination under Common Control	Deemed Equity Contribution from Parent Company	Capital Redemption Reserve	Share Application Money Pending Allotment	Total	Non-controlling interest	Total Equity
Balance as at 01 April 2023	769.66	7,967.56	(338.33)	(1,370.19)	21.79	0.65	1,895.15	8,946.29	14.19	8,960.48
Profit for the year	-	4,166.58	-	-	-	-	-	4,166.58	1.29	4,167.87
Other comprehensive income / (Loss) (net of taxes)	-	(8.00)	-	-	-	-	-	(8.00)	(0.14)	(8.14)
Dividend Paid during the year (Refer Note 12)	-	(5,589.08)	-	-	-	-	-	(5,589.08)	(2.09)	(5,591.17)
Utilisation for buyback of shares		(198.63)	342.17	-	-	-	-	143.54	-	143.64
Balance as at 31 March 2024	769.66	6,338.43	3.84	(1,370.19)	21.79	0.65	1,895.15	7,659.33	13.25	7,672.58
Balance as at 01 April 2024	769.66	6,338.43	3.84	(1,370.19)	21.79	0.66	1,896.15	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	21.79	0.66	-	12,063.66	23.97	12,087.63

See accompanying notes forming part of the Consolidated Financial Statements (1-51)

As per our report attached
For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

SACHANAND CHANDRALAL MOHNANI
Digitally signed by SACHANAND CHANDRALAL MOHNANI
Date: 2025.06.29 23:25:20 +05'30'

Sachanand C Mohnani
Partner
Membership No.: 407265

Place: Pune
Date: 29 June 2025

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

Mahender Chhabra
Digitally signed by Mahender Chhabra
Date: 2025.06.29 22:54:36 +05'30'

Mahender Chhabra
Chief Financial Officer

Place: Gurugram

GARIMA SHARMA
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Date: 2025.06.29 22:45:41 +05'30'

Garima Sharma
Company Secretary
Membership No.: A54831

Place: Gurugram
Date: 29 June 2025

ARVIND CHANDRASEKHARAN
Digitally signed by ARVIND CHANDRASEKHARAN
Date: 2025.06.29 22:30:57 +05'30'

Arvind Chandrasekharan
Director
DIN: 08721916
Place: Malaga, Spain

Manavendra Singh Sial
Digitally signed by Manavendra Singh Sial
Date: 2025.06.29 23:00:38 +05'30'

Manavendra Singh Sial
Director
DIN: 11095791
Place: Berlin, Germany

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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 15 May 2025, with Company identification no: U29308TN2018FTC126510. The Parent along with its subsidiaries (collectively the "Group") is engaged in the manufacture and supply of automotive components, shock absorbers, struts, catalytic converters, mufflers and exhaust pipes. The address of its registered office and principal place of business is RNS2, Nissan Supplier Park, SIPCOT Industrial Park Oragadam, Industrial Corridor, Kancheepuram, Tamil Nadu.

Pursuant to share swap agreements dated 25 March 2025 between Tenneco Clean Air India Limited (the 'Parent') and the shareholders of Tenneco Automotive India Private Limited (TAIPL), Federal-Mogul Ignition Products India Limited (FMIPL), Federal Mogul Sealings India Limited (FMSIL) and Federal Mogul Bearings India Limited (FMBIL) (hereinafter referred to as the subsidiaries), the Company acquired control of these subsidiaries in exchange for issue of its own equity shares. The Consolidated Financial Statements are presented in Indian Rupees "INR" or "Rs." and all values are stated as INR or Rs. millions, except when otherwise indicated.

The 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 March 2025	31 March 2024		
Tenneco Automotive-India Private Limited	100%	100%	India	TAIPL is engaged in the manufacture of shock absorbers, struts and suspenstion systems.
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 sealings, gaskets and related automotive components used in two/four wheeler automobiles.
Federal Mogul Bearings India Limited	99.37%	99.37%	India	FMBIL is engaged in the business of manufacture and sale of bi-metal engine bearings, bushes, washers, flanges for automotive, industrial, and agricultural, earth moving, marine and stationary engines.

2 Basis of preparation, measurement and material accounting policies

2.1 Basis of preparation

The Consolidated Financial Statement of the Company and its subsidiaries (collectively the "Group") comprises of the Consolidated Balance Sheet as at 31 March 2025, 31 March 2024 and opening Balance Sheet of the Group as at 01 April 2023, 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 31 March 2025 and comparative year ended 31 March 2024 and the Material accounting policies and explanatory notes (collectively, the ' Consolidated Financial Statements').

These Consolidated Financial Statements have been presented in INR and all values are stated in millions. These Consolidated 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 Consolidated Financial Statements have been approved by the Board of Directors of the Group on 29 June 2025

2.2 Summary of Material Accounting Policies

(a) Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Group (its subsidiaries) up to 31 March each year. Control is achieved when the Company:
- has the power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affects its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the year are included in profit or loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the Company's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.

Non-controlling interests in subsidiaries are identified separately from the Group's equity therein. Those interests of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Group and to the non-controlling interests. Total comprehensive income of the subsidiaries is attributed to the owners of the Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Company's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Company's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non- controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Group.

When the Company loses control of a subsidiary, the gain or loss on disposal recognised in profit or loss is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Company had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as required/permitted by applicable Ind ASs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109 when applicable, or the cost of initial recognition of an investment in an associate or a joint venture.

Business Combinations under Common Control

Business combinations involving entities or businesses in which all the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination, are considered as common control business combinations. Such business combinations involving entities or businesses under common control shall be accounted for using the pooling of 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.

The details of the business combinations, the carrying value of the assets, liabilities and reserves acquired and harmonized as per the revised accounting policies, and the resultant capital reserve are given in note 40.

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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.

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 (included in Office equipment)	3 years
Vehicles	8 years
Buildings	30 Years

The residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

e) Intangible assets

Recognition and initial measurement

Intangible assets (Computer softwares) are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent measurement (amortisation)

The cost of capitalised software is amortised over a period of 5 years from the date of its acquisition.

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f) Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

g) Impairment of financial assets

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired.

Ind AS 109 requires expected credit losses to be measured through a loss allowance. Group performs credit assessment for customers on an annual basis. Group recognizes credit risk, on the basis of lifetime expected losses and where receivables are due for more than twelve months.

For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

h) Financial instruments

Initial recognition and measurement
Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value. Trade receivable that do not contain significant financing component are initially recognised at transaction price. Subsequent measurement of financial assets and financial liabilities is described below.

Non-derivative financial assets
Subsequent measurement

i. **Financial assets carried at amortised cost** – a financial asset is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

ii. Financial assets carried at fair value through other comprehensive income (FVOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

iii. Financial assets carried at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless they are measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in statement of profit and loss.

iv. Derecognition of financial assets
The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109.

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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 derecognised 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 derecognition 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 Consolidated Statement of Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

i) Fair value measurement
The Group measures financial instruments at fair value at each balance sheet date.
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:
I. In the principal market for the asset or liability, or
II. In the absence of a principal market, in the most advantageous market for the asset or liability.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.
All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:
Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.
For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

j) Leases

The Group as a lessee
The Group's leased asset classes primarily consist of leases for land and building. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these short term or low value asset leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

At the date of commencement of the lease, the Group recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements include options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments) and variable payments based on an index or rate. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment of whether it will exercise an extension or a termination option.

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k) Inventories

Inventories are valued as follows:

Raw materials, components, stores and spares and packing material.	Lower of cost and net realisable value. Cost represents purchase price and other direct costs and is determined on a moving weighted average cost basis. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.
Work-in-progress	Lower of cost and net realisable value. Cost for this purpose includes material, labour and appropriate allocation of overheads. Cost is determined on a moving weighted average basis.
Finished Goods: - Manufactured	Lower of cost and net realisable value. Cost for this purpose includes material, labour and appropriate allocation of overheads. Cost is determined on a moving weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. Provision for obsolescence is determined based on management's assessment and is charged to Consolidated Statement of Profit and Loss.

l) Revenue Recognition

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. A performance obligation is a promise in a contract to transfer a distinct good (or a bundle of goods) to the customer. A contract's transaction price is allocated to each distinct performance obligation and recognised as revenue, as or when, the performance obligation is satisfied. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the Contract. The Group recognises revenue from the following major sources:

i) Sale of products:

Revenue from sale of products is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. It is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The trasaction price of goods is net of variable consideration on account of returns and allowances, trade discounts and volume rebates. The Group recognises revenue when it transfers control over a product to a customer i.e. when goods are delivered at the delivery point, as per terms of the agreement, which could be either customer premises or carrier premises who will deliver goods to the customer. When payments received from customers exceed revenue recognised to date on a particular contract, any excess (a contract liability) is reported in the Balance Sheet under other current liabilities.

Satisfaction of performance obligations

The Group's revenue is derived from the single performance obligation to transfer primarily products under arrangements in which the transfer of control of the products and the fulfilment of the Group's performance obligation occur at the same time. Revenue from the sale of goods is recognised when the Group has transferred control of the goods to the buyer and the buyer obtains the benefits from the goods, the potential cash flows and the amount of revenue (the transaction price) can be measured reliably, and it is probable that the Group will collect the consideration to which it is entitled to in exchange for the goods.

Whether the customer has obtained control over the asset depends on when the goods are made available to the carrier or the buyer takes possession of the goods, depending on the delivery terms. For the Group, generally the criteria to recognise revenue has been met when its products are delivered to its customers or to a carrier who will transport the goods to its customers, this is the point in time when the Group has completed its performance obligations. Revenue is measured at the transaction price of the consideration received or receivable, the amount the Company expects to be entitled to.

Payment terms

The sale of goods is typically made under credit payment terms differing from customer to customer and ranges between 30-60 days.

(ii) Interest:

Interest income is recorded on accrual basis.

(iii) Revenue from services

Revenue from sale of services is recognised upon rendering the services based on agreements/ arrangements with the concerned parties For fixed price contracts, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided overtime since the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

The Group provide designing services for customised tools to its customers and recognises its revenue over time using an input method to measure progress towards complete satisfaction of tool designing.

Where the Group cannot reasonably measure the outcome of a performance obligation, but the Group expects to recover the costs incurred in satisfying the performance obligation, in those circumstances, the Group recognises revenue only to the extent of the costs incurred until such time that it can reasonably measure the outcome of the performance obligation.

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(iv) 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 Consolidated Statement of Profit and Loss in the period in which such probability occurs.

The tooling income (net) is deferred and recognized over the initial contract period over which supply of goods using developed tools will be made available to the customer. The contract period is generally 3 to 5 years, so tooling income is recognised accordingly. The deferred portion of such income is recognised as deferred income in financial statements.

(v) Contract assets

A contract asset is the Group's right to consideration in exchange for goods or services that the Group has transferred to the customer. A contract asset becomes a receivable when the Group's right to consideration is unconditional, which is the case when only the passage of time is required before payment of the consideration is due. The impairment of contract assets is measured, presented and disclosed on the same basis as trade receivables. The Contract asset in case of Group comprises of deferred income which relates to expenses incurred but not billed yet as per the terms of contract.
The Group's contract assets are disclosed in Note 6(b) , Note 6(f) and Note 18.

(vi) Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract. The Contract liability comprises of unearned income which relates to excess of invoicing over cost incurred for a particular project.
The Group's contract liabilities are disclosed in Note 14, Note 15 and Note 18.

(vii) Export Benefits/Incentives:

Export entitlements under the Duty Entitlement Pass Book (DEPB) Scheme/ Duty Drawback scheme are recognised in the Consolidated Statement of Profit and Loss when the same is received by the Group.

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 Rs') which is also the functional and presentation currency of the Group.

Transactions and balances

Foreign currency transactions are recorded in the functional currency, by applying to the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Foreign currency monetary items outstanding at the balance sheet date are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transactions.

Exchange differences arising on such conversion and settlement at rates different from those at which they were initially recorded, are recognised in the Consolidated Statement of Profit and Loss in the year in which they arise.

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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) **Share based payments:**

Share-based compensation benefits are provided to employees via plans of Tenneco LLC., Restricted Stock Units.

Restricted Stock Units (RSUs):

The fair value of RSUs is recognised as an employee benefit expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the RSUs vested.

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the Group revises its estimates of the number of RSUs that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity. This has been discontinued since 2024.

(v) **Bonus Plans:**

The Group recognises a liability and an expense for bonuses. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

p) Income Taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax is recognised in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets on unrealised tax loss are recognised to the extent that it is probable that the underlying tax loss will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside Statement of Profit and Loss (either in other comprehensive income or in equity).

q) Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

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r) Provisions, contingent liabilities and contingent assets

Provisions are recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are discounted to their present values, where the time value of money is material. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Provisions are discounted to their present values, where the time value of money is material.

Any reimbursement that the Group can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

In cases where the outflow of economic resources as a result of present obligations is considered improbable or remote, no provision is recognised.

Contingent liability is disclosed for:
- Possible obligations which will be confirmed only by future events not wholly within the control of the Group or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognised. However, when inflow of economic benefits is probable, related asset is disclosed.

s) Cash and Cash Equivalents

Cash and cash equivalent comprise cash at banks and on hand and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

t) Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures.

Significant management judgements

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised.

Evaluation of indicators for impairment of assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Classification of leases – The Group enters into leasing arrangements for various assets. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialised nature of the leased asset.

Impairment of financial assets – At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding financial assets.

Provisions – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Group assesses the requirement of provisions against the outstanding warranties and guarantees. However, the actual future outcome may be different from this judgement.

Significant estimates

Recoverability of advances/receivables - At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

Useful lives of depreciable/amortisable assets – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, customer relationships, IT equipment and other plant and equipment.

Defined benefit obligation (DBO) – Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

u) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in Statement of Profit and Loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment and amortised over the period of the facility to which it relates.

Borrowings are derecognised from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in Statement of Profit and Loss as other gains/(losses).

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

v) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are paid as per the terms of contracts with the supplier. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

w) Dividend

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Group's Board of Directors. Income tax consequences of dividends on financial instruments classified as equity will be recognized according to where the entity originally recognized those past transactions or events that generated distributable profits.
The Group declares and pays dividends in Indian rupees. Group is required to pay / distribute dividend after deducting applicable taxes.

x) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Group.

The directors of Tenneco Clean Air India Limited assess the financial performance and position of the Company and make strategic decisions. The directors who have been identified as being the Chief Operating Decision Maker consist of Chief Executive Officer, the Vice President & General Manager India and Finance Director. Refer Note 35 for segment information presented.

y) I. 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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Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)
CIN No. : U29308TN2018FTC126510
Notes to Consolidated Financial Statements for the year ended 31 March 2025
(All amounts in INR Millions, unless otherwise stated)

3(i) Property, Plant and Equipment

Particulars	Freehold Land	Buildings	Plant and machinery	Office equipment	Furniture and fixtures	Computer	Vehicles	Total
Deemed cost								
Opening carrying amount as on 01 April 2023	5.17	1,516.44	7,544.44	9.82	72.71	173.45	18.09	9,340.12
Additions	-	12.39	718.64	0.93	5.81	59.71	0.86	798.34
Disposals/adjustments	-	(0.58)	(20.29)	(0.67)	(0.31)	(0.60)	-	(22.45)
Closing carrying amount as on 31 March 2024	5.17	1,528.25	8,242.79	10.08	78.21	232.56	18.95	10,116.01
Opening carrying amount as on 01 April 2024	5.17	1,528.25	8,242.79	10.08	78.21	232.56	18.95	10,116.01
Additions	-	92.35	510.78	1.15	16.66	63.38	8.34	692.66
Disposals/adjustments*	-	(2.82)	(54.94)	(1.83)	-	(0.03)	-	(69.62)
Closing carrying amount as on 31 March 2025	5.17	1,617.78	8,698.63	9.40	94.87	295.91	27.29	10,749.05
Accumulated depreciation								
Opening accumulated depreciation as on 01 April 2023	-	309.03	3,041.02	3.40	39.56	89.13	8.36	3,490.50
Depreciation charge for the year	-	61.15	877.03	1.52	8.37	32.68	2.24	982.99
Disposals	-	(0.60)	(9.18)	(0.68)	(0.15)	(0.41)	-	(11.02)
Closing accumulated depreciation as on 31 March 2024	-	369.58	3,908.87	4.24	47.78	121.40	10.60	4,462.47
Opening accumulated depreciation as on 01 April 2024	-	369.58	3,908.87	4.24	47.78	121.40	10.60	4,462.47
Depreciation charge for the year	-	63.07	853.78	1.60	8.56	48.08	2.17	977.26
Disposals	-	(1.24)	(36.10)	(1.71)	-	-	-	(39.05)
Closing accumulated depreciation as on 31 March 2025		431.41	4,726.55	4.13	56.34	169.48	12.77	5,400.58
Net carrying amount as on 1 April 2023	5.17	1,207.41	4,503.42	6.42	33.15	84.32	9.73	5,849.62
Net carrying amount as on 31 March 2024	5.17	1,158.67	4,333.92	5.84	30.43	111.16	8.35	5,653.54
Net carrying amount as on 31 March 2025	5.17	1,186.37	3,972.08	5.27	38.53	126.43	14.52	5,348.37

*Note: On 17 February 2025, a fire incident occurred at the Parwanoo Plating Plant of Federal-Mogul Bearings India Limited (FMBIL), a subsidiary of the Company. The incident resulted in damage to plant and machinery, with a net carrying value of Rs.9.91 million. Additionally, the fire caused a business loss amounting to Rs.32.01 million.

The incident was promptly reported to the insurance company. The Company has adequate insurance coverage for both the asset damage and business interruption losses. Post balance sheet date, the insurance company has made an interim disbursement of Rs.15 million against the machinery replacement claim.

3(ii) Capital Work in Progress (CWIP)

Particulars	Capital Work in Progress (CWIP)
Balance as at 1 April 2023	184.84
Additions during the year	959.43
Capitalised during the year	(778.09)
Balance as at 31 March 2024	366.18
Additions during the year	632.76
Capitalised during the year	(688.27)
Balance as at 31 March 2025	310.67

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Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)
CIN No. : U29308TN2018FTC126510
Notes to Consolidated Financial Statements for the year ended 31 March 2025
(All amounts in INR Millions, unless otherwise stated)
Capital Work in Progress (CWIP) Ageing Schedule
As at 31 March 2025

CWIP	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	271.65	27.14	11.60	-	310.39
Projects temporarily suspended	-	-	-	0.28	0.28

As at 31 March 2024

CWIP	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	349.06	15.24	1.60	-	365.90
Projects temporarily suspended	-	-	0.28	-	0.28

As at 1 April 2023

CWIP	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	165.85	11.42	-	6.53	183.80
Projects temporarily suspended	-	-	1.04	-	1.04

For Capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan, following is the CWIP completion schedule:
As at 31 March 2025

CWIP	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Plant and machinery	13.42	13.82	-	-	27.24

As at 31 March 2024

CWIP	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Plant and machinery	1.14	4.83	-	-	5.97

Notes:

1.) In respect of the subsidiaries, for transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as of 1 April 2023 measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.
2.) Refer Note 32(a) for disclosure of contractual commitments for the acquisition of property, plant and equipment.
3.) Buildings includes buildings which are developed on the leasehold land classified under right of use assets (Refer Note 4).
4.) The Group has not revalued its property, plant and equipment during the current or previous year.
5.) There is no property, plant and equipment that is pledged or under lien.
6.) There are no impairment losses recognised during each reporting year.

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(All amounts in INR Millions, unless otherwise stated)

4 Right-of-use assets

Following are the changes in the carrying value of right of use:

Particulars	Vehicles	Leasehold land	Buildings	Total
Gross carrying value				
As at 01 April 2023	30.84	305.04	271.53	**607.41**
Additions	7.02	-	6.26	**13.28**
Disposals	-	-	(2.25)	**(2.25)**
As at 31 March 2024	**37.86**	**305.04**	**275.54**	**618.44**
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**
Accumulated depreciation				
As at 01 April 2023	16.29	29.62	120.56	**166.47**
Depreciation charge for the year	6.96	3.23	36.45	**46.64**
Disposals/adjustments	-	-	(0.03)	**(0.03)**
As at 31 March 2024	**23.25**	**32.85**	**156.98**	**213.08**
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**
Net carrying amount as on 1 April 2023	**14.55**	**275.42**	**150.97**	440.94
Net carrying amount as on 31 March 2024	**14.61**	**272.19**	**118.56**	405.36
Net carrying amount as on 31 March 2025	**14.74**	**268.96**	**173.79**	457.49

The Group has not revalued its right-of-use assets during each reporting year.

The aggregate depreciation expense on ROU assets is included under depreciation and amortisation expense in the Consolidated Statement of Profit and Loss.

The following is the break-up of current and non-current lease liabilities:

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Non-current lease liabilities	146.07	110.43	140.70
Current lease liabilities	50.85	40.53	32.08
Total	**196.92**	**150.96**	**172.78**

The Group has taken building and vehicles on lease for an average lease term of 26 months to 60 months. Gross carrying value of leasehold land includes amounts which were paid upfront, at the commencement date of the lease along with relevant initial direct costs to acquire leasehold rights. The Group has entered into long term leases of around 95-99 years for land leases.

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(All amounts in INR Millions, unless otherwise stated)

The following is the movement in lease liabilities:

Particulars	Amount
As at 01 April 2023	172.78
Additions	12.40
Finance cost accrued during the year (Refer note 23)	13.92
Derecognised during the year	(1.26)
Payment of lease liabilities	(46.88)
Balance as at 31 March 2024	**150.96**
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)
Balance as at 31 March 2025	**196.92**

The table below provides details regarding the contractual maturities of lease liabilities of non-cancellable contractual commitments as on an undiscounted basis.

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Less than one year	65.08	52.37	45.54
One to five years	165.51	128.49	129.01
More than five years	5.10	1.22	41.92
	235.69	**182.08**	**216.47**

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The following are the amounts recognised in profit or loss:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Depreciation expense of right-of-use assets	48.21	46.64
Interest expense on lease liabilities (Refer note 23)	13.57	13.92
Expense relating to short-term leases (included in other expenses) (Refer note 25)	15.97	28.36
Total	**77.75**	**88.92**

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 2025 was Rs. 62.24 million and Rs. 46.88 million in 31 March 2024.

(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.

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Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)
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Notes to Consolidated Financial Statements for the year ended 31 March 2025
(All amounts in INR Millions, unless otherwise stated)

5 Intangible assets

Particulars	Computer Software
Deemed cost	
Gross carrying amount	
Opening gross carrying amount as on 1 April 2023	94.42
Additions	4.76
Disposals/Adjustments	(0.18)
Closing gross carrying amount as on 31 March 2024	**99.00**
Opening gross carrying amount as on 1 April 2024	99.00
Additions	2.65
Disposals/Adjustments	(0.03)
Closing gross carrying amount as on 31 March 2025	**101.62**
Accumulated amortisation	
Opening accumulated amortisation as on 1 April 2023	76.44
Amortisation charge for the year	6.30
Disposals	(0.18)
Closing accumulated amortisation as on 31 March 2024	**82.56**
Opening accumulated amortisation as on 1 April 2024	82.56
Amortisation charge for the year	6.25
Disposals	-
Closing accumulated amortisation as on 31 March 2025	**88.81**
Net carrying amount as on 1 April 2023	**17.98**
Net carrying amount as on 31 March 2024	**16.44**
Net carrying amount as on 31 March 2025	**12.81**

Notes:

1.) In respect of the subsidiaries, for transition to Ind AS, the Group has elected to continue with the carrying value of all of its intangible assets recognised as of 01 April 2023 measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

2.) No Intangible assets are pledged as security by the Group.

3.) There are no Intangible assets Under Development as at each reporting period.

4.) The Group has not revalued its Intangible Assets as on each reporting year and therefore Schedule III disclosure requirements with respect to fair value details is not applicable.

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(All amounts in INR Millions, unless otherwise stated)

6 Financial Assets

6(a) Investments

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Non-Current			
Investments at fair value through profit or loss			
(i) Investment in equity shares of other entity, unquoted			
Nil equity shares (31 March 2024: 869,300; 1 April 2023: 745,900) fully paid of Rs. 10 each in Maple Renewable Power Private Limited	-	8.70	7.46
(ii) Investment in equity shares of other entity, unquoted			
3,545 equity shares (31 March 2024: 3,545; 1 April 2023:Nil) fully paid of Rs. 53.03 each in Caparo Power Limited	0.19	0.19	-
(iii) Investment in equity shares of other entity, unquoted			
62,000 equity shares (31 March 2024:Nil; 1 April 2023:Nil) fully paid of Rs. 10 each in Yash Mera Resources Private Limited	3.10	-	-
Total	3.29	8.89	7.46

Aggregate amount of unquoted investments	3.29	8.89	7.46
Aggregate amount of impairment in the value of investments	-	-	-

6(b) Trade receivables

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Trade receivables from external parties	5,951.15	5,093.60	5,234.77
Trade receivables from related parties [Refer Note 28(c)]	973.75	563.81	452.67
Less: Allowance for expected credit loss	(52.59)	(59.79)	(55.62)
Total receivables	**6,872.31**	**5,597.62**	**5,631.82**
Break-up of security details:			
Unsecured, considered good	6,872.31	5,597.62	5,631.82
Trade receivables which have a significant increase in credit risk	45.13	44.17	38.68
Trade receivables - credit impaired	7.46	15.62	16.94
Total	**6,924.90**	**5,657.41**	**5,687.44**
Less: Allowance for expected credit loss	(52.59)	(59.79)	(55.62)
Total Trade receivables	**6,872.31**	**5,597.62**	**5,631.82**

The average credit period on sales of goods is 30-60 days

Trade Receivables Ageing (on the basis of due date of payment):

As at 31 March 2025

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade receivables – considered good	3,310.25	3,525.57	26.57	7.26	0.49	2.17	**6,872.31**
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	10.53	18.60	12.55	2.55	0.90	-	**45.13**
(iii) Undisputed Trade Receivables – credit impaired	-	0.46	0.88	3.58	1.42	1.12	**7.46**
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	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

As at 31 March 2024

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade receivables – considered good	2,305.39	3,213.21	63.91	9.19	0.55	5.37	**5,597.62**
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	4.87	12.23	14.28	12.14	0.65	-	**44.17**
(iii) Undisputed Trade Receivables – credit impaired	-	-	1.70	8.65	3.44	1.83	**15.62**
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	2,310.26	**3,225.44**	**79.89**	**29.98**	**4.64**	**7.20**	5,657.41
Less: Expected credit loss allowance							(59.79)
							5,597.62

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(All amounts in INR Millions, unless otherwise stated)

As at 1 April 2023

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade receivables – considered good	2,196.58	3,418.74	9.29	4.99	1.61	0.61	5,631.82
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	3.14	12.56	9.14	13.26	0.43	0.15	38.68
(iii) Undisputed Trade Receivables – credit impaired	-	-	0.82	11.46	4.01	0.65	16.94
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	2,199.72	3,431.30	19.25	29.71	6.06	1.41	5,687.44
Less: Expected credit loss allowance							(55.62)
							5,631.82

Notes:
(1) Refer Note 30 for allowance for expected credit loss.
(2) Refer Note 28(c) for balances due from related parties.

6(c) Cash and cash equivalents

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Balances with scheduled banks			
- in current accounts	1,009.22	1,421.70	2,433.61
Bank deposits with original maturity less than 3 months	1,849.76	409.03	1,681.15
Total	2,858.98	1,830.73	4,114.76

6(d) Bank balances other than 6(c) above

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Bank deposits held as margin money with originaly maturity less than 12 months	1.55	0.22	2.88
Bank deposits with original maturity more than 3 months but less than 12 months	1.81	5.61	9.60
Total	3.36	5.83	12.48

6(e) Loans

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Non-Current			
Loan to employees	2.64	3.16	3.05
Total	2.64	3.16	3.05
Current			
Loan to employees	4.75	10.35	11.10
Total	4.75	10.35	11.10

6(f) Other financial assets

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Non-Current			
At amortised cost			
Unsecured, considered good			
Security deposits	82.73	69.66	59.54
Deposits with original maturity more than 12 months (including accrued interest)	26.80	2.40	5.15
Other receivables (Refer note 40)	8,312.20	2,559.03	2,559.03
Total	8,421.73	2,631.09	2,623.72
Current			
At amortised cost			
Unsecured, considered good			
Interest accrued on bank deposits	10.42	2.46	3.94
Interest accrued on loans	1.02	0.71	-
Security deposits	0.13	5.14	5.52
Export incentive recoverable	5.96	1.46	2.51
Deposits held as margin money with originaly maturity of more than 12 months (including accrued interest)	1.64	5.00	-
Receivable from related party*	93.32	39.35	23.96
Unbilled revenue (Refer note 18)	244.22	129.08	412.32
Claims recoverable	10.51	0.69	0.75
Total	367.22	183.89	449.00

* Includes amount of Rs.73.81 Millions relating to Initial Public Offer related expenses incurred during the year ended 31 March 2025 which the Company will recover from the Selling Shareholders.

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Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)
CIN No. : U29308TN2018FTC126510
Notes to Consolidated Financial Statements for the year ended 31 March 2025
(All amounts in INR Millions, unless otherwise stated)

7 Deferred tax assets (net)

Particulars	Opening as at 01 April 2023	Recognised in Statement of Profit and Loss	Recognised in OCI	Closing balance as at 31 March 2024
Deferred tax assets				
Unabsorbed depreciation	6.35	9.91	-	16.26
Provision for employee benefits	83.89	(4.21)	8.76	88.43
Provision for doubtful advances and expected credit loss	69.36	(7.12)	-	62.24
Provision for Inventory obsolence	36.05	(2.30)	-	33.75
Demerger expenses	3.60	(3.60)	-	-
MAT Credit	15.63	(15.63)	-	-
Lease Liabilities	12.33	(1.93)	-	10.40
Others	22.89	42.67	-	65.56
	250.10	**17.79**	**8.76**	**276.64**
Deferred tax liabilities				
Property, plant and equipment and Intangible assets on account of difference in Written Down Value (WDV)	160.67	(5.58)	-	155.09
Right of Use Assets	10.97	(2.30)	-	8.67
	171.64	**(7.88)**	**-**	**163.76**
Net Deferred tax assets / (liabilities)	**78.46**	**25.67**	**8.76**	**112.88**

Closing Balance as on 31 March 2024 disclosed as:

Deferred tax asset	122.97
Deferred tax liability	(10.09)
	112.88

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
MAT Credit	-	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

8 Current Tax Assets (Net)

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Current Tax Assets (Net)	183.20	221.94	331.59
Total	183.20	221.94	331.59

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(All amounts in INR Millions, unless otherwise stated)

9 Other Non current Assets

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Amount paid under protest	6.98	6.98	6.59
Capital advances	39.05	69.16	112.36
Prepaid expenses	2.60	3.88	0.82
Balances with government authorities	0.08	0.06	1.61
Excess of fund payment over gratuity liability	0.78	-	-
Others (includes excess CSR spent, advances, etc.)	27.95	17.34	17.25
Total	77.44	97.42	138.63

10 Inventories (**Valued** at lower of cost and net realisable value)

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Raw materials and components (includes stock in transit of Rs. 513.58 Million (31 March 2024: Rs. 1,151.90 Million, 1 April 2023 Rs.1,123.30 Million)	1,821.70	2,317.01	2,789.41
Work-in-progress	422.06	423.68	434.52
Finished Goods (includes stock in transit of Rs. 101.18 Million (31 March 2024: Rs.105.19 Million, 1 April 2023: Rs.119.13 Million)	348.91	399.26	520.72
Stores and spares (includes stock in transit of Rs. Nil (31 March 2024: Nil, 1 April 2023: Rs.1.28 Million)	136.47	97.29	116.18
Stock-in-trade (includes stock in transit of Rs. 9.21 Million (31 March 2024: Rs.15.10 Million, 1 April 2023: Rs.1.28 Million)	40.17	40.41	71.36
Packing Material	7.96	15.79	16.62
Total	2,777.27	3,293.44	3,948.81

The cost of inventories recognised as an expense includes Rs.8.03 million (31 March 2024: 10.70 million) in respect of write-downs of inventory to net realisable value.

11 Other current assets

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Prepaid expenses	52.80	63.35	57.13
Advance to employees			
-Considered good	2.10	2.90	2.32
Advance to suppliers			
-Considered good	268.34	633.52	242.18
-Considered doubtful	10.19	29.94	30.90
	278.53	663.46	273.08
Less: Provision for doubtful advances	(10.19)	(29.94)	(30.90)
	268.34	633.52	242.18
Balances with government authorities*			
-Considered good	46.72	204.37	141.20
-Considered doubtful	14.06	11.42	8.89
	60.78	215.79	150.09
Less: Provision for doubtful advances	(14.06)	(11.42)	(8.89)
	46.72	204.37	141.20
Export incentive recoverable	4.44	3.14	1.01
Others	12.95	6.58	4.52
Total	387.35	913.86	448.36

*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 31 March 2025	As at 31 March 2024	As at 1 April 2023
Authorised share capital			
780,050,000 Equity shares of Rs. 10 each (780,050,000 Equity shares of Rs. 10 each as at 31 March 2024, 1 April 2023)	7,800.50	7,800.50	7,800.50
	7,800.50	7,800.50	7,800.50
Issued, subscribed and fully paid share capital			
403,604,310 Equity shares of Rs. 10 each (214,088,829 Equity shares of Rs. 10 each as at 31 March 2024, 313,406,120 Equity shares of Rs. 10 each as at 1 April 2023)	4,036.04	2,140.89	3,134.06
	4,036.04	2,140.89	3,134.06

(i) Movements in share capital

Particulars	Number of shares	Amount
As at 01 April 2023	313,406,120	3,134.06
Movement during the year	(99,317,291)	(993.17)
As at 31 March 2024	214,088,829	2,140.89
Movement during the year (refer note 40)	189,515,480	1,895.15
As at 31 March 2025	403,604,309	4,036.04

Terms/rights attached to equity shares

Equity Shares: The Company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(ii) Shares held by holding company and subsidiaries of holding company

Name of the shareholder	As at 31 March 2025		As at 31 March 2024		As at 1 April 2023	
	Number of shares	% holding	Number of shares	% holding	Number of shares	% holding
Equity Shares of Rs.10 each fully paid:						
Tenneco Mauritius Holdings Limited, the Holding Company	344,808,654	85.43%	198,684,964	92.80%	290,851,410	92.80%
Tenneco Mauritius Limited	26,734,261	6.62%	15,403,865	7.20%	22,554,710	7.20%
Federal-Mogul Pty Limited	14,478,794	3.59%	-	-	-	-
Federal-Mogul Investment B V	10,607,654	2.63%	-	-	-	-
Tenneco LLC (formerly known as Tenneco Inc, upto 29 April 2025)	6,974,946	1.73%	-	-	-	-

(iii) Details of shares held by shareholders holding more than 5% of the shares in the Company

Name of the shareholder	As at 31 March 2025		As at 31 March 2024		As at 1 April 2023	
	Number of shares	% holding	Number of shares	% holding	Number of shares	% holding
Equity shares of Rs.10 each fully paid						
Tenneco Mauritius Holdings Limited, the Holding Company	344,808,654	85.43%	198,684,964	92.80%	290,851,410	92.80%
Tenneco Mauritius Limited	26,734,261	6.62%	15,403,865	7.20%	22,554,710	7.20%

(iv) Others

(a) Pursuant to the order dated 20 April 2021, for approval of reduction in share capital of the Company by the Hon'ble National Company Law Tribunal, Chennai, the paid up share capital of the Company has been reduced from Rs. 7,777.1 million divided into 777,713,120 equity shares of Rs. 10/- each to Rs. 3,134.1 million divided into 313,406,120 equity shares of Rs. 10/- each (refer note 44)

(b) Pursuant to the order dated 23 November 2023, for approval of reduction in share capital of the Company by the Hon'ble National Company Law Tribunal, Chennai, the paid up share capital of the Company has been reduced from Rs. 3,134.1 million divided into 313,406,120 equity shares of Rs. 10/- each to Rs. 2,140.9 million divided into 214,088,829 equity shares of Rs. 10/- each (refer note 44)

(c) Pursuant to share swap agreements dated 25 March 2025 between the Company and the shareholders of Tenneco Automotive India Private Limited, Federal-Mogul Ignition Products India Limited, Federal Mogul Sealings India Limited and Federal Mogul Bearings India Limited (hereinafter referred to as the subsidiaries), the Company acquired control of these subsidiaries in exchange for issue of its own equity shares and accordingly issued an aggregate of 189,515,480 equity shares of the Company having a face value of Rs 10/- (Rupees Ten) per equity share by the Company at a price of Rs. 208.85 per equity share. (refer note 40)

(v) Disclosure of Shareholding of Promoters*

Name of the shareholder	As at 31 March 2025		As at 31 March 2024		As at 1 April 2023	
	Number of shares	% holding	Number of shares	% holding	Number of shares	% holding
Equity shares of Rs. 10 each fully paid						
Tenneco Mauritius Holdings Limited, the Holding Company	344,808,654	85.43%	198,684,964	92.80%	290,851,410	92.80%
Tenneco Mauritius Limited	26,734,261	6.62%	15,403,865	7.20%	22,554,710	7.20%

*Promoter here means Promoter defined under Companies Act, 2013.

Note: The Company has identified Tenneco Mauritius Holdings Limited, Tenneco Mauritius Limited, Federal-Mogul Pty Limited, Federal-Mogul Investment B V and Tenneco LLC (formerly known as Tenneco Inc, upto 29 April 2025) as 'Promoters' in line with the definition provided under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") vide its resolution passed in the Board meeting dated 15 May 2025.

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Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)
CIN No. : U29308TN2018FTC126510
Notes to Consolidated Financial Statements for the year ended 31 March 2025
(All amounts in INR Millions, unless otherwise stated)

12(b) Other equity

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Securities Premium	765.92	769.66	769.66
Retained Earnings	7,727.18	6,338.43	7,967.56
Capital Reserve	3.84	3.84	(338.33)
Capital Reserve on Business Combination under Common Control	3,544.28	(1,370.19)	(1,370.19)
Deemed Equity Contribution from Parent Company	21.79	21.79	21.79
Capital Redemption Reserve	0.65	0.65	0.65
Share Application Money Pending Allotment	-	1,895.15	1,895.15
Total Reserves and Surplus	**12,063.66**	**7,659.33**	**8,946.29**

(i) Securities Premium

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Balance as at the beginning of the year	769.66	769.66	769.66
Less: Share issue expenses	(3.74)	-	-
Balance as at the end of the year	765.92	769.66	769.66

Note: Pursuant to the Share Swap agreement, the Company has issued 189,515,480 New Equity Shares during the year ended 31 March 2025. The Company has incurred Rs. 3.74 million for issue of such shares and the same is adjusted against securities premium.

(ii) Retained earnings:

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Balance as at the beginning of the year	6,338.43	7,967.56	6,900.76
Profit for the year	5,520.63	4,166.56	3,810.79
Remeasurement loss (net of taxes)	(38.46)	(6.00)	(1.60)
Utilisation for buyback of shares	-	(198.63)	-
Stock compensation	-	-	61.89
Dividend paid	(4,092.42)	(5,589.06)	(2,804.28)
Balance as at the end of the year	7,727.18	6,338.43	7,967.56

(iii) Capital Reserve

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Balance as at the beginning of the year	3.84	(338.33)	(338.33)
Adjusted against capital reduction (Refer note 44).	-	342.17	-
Balance as at the end of the year	3.84	3.84	(338.33)

(iv) Capital Reserve on Business Combination under Common Control

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Balance as at the beginning of the year	(1,370.19)	(1,370.19)	(1,370.19)
Adjustment for sale of investment by subsidiary (Refer note 40)	4,914.47	-	-
Balance as at the end of the year	3,544.28	(1,370.19)	(1,370.19)

(v) Deemed Equity Contribution from Parent Company

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Balance as at the beginning of the year	21.79	21.79	21.79
Movement during the year	-	-	-
Balance as at the end of the year	21.79	21.79	21.79

(vi) Share Application Money Pending Allotment

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Balance as at the beginning of the year	1,895.15	1,895.15	1,895.15
Add: movement during the year	(1,895.15)	-	-
Balance as at the end of the year	-	1,895.15	1,895.15

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(All amounts in INR Millions, unless otherwise stated)

(vii) Capital Redemption Reserve

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Balance as at the beginning of the year	0.65	0.65	0.65
Add: movement during the year	-	-	-
Balance as at the end of the year	**0.65**	**0.65**	**0.65**

(viii) Stock Compensation Reserve

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Balance as at the beginning of the year	-	-	55.40
Add: Share based payments (refer note 22)			6.49
Less: Transfer to retained earnings on cancellation of RSU plan	-	-	(61.89)
Balance as at the end of the year	-	-	-

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 44 in relation to the approval of the capital reduction scheme and its consequent impact on the capital reserve.

(iv) Capital Reserve on Business Combination under Common Control:

The assets and liabilities of the acquired entities are reflected at their carrying amounts. The difference between the amount of consideration paid / payable and the net assets taken over further adjusted for harmonization of the accounting policies, has been transferred to Capital reserve on business combination under common control. Refer note 40.

(v) Deemed Equity Contribution from Parent Company:

Deemed Equity Contribution from Parent Company reserve is used to recognise the grant date fair value of Restricted Stock Units (RSUs) issued to employees by Tenneco LLC under 'Tenneco Inc.' Restricted Stock Units (RSUs) plan (Refer Note 33).

(vi) Share Application Money Pending Allotment:

Pursuant to the Share Swap agreement, the Company has issued 189,515,480 New Equity Shares during the year ended 31 March 2025. The effect of the Share Swap agreement is given in accordance with Appendix C of Ind AS 103 and comparative financial years . Therefore, 189,515,480 Equity Shares (being additional number of equity shares) has been disclosed as share application money pending allotment in comparative years. Please Refer Note 40 for details.

(vii) Capital Redemption Reserve

Capital redemption reserve is the accumulation of profit on forfeiture of preference shares.

(viii) Stock Compensation Reserve

Stock compensation reserve is used to recognise the grant date fair value of Restricted Stock Units (RSUs) issued to employees by Tenneco LLC under 'Tenneco Inc.' Restricted Stock Units (RSUs) plan. Refer note 33.

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Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)
CIN No. : U29308TN2018FTC126510
Notes to Consolidated Financial Statements for the year ended 31 March 2025
(All amounts in INR Millions, unless otherwise stated)

13. Financial Liabilities

13(a) Trade Payables

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Dues of micro enterprises and small enterprises (Refer note below)	1,201.27	1,218.91	1,419.26
Dues of creditors other than micro enterprises and small enterprises	6,248.31	5,815.79	6,615.54
Dues of related parties [Refer Note 28(c)]	974.63	1,696.96	907.78
Total	8,424.21	8,731.66	8,942.58

Trade Payables Ageing:

As at 31 March 2025

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled	Not due	Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	
i) MSME	-	878.99	319.03	1.52	0.44	0.98	**1,201.27**
(ii) Others	1,020.41	1,524.65	4,645.35	15.77	6.05	10.71	**7,222.94**
iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv)Disputed dues - Others	-	-	-	-	-	-	-
Total	**1,020.41**	**2,403.64**	**4,964.38**	**17.59**	**6.49**	**11.69**	**8,424.21**

As at 31 March 2024

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled	Not due	Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	
i) MSME	-	782.86	432.12	1.54	1.26	1.13	**1,218.91**
(ii) Others	497.30	1,156.38	5,811.64	22.48	13.55	10.24	**7,511.49**
iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv)Disputed dues - Others	-	-	1.26	-	-	-	**1.26**
Total	**497.30**	**1,939.24**	**6,244.92**	**24.02**	**14.81**	**11.37**	**8,731.66**

As at 1 April 2023

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled	Not due	Less than 1 Years	1-2 Years	2-3 Years	More than 3 Years	
i) MSME	-	72.35	1,343.38	2.29	0.57	0.67	**1,419.26**
(ii) Others	181.04	349.16	6,846.43	73.41	28.62	44.66	**7,523.32**
iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv)Disputed dues - Others	-	-	-	-	-	-	-
Total	**181.04**	**421.51**	**8,189.81**	**75.70**	**29.19**	**45.33**	**8,942.58**

The average credit period on purchases is 30-90 days
For explanations on the Group's liquidity risk management processes Refer Note 30
Trade payables from related parties are disclosed separately under Note 28

Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

On the basis of confirmation obtained from suppliers who have registered themselves under the Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act, 2006) and based on the information available with the Group, the following are the details:

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
a. The principal amount remaining unpaid as at the end of year	1,201.27	1,218.91	1,419.26
b. Interest due on above principal and remaining unpaid as at the end	0.16	3.12	0.87
c. The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	5.27	9.17	-
d. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	34.48	50.01	33.01
e. The amount of interest accrued and remaining unpaid at the end of each accounting year; and	147.36	121.54	97.01
f. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	4.09	6.50	17.44

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(All amounts in INR Millions, unless otherwise stated)

13(b) Lease Liabilities

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Non-current	146.07	110.43	140.70
Current	50.85	40.53	32.08
Total	196.92	150.96	172.78

13(c) Current Borrowings

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
At amortised cost			
Secured			
Factored receivable	-	-	89.12
Loans repayable on demand from Banks	-	-	50.60
Total	-	-	139.72

Note:
Factored receivables is secured by first charge on trade receivable subject to factoring arrangement. Loans repayable on demand from Banks are secured by receivables, inventories and movable tangible assets.

13(d) Vendor Bill financing

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Vendor Bill financing	503.44	481.32	518.26
Total	503.44	481.32	518.26

Note:
Vendor bill financing refers to the balances payable to the banks post suppliers discounting their invoices under supplier financing arrangements. This facility is to enable select vendors to receive early payment for their invoices directly from the bank and the Group makes the payments within the due dates agreed with the supplier and there are no special guarantees to secure the payments to be made.

13(e) Other financial liabilities

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
At amortised cost			
Capital creditors	73.23	81.68	131.70
Security deposits	1.67	1.32	1.53
Others	13.00	8.70	7.31
Total	87.90	91.70	140.54

14 Other non-current liabilities

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Deferred income (tooling contracts) (Refer Note 18(d))	241.43	176.64	167.08
Total	241.43	176.64	167.08

15 Other current liabilities

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Statutory dues	406.96	396.35	490.44
Advance from customers (Refer Note 18(d))	346.33	248.96	252.63
Unspent corporate social responsibility (Refer Note 25(b))	-	1.17	-
Customer security deposit	2.21	2.43	8.58
Unearned revenue (Refer Note 18(d))	319.79	419.10	656.19
Payable to related party (Refer note 28(c))	12.19	-	-
Other liabilities	0.92	0.65	2.95
Total	1,088.40	1,068.66	1,410.79

16 Provisions

Particulars	As at 31 March 2025		As at 31 March 2024		As at 1 April 2023	
	Non Current	Current	Non Current	Current	Non Current	Current
Provision for employee benefits (Refer Note 36)						
Gratuity	195.67	20.70	146.62	19.48	112.24	22.98
Compensated absences	98.41	162.61	68.15	130.29	68.85	121.73
Provision for Warranty	-	141.92	-	158.67	-	213.52
Provision for regulatory matters	-	16.30	-	18.94	-	6.24
Provision for litigation related to labour law	7.89	-	7.89	-	8.22	-
Total	301.97	341.53	222.66	327.38	189.31	364.47

(All amounts in INR Millions, unless otherwise stated)

Provision for warranties

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Opening balance	158.67	213.52	157.01
Add: Provision made during the year	60.51	13.84	121.06
Less: Provision utilised during the year	(77.26)	(68.69)	(64.55)
Closing balance	**141.92**	**158.67**	**213.52**

Provision for regulatory matters

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Opening balance	18.94	6.24	5.33
Add: Provision made during the year	-	12.70	1.50
Less: Provision utilised during the year	(2.64)	-	(0.59)
Closing balance	**16.30**	**18.94**	**6.24**

Provision for litigation related to labour law

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Opening balance	7.89	8.22	7.22
Add: Provision made during the year	-	-	1.00
Less: Provision utilised during the year	-	(0.33)	-
Closing balance	**7.89**	**7.89**	**8.22**

17 Current Tax Liabilities (net)

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Current tax Liabilities (net of advance tax)	996.62	288.08	152.55
Total	**996.62**	**288.08**	**152.55**

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Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)
CIN No. : U29308TN2018FTC126510
Notes to Consolidated Financial Statements for the year ended 31 March 2025
(All amounts in INR Millions, unless otherwise stated)

18 Revenue from operations

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Sale of products		
Manufactured goods	47,348.37	53,355.59
Traded goods	390.45	435.83
Tool sales	144.28	127.49
	47,883.10	**53,918.91**
Sale of services		
Design and development services	216.55	212.25
Business support services	415.01	132.07
Information technology enabled services	94.77	154.60
Engineering services	89.54	75.83
	815.87	**574.75**
Other operating revenue		
Scrap sales	159.43	153.88
Export Incentives	45.90	28.58
	205.33	**182.46**
Total	**48,904.30**	**54,676.12**

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 exhaust treatment systems, mufflers, shock absorbers, struts,exhaust pipes, spark plugs, ignition coil, sealed beam and seal and other automotive components. Set out below is the disaggregation of the Group's revenue from contracts with customers:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Revenue from contracts with customers		
Sale of products and service		
Domestic	45,777.05	52,169.91
Export	2,921.92	2,323.75
Other operating revenue	205.33	182.46
Total revenue covered under Ind AS 115	**48,904.30**	**54,676.12**

c. Timing of revenue recognition

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Revenue from contracts with customers		
Revenue by time		
Revenue recognised at point in time	48,521.26	54,255.75
Services transferred over time	383.04	420.37
Total	**48,904.30**	**54,676.12**

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 31 March 2025	Year ended 31 March 2024
Contracted price with the customers	49,220.35	55,184.30
Reduction towards variables considerations (Discounts, rebates, refunds, credits, price concessions)	(316.05)	(508.18)
Revenue from contract with customers (as per restated profit and loss account)	**48,904.30**	**54,676.12**

Sf

(All amounts in INR Millions, unless otherwise stated)

f. Satisfaction of performance obligations

The Company's revenue is derived from the single performance obligation to transfer primarily its products under arrangements in which the transfer of control of the products and the fulfilment of the Company's performance obligation occur at the same time. Revenue from the sale of goods is recognized when the Company has transferred control of the goods to the buyer and the buyer obtains the benefits from the goods, the potential cash flows and the amount of revenue (the transaction price) can be measured reliably, and it is probable that the Company will collect the consideration to which it is entitled to in exchange for the goods.

Whether the customer has obtained control over the asset depends on when the goods are made available to the carrier or the buyer takes possession of the goods, depending on the delivery terms. Revenue is measured at the transaction price of the consideration received or receivable, the amount the Company expects to be entitled to.

Revenue from sale of services is recognised upon rendering the services based on agreements/ arrangements with the concerned parties. For fixed price contracts, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided overtime since the Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date.

g. Payment terms

The sale of goods is typically made under credit payment terms differing from customer to customer and ranges between 30-90 days (excluding transit days).

19 Other Income

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest income		
- On deposits with bank	63.67	147.36
- On unwinding of security deposit	0.54	1.09
- On financial assets at amortised cost	21.32	0.96
- On income tax refund	3.88	10.33
- On other than bank deposits	2.61	0.75
Management services (Refer note 28)	4.16	3.38
Liabilities written back	11.42	33.99
Gain on termination of lease	2.41	-
Dividend income (Refer note 19.1)	294.19	497.54
Miscellaneous income	5.95	2.36
Total	**410.15**	**697.76**

Note 19.1: This represents dividend income received by Tenneco Automotive India Private Limited from Motocare India Private Limited for the respective years prior to the share swap arrangement as explained in Note 40.

20 Cost of materials consumed

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Raw materials at the beginning of the year	2,317.01	2,789.41
Add : Purchases (net)	31,318.09	37,882.64
Less: Raw material at the end of the year	(1,821.70)	(2,317.01)
Total Cost of raw materials consumed	**31,813.40**	**38,355.04**

21 Change in inventories of finished goods, work-in progress and stock-in-trade

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Opening Balances		
Work in progress	423.68	434.52
Finished goods	399.26	520.72
Stock-in-trade	40.41	71.36
Total (A)	**863.35**	**1,026.60**
Closing Balances		
Work in progress	422.06	423.68
Finished goods	348.91	399.26
Stock-in-trade	40.17	40.41
Total (B)	**811.14**	**863.35**
(Increase) / Decrease in inventories (A-B)	**52.21**	**163.25**

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Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)
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Notes to Consolidated Financial Statements for the year ended 31 March 2025
(All amounts in INR Millions, unless otherwise stated)

22 Employee benefits expense

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Salaries, wages and bonus	2,515.59	2,046.00
Contribution to provident and other funds (Refer Note 36)	152.60	139.59
Gratuity expense	5.11	4.76
Workmen and staff welfare expenses	305.94	336.10
Total	**2,979.24**	**2,526.45**

23 Finance costs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest		
- on delayed payment of taxes	25.56	35.19
- on lease liability	13.57	13.92
- on factored receivables / borrowings	123.48	151.64
- on Inter-corporate deposits	-	0.13
- others	40.05	50.75
Total	**202.66**	**251.63**

24 Depreciation and amortisation expense

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Depreciation on property, plant and equipment (Refer Note 3(a))	977.26	982.99
Amortisation on intangible assets (Refer Note 5)	6.25	6.30
Amortisation on right of use asset (Refer Note 4)	48.21	46.64
Total	**1,031.72**	**1,035.93**

25 Other expenses

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Rent (Refer Note 4)	15.97	28.36
Rates and taxes	58.17	28.41
Power and fuel	484.22	457.45
Travelling expenses	185.44	135.01
Insurance	52.79	44.42
Stores and spares consumed	637.50	671.51
Packing Materials consumed	457.45	446.58
Sub-contracting expenses	865.60	908.04
Communication expenses	16.67	20.79
Printing and stationery	14.68	16.35
Professional and consultancy charges	203.95	128.18
Payment to auditors (Refer details (a) below)	19.23	26.24
Freight and Forwarding charges	332.65	357.37
Bad debts written off	13.16	0.04
Provision for expected credit loss	2.54	10.32
Provision for doubtful advances	(19.76)	0.25
Provision for doubtful balances with government authorities	2.65	2.53
Security Service charges	8.56	9.59
Exchange differences (net)	22.80	41.61
Corporate social responsibility expenses (refer note (b) below)	91.32	66.77
Management support charges (Refer Note 28)	189.02	357.17
Corporate support services (Refer Note 28)	70.52	62.93
Royalty expense (Refer Note 28)	1,102.74	2,574.47
Research and Development expense	66.86	113.24
Repairs and maintenance:		
- Buildings	37.08	27.06
- Plant and machinery	325.30	331.61
- Others	60.38	55.07
Loss on sale/disposal of property, plant and equipment	0.31	5.14
Provision for Warranty Expenses	59.02	5.95
Miscellaneous expenses	184.16	171.37
Total	**5,561.00**	**7,103.83**

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(All amounts in INR Millions, unless otherwise stated)

(a) Details of payment to auditors (excluding applicable taxes and out of pocket expenses)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
As auditor*:		
-Audit fee	6.89	18.42
-Tax audit fee	1.20	0.95
-Group reporting fee	0.70	0.85
-Reimbursement of expenses	0.68	0.26
-Other services	0.65	0.66
Total	**10.13**	**21.14**

*Note: The above fee of 31 March 2025 excludes the provision made towards IPO related expenses amounting to Rs. 5 million which will be recoverable from selling shareholders.

As component auditor:		
-Audit fee	6.80	4.80
-Other services	2.30	0.30
Total	**9.10**	**5.10**

(b) Expenditure towards Corporate Social Responsibility

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
a) Gross amount required to be spent by the Company as per Section 135 of Companies Act, 2013 during the year	91.32	66.77
b) Amount spent during the year	103.14	68.22

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**

Particulars	Year ended 31 March 2024		
	In cash	Yet to be paid in cash	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above*	67.05	1.17	68.22
	67.05	**1.17**	**68.22**

The company does not have ongoing projects as at 31 March 2025 and 31 March 2024.

Nature of CSR Activity

*The Company's Corporate social responsibility activities involve promotion of education, environment protection, protection of wild life and preventive healthcare.

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
(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

SP

Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)
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Notes to Consolidated Financial Statements for the year ended 31 March 2025
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26 Income tax expense

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Current tax	**1,878.16**	**1,354.28**
- Current tax expenses	1,878.16	1,354.28
Short Provision of tax relating to earlier years	9.85	34.57
Deferred tax credit	(91.28)	(25.67)
Income tax expense reported in the Statement of Profit and Loss	**1,796.73**	**1,363.18**

Income Tax relating to Other Comprehensive Income

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Remeasurement gain of defined benefit obligations	13.08	8.76
Income tax expense charged to Other Comprehensive Income	**13.08**	**8.76**

(b) Reconciliation of tax expense and the accounting profit multiplied by tax rate

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Accounting profit before income tax	**7,328.16**	**5,531.05**
India's statutory income tax rate	25.17%	25.17%
Computed Tax Expense	1,844.35	1,392.17
Tax effect on permanent non deductible expenses:		
Current tax relating to prior years	9.85	34.57
Effect of expenses/provision not deductible in determining taxable profit	45.76	48.94
Effect of unused tax losses and tax offsets not recognised as deferred tax assets	(3.55)	(1.81)
MAT credit adjustment	(17.83)	-
Dividend income	(74.04)	(125.22)
CSR expenditure	0.84	0.34
Others	(8.65)	14.19
Income tax expense reported in the Statement of Profit and Loss	**1,796.73**	**1,363.18**
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 since it is probable that the asset will be realised. The amount of unabsorbed depreciation on which deferred tax asset is recognised is Rs. 24.65 million. (31 March 2024: Rs.24.65 million; 31 March 2023: Rs.18.27 million.
Unabsorbed depreciation is allowed to be carried forward for an unlimited period as per the provisions of income Tax Act.

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Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)
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Notes to Consolidated Financial Statements for the year ended 31 March 2025
(All amounts in INR Millions, unless otherwise stated)

27 Earnings per Share

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Profit for the year as per Consolidated Statement of Profit and Loss attributable to the Owners of Parent	5,520.63	4,166.58
Weighted average number of equity shares for calculating basic and diluted EPS*	403,604,309	467,916,325
Face value of per equity share (Rs.)	10	10
Basic and Diluted Earnings per share (Rs.)	**13.68**	**8.90**

*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 1 April 2022	**313,406,120**		
Add: Movement on account of business combination (refer note 40)	189,515,480	365	
As at 31 March 2023	**502,921,600**		**502,921,600**
Less: Movement during the year (refer note 44(b))	(99,317,291)	129	
As at 31 March 2024	**403,604,309**		**467,916,325**
Movement during the year	-		
As at 31 March 2025	**403,604,309**		**403,604,309**

28 Related Party Disclosures

(a) Name of related parties and nature of relationship:

(i)

Description of relationship	Name of related parties
Immediate Parent Company:	Tenneco Mauritius Holdings Limited, Mauritius Tenneco Mauritius Holdings Limited, Mauritius is an indirect subsidiary of Tenneco LLC, Delaware which is owned through a set of holding entities by AP IX Pegasus Holdings L.P. Delaware. AP IX Pegasus Holdings L.P. Delaware is owned by certain funds which are managed and/or advised by affiliates of Apollo Global Management Inc.

(ii) Parties under common control with whom transactions have taken place during the year

Description of relationship	Name of related parties
Fellow Subsidiaries	Tenneco Mauritius Limited Federal-Mogul Pty Limited Federal-Mogul Investment B V Tenneco Automotive Europe BV., Belgium Tenneco Japan Ltd Tenneco GmbH Tenneco Emission Control (PTY) Ltd Monroe Czechia S.R.O., Czech Republic Tenneco Korea Ltd, South Korea Tenneco Automotive Polska Sp. Zoo Tenneco Silesia SP. Z.O.O Walker Exhaust (Thailand) Co., Ltd., Thailand Tenneco (Suzhou) Co., Ltd., China Shanghai Tenneco Exhaust System Co., Ltd., China Tenneco (Suzhou) Emission System Co., Ltd., China Tenneco Zwickau GmbH Federal Mogul Motorparts LLC Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA) Tenneco Automotive Trading Company LLC (formerly known as Tenneco Automotive Trading Company) Tenneco Walker (U.K.) Ltd Federal-Mogul Sealing Systems GmbH Federal-Mogul Powertrain LLC Federal-Mogul Holding Ltd, Mauritius

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(All amounts in INR Millions, unless otherwise stated)

		Tenneco Automotive Portugal – Componentes para Automóvel Unipessoal, Lda. Federal - Mogul Italy S.r.l Federal-Mogul Bimet, S.A Motocare India Private Limited Federal-Mogul of South Africa (Propriety) Limited Federal-Mogul Goetze (India) Limited Federal-Mogul Wiesbaden GmbH, Germany Federal-Mogul Operations France S.A.S Federal-Mogul Shanghai Compound Material Co., Ltd Federal-Mogul Sejong Co., Ltd Federal-Mogul Sealing System (Nanchang) Co., Ltd., China Federal-Mogul Powertrain Italy Srl Federal Mogul Global Aftermarket EMEA BV Federal Mogul Yura (Qingdao) Ignition Co., Ltd Federal-Mogul de Mexico S. de RL de CV Federal-Mogul Holding Deutschland GmbH Yura Federal Mogul Sejong Ignition Limited Liability Company Advanced Suspension Technology LLC (formerly, DriV Automotive Inc.) Federal Mogul Ignition GmbH Tenneco Automotive Brazil Ltd Monroe Mexico S. de R. L de C.V Fric Rot S.A.I.C., Argentina Tenneco Automotive Eastern Europe Sp z. o. o. Tenneco Ride Control South Africa (PTY) Ltd., South Africa Tenneco (Beijing) Ride Control System Co. Ltd, China Tenneco (Changzhou) Ride Control System Co., Ltd., China Federal Mogul Coventry Limited, UK Tenneco (Suzhou) Ride Control Co., Ltd. China The Pullman Company LLC (formerly, The Pullman Company) Monroe Australia Pty Ltd Federal Mogul ignition Products SAS Driv Japan Ltd., Japan Federal-Mogul (China) Co., Ltd Tenneco Industria de Autopecas Ltda, Brazil (Merged with Tenneco Sistemas Automotivos Ltda w.e.f 6 February, 2024) Tenneco Sistemas Automotivos LTDA Federal-Mogul Motorparts (Singapore) Pte. Ltd Federal-Mogul Ignition LLC
(iii)	**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) Mahender Chhabra, Chief Financial Officer (w.e.f. June 05, 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)

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Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)
CIN No. : U29308TN2018FTC126510
Notes to Consolidated Financial Statements for the year ended 31 March 2025
(All amounts in INR Millions, unless otherwise stated)

28 Related Party Disclosures (contd...)

(b) Transactions during the year with the related parties:

Nature of transaction	Nature of related party relationship	Year ended 31 March 2025	Year ended 31 March 2024
(i) Sale of products			
Tenneco Japan Ltd	Fellow subsidiary	16.57	46.80
Tenneco Sistemas Automotivos LTDA	Fellow subsidiary	274.11	151.28
Tenneco Zwickau GmbH	Fellow subsidiary	22.61	0.01
Tenneco Automotive Polska Sp. Zoo	Fellow subsidiary	0.37	-
Tenneco GmbH	Fellow subsidiary	0.21	-
Tenneco (Suzhou) Emission System Co., Ltd., China	Fellow subsidiary	0.14	-
Federal Mogul Global Aftermarket EMEA BV	Fellow subsidiary	49.23	38.60
Yura Federal Mogul Sejong Ignition Limited Liability Company	Fellow subsidiary	0.32	-
Federal Mogul Motorparts LLC	Fellow subsidiary	2.15	2.53
Motocare India Private Limited	Fellow subsidiary	2,315.97	1,757.26
Federal-Mogul Goetze (India) Limited	Fellow subsidiary	10.17	1.27
Tenneco LLC	Controlling Party	3.73	8.77
Federal-Mogul Bimet, S.A	Fellow subsidiary	38.73	48.37
Federal-Mogul Wiesbaden GmbH, Germany	Fellow subsidiary	38.51	11.36
Federal-Mogul of South Africa (Propriety) Limited	Fellow subsidiary	52.68	35.64
Federal-Mogul Sejong Co., Ltd	Fellow subsidiary	13.98	24.08
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	67.96	45.60
Advanced Suspension Technology LLC (formerly, DriV Automotive Inc.)	Fellow subsidiary	26.13	73.00
Tenneco Automotive Europe BV., Belgium	Fellow subsidiary	15.00	50.33
Tenneco Ride Control South Africa (PTY) Ltd., South Africa	Fellow subsidiary	21.87	21.48
Tenneco Automotive Eastern Europe Sp z. o. o.	Fellow subsidiary	0.22	0.29
Monroe Mexico S. de R. L de C.V	Fellow subsidiary	3.58	64.05
Driv Japan Ltd., Japan	Fellow subsidiary	24.49	29.42
Tenneco Automotive Brazil Ltd	Fellow subsidiary	1.32	24.60
Fric Rot S.A.I.C., Argentina	Fellow subsidiary	22.26	12.95
Tenneco Automotive Trading Company LLC (formerly known as Tenneco Automotive Trading Company)	Fellow subsidiary	-	1.56
Federal-Mogul Motorparts (Singapore) Pte. Ltd	Fellow subsidiary	2.14	-
Federal-Mogul Ignition LLC	Fellow subsidiary	45.07	55.25
		3,069.92	2,504.50
(ii) Sale of services			
Tenneco (Suzhou) Emission System Co., Ltd., China	Fellow subsidiary	13.95	20.30
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	68.94	19.67
Tenneco Sistemas Automotivos LTDA	Fellow subsidiary	5.18	0.58
Tenneco GmbH	Fellow subsidiary	10.31	8.63
Shanghai Tenneco Exhaust System Co., Ltd., China	Fellow subsidiary	6.58	7.17
Federal-Mogul Goetze (India) Limited	Fellow subsidiary	10.66	-
Tenneco LLC	Controlling Party	94.77	154.60
Federal-Mogul Powertrain LLC	Fellow subsidiary	219.45	-
Federal Mogul Motorparts LLC	Fellow subsidiary	5.41	-
Tenneco Japan Ltd	Fellow subsidiary	1.48	-
		436.73	210.95
(iii) Purchase of goods			
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	2.88	0.89
Tenneco Japan Ltd	Fellow subsidiary	-	0.42
Tenneco Automotive Polska Sp. Zoo	Fellow subsidiary	31.79	28.83
Tenneco Sistemas Automotivos LTDA	Fellow subsidiary	-	13.50
Tenneco (Suzhou) Emission System Co., Ltd., China	Fellow subsidiary	15.52	13.90
Tenneco (Suzhou) Co., Ltd., China	Fellow subsidiary	1.05	0.73
Tenneco Silesia SP. Z.O.O	Fellow subsidiary	22.97	38.13
Tenneco Zwickau GmbH	Fellow subsidiary	0.17	-
Tenneco Automotive Europe BV., Belgium	Fellow subsidiary	192.77	118.85
Tenneco Ride Control South Africa (PTY) Ltd., South Africa	Fellow subsidiary	4.24	3.22
Advanced Suspension Technology LLC (formerly, DriV Automotive Inc.)	Fellow subsidiary	2.49	9.49
Monroe Czechia S.R.O., Czech Republic	Fellow subsidiary	0.34	0.90
Tenneco (Changzhou) Ride Control System Co., Ltd., China	Fellow subsidiary	1.57	0.20
Tenneco Automotive Brazil Ltd	Fellow subsidiary	2.49	2.21
Driv Japan Ltd., Japan	Fellow subsidiary	-	0.28
Tenneco (Suzhou) Ride Control Co., Ltd. China	Fellow subsidiary	0.07	2.64
Tenneco Automotive Eastern Europe Sp z. o. o.	Fellow subsidiary	1.10	0.45
Federal Mogul Coventry Limited, UK	Fellow subsidiary	2.96	3.40
The Pullman Company LLC (formerly, The Pullman Company)	Fellow subsidiary	-	1.67
		282.41	239.71

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(All amounts in INR Millions, unless otherwise stated)

28 Related Party Disclosures (contd...)

(b) Transactions during the year with the related parties:

Nature of transaction	Nature of related party relationship	Year ended 31 March 2025	Year ended 31 March 2024
(iv) Purchase of services			
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	0.11	4.71
Tenneco Automotive Polska Sp. Zoo	Fellow subsidiary	2.92	4.27
Tenneco GmbH	Fellow subsidiary	10.75	20.20
Shanghai Tenneco Exhaust System Co., Ltd., China	Fellow subsidiary	3.41	1.69
Tenneco Automotive Europe BV., Belgium	Fellow subsidiary	0.24	-
Tenneco Japan Ltd	Fellow subsidiary	-	1.37
Federal-Mogul Goetze (India) Limited	Fellow subsidiary	4.50	-
Tenneco Silesia SP. Z.O.O	Fellow subsidiary	0.96	-
		22.89	**32.24**
(v) Royalty Expenses			
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	1,003.04	2,373.67
Tenneco GmbH	Fellow subsidiary	-	101.06
Federal-Mogul Powertrain LLC	Fellow subsidiary	99.70	99.74
		1,102.74	**2,574.47**
(vi) Management support charges			
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	169.60	339.22
Tenneco LLC	Controlling Party	19.42	17.95
		189.02	**357.17**
(vii) Management services (income)			
Federal Mogul Powertrain LLC	Fellow subsidiary	4.00	1.95
Federal Mogul Ignition GmbH	Fellow subsidiary	-	0.41
Advanced Suspension Technology LLC (formerly, DriV Automotive Inc.)	Fellow subsidiary	0.16	0.57
Federal-Mogul Goetze (India) Limited	Fellow subsidiary	-	0.45
		4.16	**3.38**
(viii) Reimbursement of expenses paid			
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	17.04	9.76
Tenneco Automotive Polska Sp. Zoo	Fellow subsidiary	0.52	0.31
Tenneco Automotive Europe BV., Belgium	Fellow subsidiary	-	0.51
Federal-Mogul Goetze (India) Limited	Fellow subsidiary	2.40	2.40
Tenneco Silesia SP. Z.O.O	Fellow subsidiary	-	0.36
Driv Japan Ltd., Japan	Fellow subsidiary	2.26	-
Fric Rot S.A.I.C., Argentina	Fellow subsidiary	0.80	-
Federal-Mogul Powertrain LLC	Fellow subsidiary	60.87	-
		83.89	**13.34**
(ix) Reimbursement of expenses received			
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	-	7.87
Federal Mogul Motorparts LLC	Fellow subsidiary	-	0.45
Tenneco GmbH	Fellow subsidiary	-	0.62
Tenneco Japan Ltd	Fellow subsidiary	-	3.64
Tenneco Silesia SP. Z.O.O	Fellow subsidiary	-	0.29
Federal-Mogul Holding Ltd. Mauritius	Fellow subsidiary	-	0.32
Federal-Mogul Goetze (India) Limited	Fellow subsidiary	3.09	13.93
Federal Mogul Yura (Qingdao) Ignition Co., Ltd	Fellow subsidiary	-	0.18
Federal-Mogul Powertrain LLC	Fellow subsidiary	36.19	66.84
Advanced Suspension Technology LLC (formerly, DriV Automotive Inc.)	Fellow subsidiary	1.09	3.77
Federal Mogul Ignition GmbH	Fellow subsidiary	-	2.75
Federal-Mogul Sealing Systems GmbH	Fellow subsidiary	2.45	1.88
Tenneco LLC	Controlling Party	(1.31)	2.84
Federal-Mogul (China) Co., Ltd	Fellow subsidiary	1.34	1.34
Federal-Mogul Wiesbaden GmbH, Germany	Fellow subsidiary	3.59	0.05
Federal-Mogul of South Africa (Propriety) Limited	Fellow subsidiary	-	0.17
Motocare India Private Limited	Fellow subsidiary	-	9.84
Tenneco Automotive Europe BV., Belgium	Fellow subsidiary	0.61	-
Yura Federal Mogul Sejong Ignition Limited Liability Company	Fellow subsidiary	-	1.26
		47.05	**118.06**

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(All amounts in INR Millions, unless otherwise stated)

28 Related Party Disclosures (contd...)

(b) Transactions during the year with the related parties:

Nature of transaction	Nature of related party relationship	Year ended 31 March 2025	Year ended 31 March 2024
(x) Purchase of raw material, components and finished goods			
Federal Mogul Yura (Qingdao) Ignition Co., Ltd	Fellow subsidiary	54.24	36.63
Federal-Mogul de Mexico S. de RL de CV	Fellow subsidiary	38.28	41.77
Federal - Mogul Italy S.r.l	Fellow subsidiary	80.78	69.67
Federal Mogul Ignition Products SAS	Fellow subsidiary	0.08	0.07
Federal Mogul Ignition GmbH	Fellow subsidiary	1.25	1.60
Federal-Mogul Sealing System (Nanchang) Co., Ltd., China	Fellow subsidiary	0.13	1.75
Federal-Mogul Powertrain Italy Srl	Fellow subsidiary	29.27	18.08
Federal-Mogul Powertrain LLC	Fellow subsidiary	0.00	2.23
Federal-Mogul Sealing Systems GmbH	Fellow subsidiary	8.08	0.77
Tenneco LLC	Controlling Party	11.16	7.32
Federal-Mogul Bimet, S.A	Fellow subsidiary	74.03	58.85
Tenneco Sistemas Automotivos LTDA	Fellow subsidiary	0.00	0.36
Federal-Mogul Operations France S.A.S	Fellow subsidiary	4.76	7.52
Federal-Mogul Wiesbaden GmbH, Germany	Fellow subsidiary	10.36	31.80
Federal-Mogul Sejong Co., Ltd	Fellow subsidiary	455.27	442.64
Federal-Mogul Shanghai Compound Material Co., Ltd	Fellow subsidiary	356.84	330.19
Yura Federal Mogul Sejong Ignition Limited Liability Company	Fellow subsidiary	2.34	-
Federal Mogul Motorparts LLC	Fellow subsidiary	1.04	-
Federal-Mogul Ignition LLC	Fellow subsidiary	747.70	694.97
		1,875.61	1,746.22
(xi) Corporate support services			
Federal Mogul Holding Deutschland GmbH	Fellow subsidiary	70.52	62.93
		70.52	62.93
(xii) Purchases of Services/traded goods			
Federal-Mogul Powertrain LLC	Fellow subsidiary	0.80	3.56
Federal Mogul Motorparts LLC	Fellow subsidiary	0.32	-
		1.12	3.56
(xiii) Purchase of capital goods			
Tenneco GmbH	Fellow subsidiary	-	1.21
Tenneco Walker (U.K.) Ltd	Fellow subsidiary	-	1.59
Tenneco Automotive Portugal – Componentes para Automóvel Unipessoal, Lda.	Fellow subsidiary	-	2.24
Tenneco Emission Control (PTY) Ltd	Fellow subsidiary	-	2.69
Tenneco LLC	Controlling Party	2.59	4.40
Federal-Mogul Wiesbaden GmbH, Germany	Fellow subsidiary	-	1.03
Federal-Mogul Powertrain LLC	Fellow subsidiary	-	1.06
Advanced Suspension Technology LLC (formerly, DriV Automotive Inc.)	Fellow subsidiary	-	7.29
Monroe Australia Pty Ltd	Fellow subsidiary	-	11.60
Federal-Mogul Goetze (India) Limited	Fellow subsidiary	13.68	-
Federal Mogul Yura (Qingdao) Ignition Co., Ltd	Fellow subsidiary	1.26	-
Federal Mogul Ignition GmbH	Fellow subsidiary	1.48	-
		19.01	33.02
(xiv) Dividend paid			
Federal-Mogul Investment B V	Fellow Subsidiary	-	150.59
Tenneco LLC	Controlling Party	-	171.37
Tenneco Mauritius Holdings Limited	Immediate Parent Company	3,296.14	4,890.75
Tenneco Mauritius Limited	Fellow Subsidiary	255.71	378.46
Federal-Mogul Pty Ltd	Fellow Subsidiary	536.57	-
		4,092.42	5,591.17
(xv) Purchase of goods (Repairs and maintenance)			
Tenneco GmbH	Fellow subsidiary	-	0.71
		-	0.71
(xvi) Income from Business support services			
Tenneco LLC	Controlling Party	8.27	13.29
Tenneco Automotive Europe BV., Belgium	Fellow subsidiary	42.06	40.83
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	20.24	19.74
Federal Mogul Motorparts LLC	Fellow subsidiary	2.50	1.89
		73.07	75.75
(xvii) Dividend received			
Motocare India Private Limited	Fellow subsidiary	294.19	497.54
		294.19	497.54

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(All amounts in INR Millions, unless otherwise stated)

28 Related Party Disclosures (contd...)

(c) Amounts outstanding with related parties

Nature of outstanding	Nature of related party relationship	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
(i) Trade Payable				
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow Subsidiary	232.18	1,160.50	457.47
Monroe Czechia S.R.O., Czech Republic	Fellow Subsidiary	0.01	0.18	1.35
Tenneco GmbH	Fellow Subsidiary	0.20	4.70	55.55
Tenneco Japan Ltd	Fellow Subsidiary	-	0.05	0.17
Walker Exhaust (Thailand) Co., Ltd., Thailand	Fellow Subsidiary	-	-	0.06
Tenneco Automotive Polska Sp. Zoo	Fellow Subsidiary	4.00	11.10	11.57
Tenneco Emission Control (PTY) Ltd	Fellow Subsidiary	-	2.69	-
Tenneco (Suzhou) Co., Ltd., China	Fellow Subsidiary	0.32	0.10	0.22
Tenneco Silesia SP. Z.O.O	Fellow Subsidiary	2.61	7.94	17.20
Federal-Mogul Goetze (India) Limited	Fellow Subsidiary	3.66	5.54	5.01
Tenneco (Suzhou) Emission System Co., Ltd., China	Fellow Subsidiary	-	3.14	-
Tenneco Industria de Autopecas Ltda, Brazil	Fellow Subsidiary	-	-	0.01
Tenneco Zwickau GmbH	Fellow Subsidiary	-	-	0.32
Tenneco Automotive U.K. Ltd	Fellow Subsidiary	-	-	9.85
Federal Mogul Yura (Qingdao) Ignition Co., Ltd	Fellow Subsidiary	17.39	7.30	13.19
Federal Mogul Holding Deutschland GmbH	Fellow Subsidiary	70.52	14.86	-
Federal-Mogul de Mexico S. de RL de CV	Fellow Subsidiary	11.61	16.63	7.51
Federal - Mogul Italy S.r.l	Fellow Subsidiary	8.38	9.54	2.05
Federal Mogul Ignition Products SAS	Fellow Subsidiary	0.08	-	-
Federal-Mogul Powertrain LLC	Fellow Subsidiary	79.73	84.54	14.83
Federal Mogul Ignition GmbH	Fellow Subsidiary	1.48	0.04	0.53
Federal-Mogul Sealing System (Nanchang) Co., Ltd., China	Fellow Subsidiary	0.14	-	0.45
Federal-Mogul Powertrain Italy Srl	Fellow Subsidiary	30.31	10.29	1.97
Federal-Mogul Sealing Systems GmbH	Fellow Subsidiary	8.57	-	1.03
Tenneco LLC	Controlling Party	29.25	31.63	13.19
Federal-Mogul Bimet, S.A	Fellow Subsidiary	(0.15)	(2.52)	13.93
Federal-Mogul Operations France S.A.S	Fellow Subsidiary	1.11	2.32	1.17
Federal-Mogul Wiesbaden GmbH, Germany	Fellow Subsidiary	(38.32)	14.19	5.61
Federal-Mogul of South Africa (Propriety) Limited	Fellow Subsidiary	-	(15.13)	-
Tenneco Sistemas Automotivos LTDA	Fellow Subsidiary	(0.35)	(3.76)	0.31
Federal-Mogul Sejong Co., Ltd	Fellow Subsidiary	133.78	79.90	48.63
Federal-Mogul Shanghai Compound Material Co., Ltd	Fellow Subsidiary	142.47	114.40	56.60
Tenneco Automotive Europe BV., Belgium	Fellow Subsidiary	34.09	28.96	19.27
Advanced Suspension Technology LLC (formerly, DriV Automotive Inc.)	Fellow Subsidiary	2.31	1.73	2.90
Tenneco Automotive Eastern Europe Sp z. o. o.	Fellow Subsidiary	2.01	0.99	-
Tenneco Ride Control South Africa (PTY) Ltd., South Africa	Fellow Subsidiary	0.81	0.87	0.56
Driv Japan Ltd., Japan	Fellow Subsidiary	0.61	2.13	2.28
Tenneco Automotive Brazil Ltd	Fellow Subsidiary	0.36	0.96	0.53
Tenneco Korea Ltd, South Korea	Fellow Subsidiary	-	0.54	0.53
Tenneco (Changzhou) Ride Control System Co., Ltd., China	Fellow Subsidiary	1.20	0.10	-
Tenneco (Suzhou) Ride Control Co., Ltd. China	Fellow Subsidiary	0.02	-	1.87
Federal Mogul Coventry Limited, UK	Fellow Subsidiary	0.52	0.52	0.13
The Pullman Company LLC (formerly, The Pullman Company)	Fellow Subsidiary	-	-	5.59
Tenneco Mauritius Holdings Limited	Immediate Parent Company	42.20	-	-
Tenneco Mauritius Limited	Fellow Subsidiary	3.27	-	-
Federal Mogul Motorparts LLC	Fellow Subsidiary	1.33	-	-
Federal-Mogul Ignition LLC	Fellow Subsidiary	146.92	99.99	134.35
Total		**974.63**	**1,696.96**	**907.78**
(ii) Trade Receivable				
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow Subsidiary	105.91	18.98	32.36
Tenneco (Suzhou) Emission System Co., Ltd., China	Fellow Subsidiary	13.92	34.09	13.41
Tenneco GmbH	Fellow Subsidiary	1.55	1.57	0.12
Tenneco Japan Ltd	Fellow Subsidiary	17.95	2.24	37.36
Tenneco Automotive Polska Sp. Zoo	Fellow Subsidiary	-	-	0.16
Tenneco Industria de Autopecas Ltda, Brazil	Fellow Subsidiary	-	-	75.26

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(All amounts in INR Millions, unless otherwise stated)

28 Related Party Disclosures (contd...)

(c) Amounts outstanding with related parties

Nature of outstanding	Nature of related party relationship	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Shanghai Tenneco Exhaust System Co., China	Fellow Subsidiary	8.24	16.83	9.06
Federal-Mogul Sealing Systems GmbH	Fellow Subsidiary	1.18	0.24	5.81
Federal-Mogul Goetze (India) Limited	Fellow Subsidiary	5.41	0.89	4.38
Federal-Mogul Powertrain LLC	Fellow Subsidiary	213.55	3.89	34.40
Federal Mogul Global Aftermarket EMEA BV	Fellow Subsidiary	19.95	15.42	6.03
Yura Federal Mogul Sejong Ignition Limited Liability Company	Fellow Subsidiary	-	0.04	0.04
Federal Mogul Motorparts LLC	Fellow Subsidiary	2.36	7.73	4.34
Federal Mogul Yura (Qingdao) Ignition Co., Ltd	Fellow Subsidiary	-	0.07	0.07
Federal Mogul Holding Deutschland GmbH	Fellow Subsidiary	7.82	7.82	5.57
Motocare India Private Limited	Fellow Subsidiary	331.66	288.68	98.21
Federal Mogul Ignition GmbH	Fellow Subsidiary	-	0.05	-
Advanced Suspension Technology LLC (formerly, DriV Automotive Inc.)	Fellow Subsidiary	4.64	5.91	37.99
Federal-Mogul (China) Co., Ltd	Fellow Subsidiary	0.93	0.79	0.39
Federal-Mogul Powertrain Solutions India Private Limited	Fellow Subsidiary	-	0.23	0.23
Tenneco LLC	Controlling Party	13.46	11.97	18.05
Tenneco Automotive Europe BV., Belgium	Fellow Subsidiary	24.46	30.98	19.50
Tenneco Automotive Trading Company LLC (formerly known as Tenneco	Fellow Subsidiary	-	-	1.77
Federal-Mogul Motorparts (Singapore) Pte. Ltd	Fellow Subsidiary	0.63	-	-
Tenneco Ride Control South Africa (PTY) Ltd., South Africa	Fellow Subsidiary	0.35	3.05	8.82
Monroe Mexico S. de R. L de C.V	Fellow Subsidiary	7.92	9.07	17.09
Driv Japan Ltd., Japan	Fellow Subsidiary	5.61	28.42	1.64
Tenneco Automotive Brasil Ltd., Brazil	Fellow Subsidiary	0.43	7.41	7.57
Fric Rot S.A.I.C., Argentina	Fellow Subsidiary	12.21	11.42	2.45
Tenneco Automotive Eastern Europe Sp z. o. o.	Fellow Subsidiary	0.06	0.09	0.20
Federal-Mogul of South Africa (Propriety) Limited	Fellow Subsidiary	8.69	-	-
Tenneco Zwickau GmbH	Fellow Subsidiary	15.02	-	-
Federal-Mogul Ignition LLC	Fellow Subsidiary	22.46	22.36	10.39
Tenneco Sistemas Automotivos LTDA		127.36	33.67	-
		973.75	**563.91**	**462.67**
(iii) Advances received				
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow Subsidiary	-	0.10	-
Federal Mogul Investment BV	Fellow Subsidiary	1.13	-	-
Federal Mogul Pty Ltd, Australia	Fellow Subsidiary	8.82	-	-
Tenneco LLC	Controlling Party	2.24	-	-
Federal Mogul Motorparts LLC	Fellow Subsidiary	0.16	-	-
		12.35	**0.10**	**-**
(iv) Advance paid				
Monroe Czechia S.R.O., Czech Republic	Fellow subsidiary	-	-	0.04
Tenneco (Suzhou) Emission System Co., Ltd., China	Fellow subsidiary	-	-	0.05
Shanghai Tenneco Exhaust System Co., China	Fellow subsidiary	0.11	0.11	0.20
Tenneco GmbH	Fellow subsidiary	-	0.43	-
Tenneco Automotive Operating Company LLC (formerly, Tenneco Automotive Operating Company Inc., USA)	Fellow subsidiary	41.01	-	-
		41.12	**0.54**	**0.29**
(v) Other receivables				
Advanced Suspension Technology LLC (formerly, DriV Automotive Inc.)	Fellow subsidiary	10.51	9.02	4.62
Federal Mogul Powertrain LLC	Fellow subsidiary	9.00	16.20	11.07
Federal Mogul Ignition GmbH	Fellow subsidiary	-	1.40	-
Federal Mogul Goetze (India) Limited	Fellow subsidiary	-	12.69	8.27
Federal-Mogul Motorparts India Limited (Refer note 40)		8,293.51	2,559.03	2,559.03
		8,313.02	**2,598.34**	**2,582.99**

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Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)
CIN No. : U29308TN2018FTC126510
Notes to Consolidated Financial Statements for the year ended 31 March 2025
(All amounts in INR Millions, unless otherwise stated)

28 Related Party Disclosures (contd...)

(c) Amounts outstanding with related parties

Nature of outstanding	Nature of related party relationship	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
(vi) Capital Creditors				
Tenneco Automotive Europe BV., Belgium	Fellow subsidiary	-	0.31	-
Tenneco Automotive Eastern Europe Sp z. o. o.	Fellow subsidiary	-	1.83	2.14
Advanced Suspension Technology LLC (formerly, DrIV Automotive Inc.)	Fellow subsidiary	-	0.47	11.32
		-	**2.61**	**13.46**
(vii) Loss allowance for trade receivables				
Loss allowance	Controlling Party/ Fellow subsidiary	10.92	12.10	1.02
		10.92	**12.10**	**1.02**

(d) Key Managerial Personnel ("KMP")*

Remuneration to KMP	Designation	Year ended 31 March 2025	Year ended 31 March 2024
Gangasagar Neminath Hemade	Director	48.94	27.25
Rishi Verma	Managing Director	54.72	22.02
Priya Dekate	Company Secretary	0.62	0.54
Nadella Phani Kishor Rao	Director	13.85	10.27
Digambar Jagannath Parkhi	Director	18.21	13.64
		136.34	**73.72**

* Key Managerial personnel who are under the employment of the Group are entitled to post-employment benefits and other long term employee benefits recognised as per Ind AS 19 'Employee benefits' in the financial statements. As these employee benefits are lump sums amounts are provided on the basis of actuarial valuation, the same is not included above, however the amount of post employment benefits paid to them as part of their full and final settlement are included in the remuneration. There are no termination benefits and share based payment made to the Key Managerial Personnel during the year.

(e) Funding arrangement:

(i) Federal-Mogul Sealings India Limited has availed unsecured loan of Rs. 150 million from the Parent repayable on demand during 31 March 2025 at 8.50% p.a. (31 March 2024: Rs Nil million; 31 March 2023: Rs 170 million). The loan outstanding as on 31 March 2025 is Rs. 305 million. (31 March 2024: Rs 155 million; 31 March 2023: Rs 170 million).

(ii) Federal-Mogul Sealings India Limited has availed unsecured loan of Rs. Nil million from Federal-Mogul Ignition Products India Limited repayable on demand during 31 March 2025 at 8.75% p.a. (31 March 2024: Rs 40 million; 31 March 2023: Rs 160 million). The loan outstanding as on 31 March 2025 is Rs. Nil million. (31 March 2024: Rs 200 million; 31 March 2023: Rs 160 million).

(f) Additional information:

(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) Related party transactions were made on terms equivalent to those that prevail in arm's length transactions.

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Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)
CIN No. : U29308TN2018FTC126510
Notes to Consolidated Financial Statements for the year ended 31 March 2025
(All amounts in INR Millions, unless otherwise stated)

29 Fair value disclosures

i) Fair values hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are classified into three Levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: quoted prices (unadjusted) in active markets for financial instruments.
Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.
Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

ii) Fair value of instruments measured at amortised cost

Cash and cash equivalents, other bank balances, trade receivables, other current financial assets, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Financial instruments by category

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Financial assets			
Measured at Amortised cost			
Loans	7.39	13.51	14.15
Trade receivables	6,872.31	5,597.62	5,631.82
Cash and cash equivalents	2,858.98	1,830.73	4,114.76
Other bank balances	3.36	6.83	12.48
Other financial assets	8,788.95	2,814.89	3,072.72
Measured at fair value through profit or loss			
Investment	3.29	8.89	7.46
Total	**18,534.28**	**10,271.47**	**12,853.39**

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Financial liabilities			
Measured at Amortised cost			
Trade payables	8,424.21	8,731.66	8,942.58
Borrowings	-	-	139.72
Lease Liabilities	196.92	150.96	172.78
Vendor Bill financing	503.44	481.32	518.26
Other financial liabilities	87.90	91.70	140.54
Total	**9,212.47**	**9,455.64**	**9,913.88**

iii) Level of Hierarchy	Level 2		
Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Financial assets			
Investments	3.29	8.89	7.46
Total	**3.29**	**8.89**	**7.46**

There have been no transfers between Level 1, Level 2 and Level 3 for year ended 31 March 2025, 31 March 2024 and 31 March 2023.

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(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 2025

Particulars	Not due	< 6 months	6 months to 1	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%

As at 31 March 2024

Particulars	Not due	< 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	> 3 years
Gross amount of trade receivables where no default (as defined above) has occurred	2,310.26	3,225.44	79.89	29.98	4.64	7.20
Expected credit loss(loss allowance provision)	4.87	12.23	15.98	20.80	4.09	1.82
Rate of expected credit loss (%)	0.21%	0.38%	20.01%	69.38%	88.15%	25.23%

As at 1 April 2023

Particulars	Not due	< 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	> 3 years
Gross amount of trade receivables where no default (as defined above) has occurred	2,199.72	3,431.30	19.25	29.71	6.05	1.41
Expected credit loss(loss allowance provision)	3.14	12.56	9.96	24.72	4.44	0.80
Rate of expected credit loss (%)	0.14%	0.37%	51.74%	83.19%	73.41%	56.83%

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(All amounts in INR Millions, unless otherwise stated)

Reconciliation of loss provision – lifetime expected credit losses

Particulars	Amount
Balance as at April 1, 2023	55.61
Movement in Expected credit loss allowance	4.17
Loss allowance as on 31 March 2024	59.78
Movement in Expected credit loss allowance	(7.18)
Loss allowance as on 31 March 2025	52.60

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 2025				
Trade payable	8,424.21	-	-	**8,424.21**
Lease liabilities	65.08	165.51	5.10	**235.69**
Vendor Bill financing	503.44	-	-	**503.44**
Other financial liabilities	87.90	-	-	**87.90**
Total	**9,080.63**	**165.51**	**5.10**	**9,251.24**

Particulars	Less than 1 year	1-5 years	More than 5 years	Total
31 March 2024				
Trade payable	8,731.66	-	-	**8,731.66**
Lease liabilities	52.37	128.49	1.22	**182.08**
Vendor Bill financing	481.32	-	-	**481.32**
Other financial liabilities	91.70	-	-	**91.70**
Total	**9,357.05**	**128.49**	**1.22**	**9,486.76**

Particulars	Less than 1 year	1-5 years	More than 5 years	Total
1 April 2023				
Trade payable	8,942.58	-	-	**8,942.58**
Lease liabilities	45.54	129.01	41.92	**216.47**
Borrowings	139.72	-	-	**139.72**
Vendor Bill financing	518.26	-	-	**518.26**
Other financial liabilities	140.54	-	-	**140.54**
Total	**9,786.64**	**129.01**	**41.92**	**9,957.57**

C) Market Risk

a) Foreign currency risk

The Group is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US Dollar, Euro and Chinese Yuan. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the functional currency of any of the Group. Considering the low volume of foreign currency transactions, the Group's exposure to foreign currency risk is limited and the Group hence does not currently use any derivative instruments or forward contracts to manage its exposure. Also, the Group does not use forward contracts and swaps for speculative purposes.

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Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)
CIN No. : U29308TN2018FTC126510
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(i) Foreign currency risk exposure:
The Group's exposure to foreign currency risk at the end of the reporting period are as follows

Particulars	Foreign currency	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Financial liabilities				
Trade payables	USD	9.17	18.57	7.36
	Equivalent in Rs. Millions	787.16	1,543.99	609.07
	EUR	4.25	20.26	19.31
	Equivalent in Rs. Millions	393.07	1,842.42	1,725.55
	GBP	0.02	0.05	0.03
	Equivalent in Rs. Millions	2.07	4.85	3.42
	CNY	8.75	9.37	3.95
	Equivalent in Rs. Millions	106.48	109.94	48.54
	ZAR	-	11.86	-
	Equivalent in Rs. Millions	-	2.69	-
	KRW	1,259.80	907.79	132.61
	Equivalent in Rs. Millions	78.34	56.10	8.34
Financial assets				
Trade receivables				
	USD	11.41	6.21	6.62
	Equivalent in Rs. Millions	974.57	514.04	544.56
	EUR	1.14	0.66	0.64
	Equivalent in Rs. Millions	104.75	59.27	56.88
	GBP	-	-	-
	Equivalent in Rs. Millions	-	-	0.02
EEFC Bank a/c				
	USD	1.73	0.85	3.20
	Equivalent in Rs. Millions	148.04	71.15	248.51
	EUR	0.04	0.18	0.20
	Equivalent in Rs. Millions	3.31	15.69	17.36
Capital Creditors				
	USD	-	0.02	0.15
	Equivalent in Rs. Millions	-	1.42	12.01
	EUR	0.06	0.08	0.11
	Equivalent in Rs. Millions	5.13	7.75	9.45

(All amounts in INR Millions, unless otherwise stated)

Sensitivity

The sensitivity of profit or loss and equity to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
(a) Trade payables			
USD sensitivity			
INR/USD- increase by 0.50%	(3.94)	(7.72)	(3.05)
INR/USD- decrease by 0.50%	3.94	7.72	3.05
EUR sensitivity			
INR/EUR- increase by 0.50%	(1.97)	(9.21)	(8.63)
INR/EUR- decrease by 0.50%	1.97	9.21	8.63
GBP sensitivity			
INR/GBP- increase by 0.50%	(0.01)	(0.02)	(0.02)
INR/GBP- decrease by 0.50%	0.01	0.02	0.02
CNY sensitivity			
INR/CNY- increase by 0.50%	(0.53)	(0.55)	(0.24)
INR/CNY- decrease by 0.50%	0.53	0.55	0.24
ZAR sensitivity			
INR/ZAR- increase by 0.50%	-	(0.01)	-
INR/ZAR- decrease by 0.50%	-	0.01	-
KRW sensitivity			
INR/KRW- increase by 0.50%	(0.39)	(0.28)	(0.04)
INR/KRW- decrease by 0.50%	0.39	0.28	0.04
(b) Trade receivables			
USD sensitivity			
INR/USD- increase by 0.50%	4.87	2.57	2.72
INR/USD- decrease by 0.50%	(4.87)	(2.57)	(2.72)
EUR sensitivity			
INR/EUR- increase by 0.50%	0.52	0.30	0.28
INR/EUR- decrease by 0.50%	(0.52)	(0.30)	(0.28)
GBP sensitivity			
INR/GBP- increase by 0.50%	-	-	0.00
INR/GBP- decrease by 0.50%	-	-	(0.00)
(c) EEFC Bank a/c			
USD sensitivity			
INR/USD- increase by 0.50%	0.74	0.36	1.24
INR/USD- decrease by 0.50%	(0.74)	(0.36)	(1.24)
EUR sensitivity			
INR/EUR- increase by 0.50%	0.02	0.08	0.09
INR/EUR- decrease by 0.50%	(0.02)	(0.08)	(0.09)
(d) Capital creditors			
USD sensitivity			
INR/USD- increase by 0.50%	-	(0.01)	(0.06)
INR/USD- decrease by 0.50%	-	0.01	0.06
EUR sensitivity			
INR/EUR- increase by 0.50%	(0.03)	(0.04)	(0.05)
INR/EUR- decrease by 0.50%	0.03	0.04	0.05

* *Holding all other variables constant*

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(All amounts in INR Millions, unless otherwise stated)

b) Interest rate risk

i) Liabilities

The Group does not have any long term borrowings. Hence, it is not exposed to any interest rate risks.

ii) Assets

The Group's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

c) Price risk

The Group does not have any significant investments in equity instruments which create an exposure to price risk.

31 Capital management

The Group' s capital management objectives are:
- to ensure the Group's ability to continue as a going concern
- to provide an adequate return to shareholders

The Group monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Group's various classes of debt. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Total debt (including lease liabilities)	196.92	150.96	312.50
Less: Cash and bank balances	2,858.98	1,830.73	4,114.76
Net debt	**(2,662.06)**	**(1,679.77)**	**(3,802.26)**
Total equity (as shown on the face of balance sheet)	**16,123.67**	**9,813.47**	**12,094.54**
Debt to equity ratio:	**0.01**	**0.02**	**0.03**
Net debt to equity ratio:	**(0.17)**	**(0.17)**	**(0.31)**

32 Commitments and Contingent liabilities

a) Contractual commitments

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Property, plant and equipment (net of advances paid)	100.34	140.32	275.05
	100.34	**140.32**	**275.05**

b) Contingent liabilities

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Stamp Duty on demerger (including penalty)	196.57	196.57	-
Income Tax matters*	736.60	683.02	568.06
Customs**	134.10	210.38	205.40
Central excise**	5.54	5.54	5.50
Goods & Service tax#	68.28	42.19	30.26
Others	23.59	30.24	44.51
	1,164.68	**1,167.94**	**853.73**

*Primarily includes corporate tax matters and also certain transfer pricing matters.

**Inclusive of contingent liabilities taken over pursuant to the scheme of arrangement. Certain of the above claims are still in the name of the Tenneco Automotive India Private Limited ('Demerged Company'). The above amounts do not include interest and penalty amounts which may be payable till the date of settlements, if any.

#Primarily includes suppressed turnover and GST credit availment.

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

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(All amounts in INR Millions, unless otherwise stated)

33 Share based payments

A. Restricted Stock Units (RSUs)

The ultimate Holding Company,Tenneco LLC, maintains stock based compensation plans approved by their shareholders, in terms of which stock options are granted to their employees including employees of the subsidiaries. Accordingly Tenneco LLC. (Ultimate Holding Company) had granted restricted stock units to directors of the Company which are settled in cash by Tenneco LLC. These awards (i.e., RSUs) generally require, among other things, that the award holder remain in service with the Company during the restriction period, which is currently three years, with a portion of the award vesting equally each year. The fair value of restricted stock units, determined by Tenneco LLC., is equal to the average of the high and low trading price of Tenneco LLC., stock at the date of grant. RSUs (both cash-settled and share-settled) are time based service awards and generally vest according to a three year graded vesting schedule.
Since the Company does not have an obligation to settle Tenneco LLC's RSUs to its (i.e., Company's) employees, the Company measures the services received from its employees in accordance with the requirements applicable to equity-settled share-based payment transactions and recognises a corresponding increase in equity as a deemed capital contribution from Tenneco LLC.
During the last year, the RSU's are settled by the ultimate holding company. There was no cross charge from the ultimate holding company to the company for the purpose of settling the RSU's.

Details of number of RSUs granted to the employees of the company:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
RSUs granted and outstanding at the beginning of the year	-	-	13,291
RSUs granted during the year	-	-	-
RSUs cancelled during the year	-	-	(13,291)
RSUs granted and outstanding at the end of the year	-	-	-

*Since the RSU's are administered and controlled by the Ultimate Holding Company,the above information is presented only to the extent available with the Company.

B. Expenses arising from share based payment transactions recognised during the year as part of employee benefit expense is as follows :

Particulars	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Restricted stock units	-	-	6.49
	-	-	**6.49**

34 Assets held for sale

During the year ended 31 March 2025, the Board of Directors of the Tenneco Automotive India Private Limited (TAIPL), at its meeting held on 10 January 2025, passed a resolution to sell the entire shareholding in Maple Renewable Power Private Limited ("MRPPL"). Accordingly, TAIPL issued a notice of termination of the agreement via letter dated 7 March 2025 to divest its investment in MRPPL. This investment as at 31 March 2025 is pending to be 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 Rs.8.70 million.

The investment in Maple Renewable Power Private Limited as at 31 March 2025 has the following disclosures:

Particulars	As at 31 March 2025
Assets held for sale (Investment)	8.70
Total	**8.70**
Liabilities directly associated with assets held for sale	8.70
Total	**8.70**

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(All amounts in INR Millions, unless otherwise stated)

35 Segment information

The Group deals in only business segment of manufacturing and sale of automotive components and chief operating decision maker (CODM) reviews the operations of the Group as a whole, hence there is no reportable segment as per Ind AS 108 "Operating Segments". The management considers that the various goods and services provided by the Group constitutes single business segment, since the risks and rewards from these goods and services are not different from one another. Accordingly, the Group has disclosed entity wide disclosure in respect of geographical spread as below:

Revenue breakdown of external customers individually contributing to more than 10% of revenue from operations:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Number of customers	3	4
Revenue from operations	22,662.44	31,476.93

Geographical information in respect of revenue from customer is given below:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
India	45,982.38	52,352.37
Other countries	2,921.92	2,323.75
	48,904.30	**54,676.12**

Carrying amount of segment debtors by geographical market (net of provision)

Particulars	As at 31 March 2025	As at 31 March 2024
India	5,792.95	5,024.51
Other countries	1,079.36	573.16
	6,872.31	**5,597.67**

The Group has common assets for producing goods for India and outside countries. Hence, separate figures for assets/additions to property, plant and equipment cannot be furnished.

36 Employee benefit obligations

The Group has classified various benefits provided to employees as under:

(i) Defined Contribution Plan

Amount recognised in the statement of profit and loss:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Employer's contribution to provident fund	100.34	91.52
Employee state insurance	3.71	5.29
Pension contribution	0.51	0.66
Total	**104.56**	**97.47**

(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 balance sheet for the plan.

(i) Amount recognised in the statement of profit and loss is as under:

Description	Year ended 31 March 2025	Year ended 31 March 2024
Current service cost	37.62	32.04
Interest expense on defined benefit obligation	29.07	27.06
Interest income on plan assets	(18.65)	(16.98)
Amount recognised in the statement of profit and loss	**48.04**	**42.12**

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(ii) Remeasurement (gains) / loss recognised in other comprehensive income:

Description	Year ended 31 March 2025	Year ended 31 March 2024
Actuarial (gain) on obligations arising from changes in demographic adjustments	(6.31)	(16.97)
Actuarial loss on obligations arising from changes in experience adjustments	22.81	5.10
Actuarial loss on obligations arising from changes in financial assumptions	36.91	29.02
Remeasurements of the post employment defined benefit plans (gain)	**53.41**	**17.15**
Return on plan assets (greater)/ less than discount rate	(0.79)	(0.25)
Remeasurements of the post employment defined benefit plans loss recognised in OCI	**52.62**	**16.90**

(iii) Movement in the liability recognised in the balance sheet is as under:

Description	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Present value of defined benefit obligation as at the beginning of the year	413.30	367.45	332.93
Current service cost	37.62	32.04	30.88
Past service cost	-	-	-
Interest cost	29.07	27.06	23.70
Remeasurements of the post employment defined benefit plans (gain)	53.41	17.15	0.84
Benefits paid directly by the Group	(14.41)	(13.88)	(2.87)
Benefits paid from the fund	(17.83)	(16.52)	(18.03)
Present value of defined benefit obligation as at the end of the year	**501.16**	**413.30**	**367.45**

Current portion	**20.70**	**19.48**	**22.98**
Non-Current portion	**195.67**	**146.62**	**112.24**

(iv) Movement in the plan assets recognised in the balance sheet is as under:

Description	Year ended 31 March 2025	Year ended 31 March 2024	Year ended 31 March 2023
Fair Value of plan assets at beginning of year	247.20	232.23	215.39
Interest income on plan assets	18.09	17.91	15.22
Contributions by employer	48.87	25.61	23.58
Benefits paid	(29.98)	(28.60)	(20.72)
Increase (decrease) due to effect of any business combination / divestitures / transfers	(0.17)	(0.20)	-
Remeasurements of the post employment defined benefit plans loss/(gain)	0.79	0.25	(1.24)
Fair Value of plan Assets at the end of the year	**284.79**	**247.20**	**232.23**

(v) Plan (assets)/ liability

Description	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023
Defined benefit obligation	501.16	413.30	367.45
Fair valuation of plan assets	284.79	247.20	232.23
	216.37	**166.10**	**135.22**

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(All amounts in INR Millions, unless otherwise stated)

(vi) Actuarial assumptions

Description	Year ended 31 March 2025	Year ended 31 March 2024
Discount rate	6.5% p.a. - 6.55% p.a.	7.13% p.a. - 7.20% 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.	6.35% p.a. - 15% p.a.
Expected rate of return on Plan Assets	6.5% p.a. - 7.13% p.a.	7.20% p.a. - 7.35% p.a.
Salary increase rate^#	10%p.a.	8%p.a. - 12%p.a.

^The estimates of seniority, future salary increases, considered in actuarial valuation, take account of price inflation, promotions and other relevant factors, such as supply and demand in the employment market.
Rate of employee turnover and salary increase depends upon various factors namely nature of employee, location etc.

(vii) A quantitative sensitivity analysis for significant assumptions:

Description	Year ended 31 March 2025	Year ended 31 March 2024
Impact of the change in discount rate		
- Impact due to increase of 0.50 %-1.00%	306.73	261.66
- Impact due to decrease of 0.50 %-1.00%	392.48	335.99
Impact of the change in salary increase		
- Impact due to increase of 0.50 %-1.00%	315.90	278.57
- Impact due to decrease of 0.50 %-1.00%	376.36	314.64

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The weighted average duration of the defined benefit obligation is 6 years as on 31 March 2025 (31 March 2024: 9 years)

The following pay-outs are expected in future years:

Description	Year ended 31 March 2025
Within 1 Year	58.04
1-3 Years	132.56
Later than 3 Years	465.60

Description	Year ended 31 March 2024
Within 1 Year	46.00
1-3 Years	62.62
Later than 3 Years	329.66

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(All amounts in INR Millions, unless otherwise stated)

Description	Year ended 31 March 2023
Within 1 Year	30.30
1-3 Years	33.99
Later than 3 Years	255.01

B. Compensated absences

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end.

The principal assumptions used in determining compensated absences are shown below:

Description	Year ended 31 March 2025	Year ended 31 March 2024
Discount rate	6.5% p.a. - 6.55% p.a.	7.13% p.a. - 7.20% 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.	6.35% p.a. - 15% p.a.
Salary increase rate^#	10%p.a.	8%p.a. - 12%p.a.

The following pay-outs are expected in future years:

Description	Year ended 31 March 2025
Within 1 Year	4.74
1-3 Years	8.78
Later than 3 Years	29.80

Description	Year ended 31 March 2024
Within 1 Year	3.04
1-3 Years	4.84
Later than 3 Years	22.82

Description	Year ended 31 March 2023
Within 1 Year	2.39
1-3 Years	5.15
Later than 3 Years	20.88

^*The estimates of seniority, future salary increases, considered in actuarial valuation, take account of price inflation, promotions and other relevant factors, such as supply and demand in the employment market.

Rate of employee turnover and salary increase depends upon various factors namely nature of employee, location etc.

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(All amounts in INR Millions, unless otherwise stated)

37 Per transfer pricing legislation under sections 92-92F of the Income Tax Act, 1961, the Group is required to use certain specific methods in computing arm's length prices of international transactions with associated enterprises and maintain adequate documentation in this respect. Since law requires existence of such information and documentation to be contemporaneous in nature, the Group has appointed independent consultants for conducting a Transfer Pricing Study (the 'Study') to determine whether the transactions with associate enterprises undertaken during the financial year are on an 'arms length basis'. Management is of the opinion that the Group's international transactions are at arm's length and that the results of the on-going study will not have any impact on the financial statements and the independent consultants appointed have also preliminarily confirmed that they do not expect any transfer pricing adjustments.

38 Reconcilition between opening and closing balances in the balance sheet for liabilities arising from financing activities:

Particulars	Leases	Short-term Borrowings	Interest
Opening Balance 1 April 2023	**172.78**	**139.74**	**14.84**
Non cash changes due to			
- Recognition of lease liabilities	12.40	-	-
- Interest expense	13.92	-	196.37
- Deletion	-	(8.65)	-
- Adjustment	(1.26)	-	-
Cash flows during the year due to			
- Movement in Short term borrowings during the year (net)	-	(131.09)	-
- Repayment of lease liabilities	(37.53)	-	-
- Payment of interest	(9.35)	-	(196.37)
Closing Balance as on 31 March 2024	**150.96**	-	**14.84**
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)	-	-
- Adjustment	-	-	-
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**

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(All amounts in INR Millions, unless otherwise stated)

39 Ratio Analysis and its elements

a) Current Ratio = Current assets divided by Current liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Current Assets	13,271.24	11,835.63
Current Liabilities	11,492.95	11,029.33
Ratio (in times)	**1.15**	**1.07**
% Change from previous year	8%	

b) Return on Equity Ratio = Net profit after tax divided by average equity

Particulars	As at 31 March 2025	As at 31 March 2024
Profit for the year	5,531.43	4,167.87
Average Equity*	12,968.57	10,954.01
Ratio	**0.43**	**0.38**
% Change from previous year	12%	

*Average equity represents the average of opening and closing total equity.

c) Inventory Turnover Ratio = Cost of goods sold divided by average inventory

Particulars	As at 31 March 2025	As at 31 March 2024
Cost of goods sold*	32,211.67	38,924.99
Average Inventory	3,035.36	3,621.13
Ratio (in times)	**10.61**	**10.75**
% Change from previous year	-1%	

* Cost of goods sold comprises Cost of Materials Consumed, Purchases of Stock in Trade and Changes in inventories of finished goods, semi finished goods and Stock in trade

d) Trade Receivables turnover ratio = Credit Sales divided by average trade receivables

Particulars	As at 31 March 2025	As at 31 March 2024
Credit sales*	48,904.30	54,676.12
Average Trade Receivables#	6,234.97	5,614.72
Ratio (in times)	**7.84**	**9.74**
% Change from previous year	-19%	

* Credit sales includes sale of products, services and scrap sales.

\# Trade receivables is included gross of ECL and net of customer advances. Average Trade receivables represents the average of opening and closing trade receivables.

e) Trade payables turnover ratio = Credit purchases divided by average trade payables

Particulars	As at 31 March 2025	As at 31 March 2024
Credit purchases*	31,664.15	38,289.34
Average Trade Payables#	9,070.32	9,336.91
Ratio (in times)	**3.49**	**4.10**
% Change from previous year	-15%	

*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.

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Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)
CIN No. : U29308TN2018FTC126510
Notes to Consolidated Financial Statements for the year ended 31 March 2025
(All amounts in INR Millions, unless otherwise stated)

f) Net Capital Turnover Ratio = Sales divided by Net Working capital

Particulars	As at 31 March 2025	As at 31 March 2024
Net Sales (A)	48,904.30	54,676.12
Current Assets (B)	13,271.24	11,835.63
Current Liabilities (C)	11,492.95	11,029.33
Net Working Capital (D = B-C)	1,778.29	806.30
Ratio (in times) (E= A/D)	**27.50**	**67.81**
% Change from previous year	**-59%**	

Reason for change more than 25%:
For the year ended 31 March 2025, change is mainly on account of decrease in revenue and increase in trade receivables.

g) Net profit ratio = Net profit after tax divided by Sales

Particulars	As at 31 March 2025	As at 31 March 2024
Profit for the year	5,531.43	4,167.87
Sales	48,904.30	54,676.12
Ratio	**11%**	**8%**
% Change from previous year	**48%**	

Reason for change more than 25%:
For the year ended 31 March 2025, change is mainly on account of improved profitability.

h) Return on Capital employed (pre -tax) = Earnings before interest and taxes (EBIT) divided by Capital Employed

Particulars	As at 31 March 2025	As at 31 March 2024
Profit before Tax (A)	7,328.16	5,531.05
Finance Cost (B)	202.66	251.63
Other income (C)	410.15	697.76
Operating EBIT (D) = (A+B-C)	7,120.67	5,084.92
Tangible Net Worth * (E)	12,343.83	11,039.76
Total Borrowings ** (F)	196.92	150.96
Deferred Tax Liability (G)	1.05	10.09
Capital Employed (H) = (E+F+G)	12,541.80	11,200.81
Ratio (in %)	**57%**	**45%**
% Change from previous year	**25%**	

* 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

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Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)
CIN No. : U29308TN2018FTC126510
Notes to Consolidated Financial Statements for the year ended 31 March 2025
(All amounts in INR Millions, unless otherwise stated)

i) Debt Equity ratio = Total debts divided by Total Equity

Particulars	As at 31 March 2025	As at 31 March 2024
Total Debt*	196.92	150.96
Total Equity	16,123.67	9,813.47
Ratio	**0.01**	**0.02**
% Change from previous year	**-21%**	

* Total Debt includes Current and Non Current Borrowings and Lease Liabilities

j) Debt service coverage ratio= Earnings available for debt services divided by total interest and principal repayments.

Particulars	As at 31 March 2025	As at 31 March 2024
Profit for the period/year (A)	5,531.43	4,167.87
Add: Non cash operating expenses and finance cost		
Depreciation and Amortisation cost (B)	1,031.72	1,035.93
Finance cost (C)	202.66	251.63
Total Non-cash operating expenses and finance cost (Pre tax) (D= B+C)	1,234.38	1,287.56
Total Non-cash operating expenses and finance cost (Post tax) (E = D (1-Tax rate))	923.69	963.48
Earnings available for debt services (F = A+E)	6,455.12	5,131.35
Debt service		
Lease Repayment (G)	62.24	46.88
Principal repayments & interest thereon (H)	169.42	371.66
Total Interest and principal repayments (I = G+H)	231.66	418.54
Ratio (In times) (J = F/ I)	**27.86**	**12.26**
% Change from previous year	**127%**	

Reason for change more than 25%:
For the year ended 31 March 2025, the change is mainly on account of increase in profit for the year.

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(All amounts in INR Millions, unless otherwise stated)

40 Business Combinations

1. Prior to the share swap arrangement, Tenneco Automotive India Private Limited ("TAIPL") was owning DRiV business segment through its wholly owned subsidiary i.e. Motocare India Private Limited ("Motocare" or "MIPL") and the shareholding in Motocare was transferred on 24 March 2025 ("Motocare Transfer") before the share swap got effected to Federal-Mogul Motorparts India Limited, a fellow subsidiary, as DRIV business segment was not meant to be part of the reorganisation for the proposed IPO. On 24 March 2025, TAIPL has transferred its entire shareholding of 20,664,039 equity shares in Motocare (erstwhile subsidiary of TAIPL) to Federal-Mogul Motorparts India Limited, for a consideration of Rs. 8,293.51 millions. The profit on sale of investment i.e., the difference between consideration received and the carrying value of investment, i.e., Rs. 2,559 million amounting to Rs. 5,734.51 millions has been recognised in Exceptional item as "Gain on sale of Investment" in standalone books of TAIPL.

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 Rs 10 each ("New Equity Shares") to Shareholders of Transferor Companies. The Company had acquired the entire shareholding of TAIPL through a share swap arrangement as stated above; however the investment in MIPL was not acquired by the Company as part of this share swap arrangement. On sale of the investment, the total consideration receivable formed part of the net assets acquired of TAIPL and hence the difference between the total consideration receivable and actual value of investment, aggregating to Rs. 4,914.47 Million (net of taxes) is recognised in 'Capital Reserve on Business Combination under Common Control' in the Restated Consolidated Financial Information of the Group.

Pursuant to the requirements of Appendix C of the Ind AS 103, business combinations under common control are accounted for using the pooling of interest method. Consequently, the financial statement of the Group, includes the financial information of the businesses transferred by the Acquiree Companies to the Acquirer Company and has been restated from the earliest period presented in the consolidated financial statement of the Group.

The details of the business combination, the carrying value of the assets, liabilities and reserves acquired and harmonized as per the revised accounting policies, and the resultant capital reserve are given below.

Identifiable assets acquired and liabilities assumed and capital reserve arising on business combination as at April 01, 2022:

Particulars	Federal-Mogul Ignition ProductsIndia 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	2,426.94
Capital work in progress	27.53	8.92	10.29	83.35
Right-of-use assets	9.59		2.75	183.28
Intangible assets	2.83	2.22	1.71	1.20
Intangible assets under development				
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
Income 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**

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Particulars	Federal-Mogul Ignition Products India Limited	Federal Mogul Sealings India Limited	Federal Mogul Bearings India Limited	Tenneco Automotive India Private Limited
EQUITY AND LIABILITIES				
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**
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 enterprises and small enterprises	41.15	32.95	8.79	405.12
(b) total outstanding dues of creditors other than micro enterprises 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
Income 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 acquired	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.

41A Other Statutory information

i) No proceedings have been initiated on or are pending against the Group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

ii) The Group has no transactions/balances with companies struck off under section 248 of the Companies Act,2013 except as disclosed below:

Name of Struck off Company	Nature of transactions with struck off Company	Balance outstanding as on March 31, 2025 (Amount in INR)	Balance outstanding as on March 31, 2024 (Amount in INR)	Balance outstanding as on March 31, 2025 (In Million)	Balance outstanding as on March 31, 2024 (In Million)	Relationship
Actisai Foodline Private Limited	Payable	27,490	-	0.03	-	Vendor

iii) There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

iv) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

v) The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

vi) The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

vii) The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

viii) The Group have not been declared willful defaulter by any bank or financial institution or government or any government authority.

ix) The Group has not entered into any scheme of arrangement in terms of sections 230 to 237 of the Companies Act, 2013, which has an accounting impact on current financial year.

x) The Group has been sanctioned a working capital limit in excess of Rs 50 million by bank on the basis of security of current assets during the year. The Group has not utilised the said amount. Pursuant to the terms of the sanction letter, the Group is not required to file any quarterly return or statement with such banks or financial institutions till the time the said limit remains unutilised.

xi) As per the MCA notification dated August 05, 2022, the Central Government has notified the Companies (Accounts) Fourth Amendment Rules, 2022. As per the amended rules, the Companies are required to maintain back-up on daily basis of such books of account and other relevant books and papers maintained in electronic mode that should be accessible in india at all the time. The Company does not maintain backup on indian servers at present.

xii) The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

41B Title deeds of immovable properties are held in name of the Group except:
Factory buildings and other buildings transferred to the Group as part of demerger, which are in the process of being registered in the name of the Group.

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the Group
Leasehold land	Land	98.62	Tenneco Exhaust India Private Limited	No	2018	There was a name change from Tenneco Exhaust India Pvt Ltd to Tenneco Automotive India Pvt Ltd and from Tenneco Automotive to Tenneco Clean Air India Pvt Ltd. Hence, the property is in the name of the earliest company.

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Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)
CIN No. : U29308TN2018FTC126510
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42 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 March 31, 2025	364.29%	58,736.69	64.97%	3,060.80	18.61%	(7.36)	65.36%	3,053.44
Balance as at March 31, 2024	34.14%	3,349.89	58.42%	2,435.05	217.94%	(17.74)	58.11%	2,417.31
Subsidiaries								
1 Federal-Mogul Ignition Products India Limited								
Balance as at March 31, 2025	5.15%	829.68	4.16%	196.01	5.59%	(2.21)	4.15%	193.80
Balance as at March 31, 2024	11.97%	1,174.45	3.35%	139.53	4.67%	(0.38)	3.35%	139.15
2 Federal Mogul Sealings India Limited								
Balance as at March 31, 2025	1.13%	181.58	1.98%	93.18	2.16%	(0.86)	1.98%	92.32
Balance as at March 31, 2024	0.91%	89.25	0.07%	2.84	16.83%	(1.37)	0.04%	1.47
3 Federal Mogul Bearings India Limited								
Balance as at March 31, 2025	5.51%	888.54	4.61%	217.33	-3.31%	1.31	4.68%	218.64
Balance as at March 31, 2024	6.83%	669.90	3.84%	159.92	5.90%	(0.48)	3.83%	159.44
4 Tenneco Automotive India Private Limited								
Balance as at March 31, 2025	63.44%	10,228.72	146.00%	6,878.58	76.93%	(30.42)	146.58%	6,848.16
Balance as at March 31, 2024	46.16%	4,529.97	34.32%	1,430.54	-145.33%	11.83	34.67%	1,442.37
Non-controlling interests in all subsidiaries								
Balance as at March 31, 2025	0.15%	23.87	0.23%	10.80	0.20%	(0.08)	0.23%	10.72
Balance as at March 31, 2024	0.14%	13.25	0.03%	1.29	1.72%	(0.14)	0.03%	1.15
Inter-company elimination and consolidation Adjustments								
Balance as at March 31, 2025	-339.66%	(54,765.53)	-121.95%	(5,745.31)	-0.20%	0.08	-122.98%	(5,745.23)
Balance as at March 31, 2024	-0.14%	(13.25)	-0.03%	(1.29)	-1.72%	0.14	-0.03%	(1.15)
Total								
Balance as at March 31, 2025	100%	16,123.66	100%	4,711.39	100%	(39.54)	100%	4,671.85
Balance as at March 31, 2024	100%	9,813.46	100%	4,167.88	100%	(8.14)	100%	4,159.74

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(All amounts in INR Millions, unless otherwise stated)

43 The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post- employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Group will assess the impact of the Code when it comes into effect and will record any related impact after the Code becomes effective.

44 Capital reduction

(a) Board of directors of Group at its meeting held on 14 October 2019 have approved the Scheme of Reduction of Capital pursuant to the provision of Section 66 of the Companies Act, 2013. The said scheme has been approved by shareholder of the Group in its extra ordinary general meeting on 16 October 2019. The reduction in share capital of the Group has been approved by the Hon'ble National Group Law Tribunal, Chennai vide order dated 20 April 2021. Pursuant to the said order, the paid up share capital of the Group is reduced from Rs. 77,77.1 million divided into 777,713,120 equity shares of Rs. 10/- each to Rs. 3,134.1 million divided into 313,406,120 equity shares of Rs. 10/- each in the previous year. The resultant surplus of Rs. 4,643 Million is adjusted against Capital Reserve Account.

(b) Board of directors of Group at its meeting held on 07 June 2022 have approved the Scheme of Reduction of Capital pursuant to the provision of Section 66 of the Companies Act, 2013. The said scheme has been approved by shareholder of the Group in its extra ordinary general meeting on 08 June 2022. The reduction in share capital of the Group has been approved by the Hon'ble National Group Law Tribunal, Chennai vide order dated 23 November 2023. Pursuant to the said order, the paid up share capital of the Group is reduced from Rs. 3,134.1 million divided into 313,406,120 equity shares of Rs. 10/- each to Rs. 2,140.9 million divided into 214,088,829 equity shares of Rs. 10/- each in the previous year. The 99,317,291 equity shares have been reduced at a premium of Rs. 2 per share. The total outlay of Rs. 1,191.8 million is adjusted against Capital Reserve Account of Rs. 342.2 million and Rs. 849.6 million is returned to shareholders.

45 Group had applied for unilateral APA application for a period of 5 years (F.Y.2023-24 to 2027-28) and for 3 rollback years (F.Y.2020-21 to 2022-23) regarding payment of royalty (Technology and Trademark) and payment of management support charges. Group is making payment at the specified rate as per the agreement during the year. However, the Group is in the process to withdraw the APA application.

46 The accounting software used for maintaining its books of account of the Group for the year ended 31 March 2025 and 31 March 2024 has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year, except that, the audit trail feature was not enabled at the database level for the accounting software to log any direct data changes. The management has not come across any instance of the audit trail feature being tampered with in respect of the accounting software for the period for which the audit trail feature was operating and the audit trail was preserved as per the statutory requirement for record retention.

47 **Dividend paid during the year:**

Name	Year	Rs. (In Million)	Per Equity share
Tenneco Clean Air India Limited (Formerly known as Tenneco Clean Air India Private Limited)	2025	2,404.43	5.96
	2024	2,606.00	12.17
	2023	1,558.50	4.97
Tenneco Automotive India Private Limited	2025	1,149.41	11,494.10
	2024	2,653.20	26,532.00
	2023	1,245.80	12,458.00
Federal-Mogul Ignition Products India Limited*	2025	536.57	12.59
Federal Mogul Bearings India Limited	2024	332.00	37.83

48 As at 31 March 2025, the Group has an outstanding payable for import of goods and services for a period exceeding six month from date of shipment amounting to Rs.30.18 Million (subsequently paid Rs.1.64 million) (31 March 2024: Rs. 43.24 million) which exceeds the permissible time frame stipulated by Reserve Bank of India ('RBI') Master Direction No.17/2016-17, Import of Goods and services issued by the RBI dated 01 January 2016 (amended from time to time).

As at 31 March 2025, the Group has an outstanding receivable for export of goods and services for a period exceeding nine month from the date of shipment of goods or the date of invoice, whichever is later amounting to Rs.38.88 million (subsequently received Nil) (31 March 2024: Rs. 65.67 million) which exceeds the permissible time frame stipulated by Reserve Bank of India ('RBI') Master Circular No.10/2011-12, Export of Goods and services issued by the RBI dated 01 July 2011 (amended from time to time).

As per the assessment performed by the Group, the consequential impact of this matter, including the liability for penal charges, if any, on the financial statements is presently not expected to be material and therefore no provision made in financial statements.

49 Management Notes

(i) The management of Federal-Mogul Ignition Products India Limited (FMIPL) could not convene Annual General Meeting of the shareholders within stipulated time period resulting in non-compliances with applicable provisions (such as section 92, 96 and 137) of the Companies Act,2013. On 17 June 2025, the Company filed the compounding application under section 441 of the Companies Act, 2013 before the Registrar of Companies. The potential impact (including penalties or other regulatory consequences, if any) arising from said non-compliance and consequential non-compliances is currently not fully ascertainable, as the compounding proceedings are yet to be concluded by the authorities. The Company has recognized provision towards potential penal charges on an estimated basis in the consolidated financial statements for the year ended 31 March 2025. (31 March 2024: Rs. 2.15 million).

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(ii) Tenneco Automotive India Private Limited (TAIPL) received certain whistleblower complaints during the year and subsequent to year end, alleging certain financial irregularities. Based on the available information and facts, including preliminary assessment, management of TAIPL has not identified any matters that would require adjustments to the amounts reported in its standalone financial statements. Further, management of TAIPL has engaged an independent third-party forensic specialist to investigate a whistleblower complaint received during the year. As of the reporting date, the investigation is ongoing, and management of TAIPL is confident that this matter is not expected to have any material impact on its standalone financial statements. Consequently, no adjustment is required to be made to the standalone financial statements for the year ended 31 March 2025. Management of TAIPL will take appropriate actions based on the findings of the final investigation.

(iii) The Board of Directors of FMIPL engaged an independent firm to assist them for investigating the allegations (other than frivolous allegations from an anonymous source) involving misconduct of certain employees. Basis the investigation and Board's evaluation on all such matters, the management of FMIPL has determined the impact of Rs. 0.76 million which is insignificant and has been recognized in the books of account. The management of FMIPL had taken appropriate action involving termination of an employee and a vendor involved in such matter. The Board concluded that no further adjustment required in the financial statements as at and for the year ended 31 March 2024 in respect of all these matters.

FMIPL did not have an appropriate Entity Level Control with reference to financial statements for timely communication of whistle-blower complaints, received by Tenneco LLC pursuant to the policy implemented by Tenneco LLC along with outcome of investigations completed, to the Board of Directors; which could lead to risk of undetected fraud and consequential implications on financial statements, not implementing remedial action in timely manner to prevent further occurrences, delay in preparation of financial statements and consequential non-compliance with regulatory requirements.

(iv) The management of Federal-Mogul Ignition Products India Limited (FMIPL) noted significant difference of Rs. 40.3 million between physical inventory counting conducted in December 2023 and perpetual inventory records of FMIPL. The management was unable to provide adequate quantification for the reasons identified for discrepancy, and FMIPL has charged the entire amount to the statement of profit and loss under "Cost of Materials Consumed." during the year ended 31 March 2024. The Board of Directors of FMIPL, engaged an independent firm to investigate the reasons for such significant difference and concluded that, there has not been any indication of wrong-doings by employees of the FMIPL. The Board of Directors concluded that all identified/required adjustments have been recorded in the financial statements and no further adjustments are required as at 31 March 2024 in respect of these matters. Further, FMIPL did not have appropriate internal controls for maintenance of records evidencing the recording of consumption of materials which could result in potential misstatements in Cost of raw materials consumed and the inventory. The Board of Directors have already approved the appropriate remedial action plan in respect of these control deficiencies.

The Board of Directors noted that in compliance with the requirements of Section 143(12) of the Companies Act, 2013 read with Rule 13(1)(ii) of the Companies (Audit and Auditors) Rules, 2014 (as amended), the statutory auditors had reported this matter to the Central Government on January 6, 2025, as the unexplained discrepancy may indicate a potential fraud. However, the subsequent physical inventory count and roll-forward procedures for inventory balance as at 31 March 2024 were found to be appropriate.

(v) FMIPL has filed tax audit report for the year 2023-24 based on Management accounts, as the Statutory Audit of FMIPL for FY 2023-24 under Companies Act, 2013 was yet to be finalized till the due date of tax audit i.e. 30 November 2024, therefore, for the purpose of filing of Tax Audit Report (TAR) under section 44AB of Income Tax Act, 1961, Form 3CA could not be filed as the same can be filed only if statutory audit of FMIPL has been completed. However FMIPL has filed tax audit report for FY 2023-24 along with Form 3CB along with the management account and required disclosure was also given in for 3CB filed on tax portal.

(vi) During the year ended 31 March 2024, after ascertainment of applicability, Federal Mogul Sealings India Limited (FMSIL) could not comply with the provisions of Section 149 as only one Independent Director was appointed in the Board Meeting held on 31 January 2024 and under Section 177 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 the Audit Committee could not be constituted.
This resulted in FMSIL not having an Audit Committee constituted during the year from 1 April 2023 to 31 March 2024 in accordance with the provisions of the Companies Act, 2013. However, FMSIL appointed the remaining independent director and constituted the Audit Committee in the Board Meeting held on 18 June 2024.
The monetary penalty, if any, is not expected to be material in relation to the above.

(vii) Subsequent to year ended 31 March 2023, but before the adoption of financial statements for FY 2022-2023, the management of Tenneco Automotive India Private Limited (TAIPL) had identified that an employee was manipulating existing controls around vendor payments fraudulently to misappropriate funds on multiple occasion during current year and preceding years by making payments to other accounts instead of concerned vendor accounts. TAIPL has appointed external agencies for fact-based investigation, forensic data analysis, analysis/ reporting on defined aspects of user activity etc. Based on the TAIPL management's internal assessment and reports received from external agencies, the financial impact of this fraud is estimated to be Rs.194 million. TAIPL has taken disciplinary proceeding against the concerned employee and has implemented additional supervisory and monitoring controls around vendor payment process during the year.

50 Rounding off
Amounts mentioned as "0" in the financial statements denote amounts rounded off being less than INR Ten thousand.

51 Previous Year Figures
Previous Year Figures have been regrouped / reclassified wherever necessary.

SR

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

Mahender Chhabra (Digitally signed by Mahender Chhabra)
Mahender Chhabra
Chief Financial Officer
Place: Gurugram

ARVIND CHANDRASEKHARAN (Digitally signed by ARVIND CHANDRASEKHARAN)
Arvind Chandrasekharan
Director
DIN: 08721916
Place: Malaga, Spain

Manavendra Singh Sial (Digitally signed by Manavendra Singh Sial)
Manavendra Singh Sial
Director
DIN: 11095791
Place: Berlin, Germany

GARIMA SHARMA (Digitally signed by GARIMA SHARMA)
Garima Sharma
Company Secretary
Membership No.: A54831
Place: Gurugram
Date: