

Form No. MGT-7

Form language

 English Hindi**Annual Return (other than OPCs and Small Companies)**

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

L29308TN2018FLC126510

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

 Original Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	TENNECO CLEAN AIR INDIA LIMITED	TENNECO CLEAN AIR INDIA LIMITED
Registered office address	RNS2, Nissan Supplier Park, SIPCOT Industrial park Oragadam Industrial Corridor,Sriperumbud,ur Taluk,NA,Kancheepuram,Kancheepuram,Tamil Nadu,India,602105	RNS2, Nissan Supplier Park, SIPCOT Industrial park Oragadam Industrial Corridor,Sriperumbud,ur Taluk,NA,Kancheepuram,Kancheepuram,Tamil Nadu,India,602105
Latitude details	12.829047	12.829047
Longitude details	79.949079	79.949079

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

photos-compressed.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****9C

(c) *e-mail ID of the company

*****.DEKATE@TENNECO.COM

(d) *Telephone number with STD code

+21*****01

(e) Website

https://tennecoindia.com/

iv *Date of Incorporation (DD/MM/YYYY)

21/12/2018

v (a) *Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Private company

(b) *Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Subsidiary of Foreign Company

vi *Whether company is having share capital (as on the financial year end date)

Yes

No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent

ix * (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

27/09/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

Yes

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

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II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	29	Manufacture of motor vehicles, trailers and semi-trailers	100

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

5

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1		NA	Tenneco Mauritius Holdings Limited	Holding	85.43
2	U34300TZ1998PTC015231		TENNECO AUTOMOTIVE INDIA PRIVATE LIMITED	Subsidiary	100.00
3	U51109DL1998PLC195010		FEDERAL - MOGUL IGNITION PRODUCTS INDIA LIMITED	Subsidiary	100.00
4	U29253PN2014PLC152540		FEDERAL-MOGUL SEALINGS INDIA LIMITED	Subsidiary	89.89
5	U29199HR2006PLC043262		FEDERAL-MOGUL BEARINGS INDIA LIMITED	Subsidiary	99.37

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	780050000.00	403604309.00	403604309.00	403604309.00
Total amount of equity shares (in rupees)	7800500000.00	4036043090.00	4036043090.00	4036043090.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	780050000	403604309	403604309	403604309
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	7800500000.00	4036043090.00	4036043090	4036043090

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital

Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	0	214088829	214088829.00	2140888290	2140888290	
Increase during the year	0.00	189515480.00	189515480.00	1895154800.00	1895154800.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	189515480	189515480.00	1895154800	1895154800	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify NA	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text" value="NA"/>	0	0	0.00	0	0	
At the end of the year	0.00	403604309.00	403604309.00	4036043090.00	4036043090.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text" value="NA"/>	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text" value="NA"/>	0	0	0.00	0	0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares)

Class of shares

Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00

Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

22367548536

ii * Net worth of the Company

58736696129

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00

	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	403604309	100.00	0	0.00
10	Others <input type="text"/>	0	0.00	0	0.00
	Total	403604309.00	100	0.00	0

Total number of shareholders (promoters)

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00

	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00
10	Others <input type="text"/>	0	0.00	0	0.00
	Total	0.00	0	0.00	0

Total number of shareholders (other than promoters)

Total number of shareholders (Promoters + Public/Other than promoters)

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	0
2	Individual - Male	0
3	Individual - Transgender	0
4	Other than individuals	7
	Total	7.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	2	7
Members (other than promoters)	0	0
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	0	0	0	0	0	0
B Non-Promoter	4	0	4	0	0.00	0.00
i Non-Independent	4	0	4	0	0	0
ii Independent	0	0	0	0	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	4	0	4	0	0.00	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

5

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
RISHI VERMA	08943606	Managing Director	0	15/05/2025
NADELLA PHANI KISHOR RAO	08871799	Director	0	15/05/2025
GANGASAGAR NEMINATH HEMADE	03409175	Director	0	15/05/2025
DIGAMBAR JAGANNATH PARKHI	08886868	Director	0	15/05/2025
PRIYA NIMJE	BZQPD9588N	Company Secretary	0	05/05/2025

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

3

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra-ordinary General Meeting	21/02/2025	2	2	100
Extra-ordinary General Meeting	25/03/2025	2	2	100
Annual General Meeting	30/09/2024	2	2	100

B BOARD MEETINGS

*Number of meetings held

12

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	17/05/2024	4	3	75
2	24/06/2024	4	3	75
3	20/08/2024	4	3	75
4	20/09/2024	4	4	100
5	14/11/2024	4	3	75
6	11/12/2024	4	3	75
7	06/01/2025	4	3	75
8	22/01/2025	4	3	75
9	28/01/2025	4	3	75
10	18/02/2025	4	3	75
11	25/03/2025	4	3	75
12	26/03/2025	4	3	75

C COMMITTEE MEETINGS

Number of meetings held

1

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Corporate Social Responsibility Committee	20/09/2024	3	3	100

D ATTENDANCE OF DIRECTORS

S. N o	Name of the Director	Board Meetings	Committee Meetings	Whether attended AGM held on
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		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	27/09/2025 (Y/N/NA)
1	RISHI VERMA	12	12	100	1	1	100	Not applicable
2	NADELLA PHANI KISHOR RAO	12	12	100	1	1	100	Not applicable
3	GANGASAGAR NEMINATH HEMADE	12	1	8	0	0	0	Not applicable
4	DIGAMBAR JAGANNATH PARKHI	12	12	100	1	1	100	Not applicable

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/Sweat equity	Others	Total amount
1	Rishi Verma	Managing Director	54723890	0	0	0	54723890.00
	Total		54723890.00	0.00	0.00	0.00	54723890.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/Sweat equity	Others	Total amount
1	Priya Dekate	Company Secretary	618478	0	0	0	618478.00
	Total		618478.00	0.00	0.00	0.00	618478.00

C *Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/Sweat equity	Others	Total amount
1	Gangasagar Neminath Hemade	Director	48939171	0	0	0	48939171.00
2	Nadella Phani Kishor Rao	Director	13850571	0	0	0	13850571.00

3	Digambar Jagannath Parkhi	Director	18209564	0	0	0	18209564.00
	Total		80999306.00	0.00	0.00	0.00	80999306.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

7

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder (3).xlsm
(1).xlsm

(b) Optional Attachment(s), if any

MGT 8- TCAIPL 25.pdf
Signed Clarification.pdf
List of
shareholders_signed_TCAIL.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

TENNECO CLEAN AIR
INDIA PRIVATE LIMITED

as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Mohammad Sazid

Date (DD/MM/YYYY)

24/12/2025

Place

Gurugram

Whether associate or fellow:

Associate Fellow

Certificate of practice number

2*4*4

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

15006

*(b) Name of the Designated Person

ROOPALI SINGH

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* dated*

(DD/MM/YYYY) to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

***To be digitally signed by**

Company Secretary Company secretary in practice

***Whether associate or fellow:**

Associate Fellow

Membership number

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

eForm filing date (DD/MM/YYYY)

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

We have examined the registers, records and books and papers of **TENNECO CLEAN AIR INDIA LIMITED** (“the Company”) as required to be maintained under the Companies Act, 2013 (“the Act”) and the rules made there under, for the financial year ended on 31st March, 2025. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with the provisions of the Act & Rules made there under in respect of:

1. Its Status under the Act;

Comments/Observations:

The Company was incorporated on 21st December, 2018, under the Companies Act, 2013 as a Private Company under the category of Company Limited by Shares and under sub-category of subsidiary of company incorporated outside India. On 16th May 2025, the Company converted into a Public Company under the category of Company Limited by Shares and under sub-category of subsidiary of company incorporated outside India. The Corporate Identification Number (CIN) of the Company is U29308TN2018FLC126510 and the Registered Office of the Company is situated at RNS2, Nissan Supplier Park, SIPCOT Industrial park Oragadam Industrial Corridor, Sriperumbudur Taluk, Kancheepuram, Kancheepuram, Tamil Nadu, India, 602105.

Presently, the Authorized Capital of the Company is Rs. 7,80,05,00,000/- and Paid-up Capital of the Company is Rs. 4,03,60,43,090/- which consists of equity shares only.

The Company being a Public Limited Company has maintained the requisite minimum number of member requirement i.e. 7 (Seven) applicable to the Public Company.

The Equity Shares of the Company are not listed on any Recognized Stock Exchange in India as on March 31, 2025.

2. Maintenance of registers /records & making entries therein within the time prescribed therefore

Comments/Observations:

The Company has properly maintained all the applicable Registers as well as records in terms of the provisions of the Companies Act, 2013. The entries made therein are within time and up to date.

- 3. Filing of forms and returns as stated in the Annual Return with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;**

Comments/Observations:

The Company has filed the forms and returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities in compliance of the applicable provisions under Companies Act, 2013 and rules made there under during the financial year 2024-25.

- 4. Calling/convening/holding meetings of Board of Directors or its Committees, if any, and the meetings of the members of the Company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;**

Comments/Observations:

The company has convened the meetings of Board/ members by giving proper notices and the minutes of which have been duly recorded in the minute book.

Adequate and proper notices were given in respect of the aforesaid meetings, and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

- 5. Closure of Register of Members / Security holders, as the case may be;**

Comments/Observations:

The Company complied the requirement of closure of Register of Members during the year under review.

- 6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;**

Comments/Observations:

As per the information provided by the Company, the Company has complied with the provisions of Section 185 in respect of grant of loans.

- 7. Contracts/arrangements with related parties as specified in section 188 of the Act;**

Comments/Observations:

The Company has entered into related party transactions with the parties mentioned in Note-28 of the Audited Financial Statements of the Company which are at arm's length basis and in ordinary course of business of the company under the preview of the provisions of Section 188(1) of the Companies Act, 2013 during the year under review.

8. Issue or allotment or transfer or transmission or buy back of securities / redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities and issue of security certificates in all instances;

Comments/Observations:

As per the information provided by the management of the Company, there was no case of transfer or transmission or duplicate issue of shares during the period under review.

During the year under review, pursuant to a 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”).

Further there was no transfer or transmission or buy back of securities / redemption of preference shares or debentures / alteration or conversion of shares / securities during the period under review.

9. Keeping in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;

Comments/Observations:

There was no transaction necessitating Company to keep in abeyance right to dividend, right shares and bonus shares pending registration of transfer of shares during the period under review.

10. Declaration / payment of dividend, transfer of unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act.

Comments/Observations:

The Company has declared interim dividends during the Financial Year 2024-25 and there was no final dividend for the financial year 2024-25. But there is no case of transfer of unpaid/unclaimed dividend/other amounts to the Investor Education and Protection Fund in accordance with Section 125 of the Act.

11. Signing of Audited Financial Statement as per the provisions of Section 134 of the Act and report of directors is as per sub-section (3), (4) and (5) thereof;

Comments/Observations:

The Audited Financial Statements for the Financial Year 2024-25 and Board’s Report has been duly signed as per the requirements of Section 134 of the Companies Act, 2013.

Further, as per the information provided by the management, the Board’s Report for the financial year 2024-25 contains all the details required under sub section (3) of Section 134 of the Companies Act, 2013.

Further, as per the information provided by the management, there were no qualifications, reservation or adverse remark made by the auditor in his report.

Further, as per the information provided by the management, the Directors Report also states Directors Responsibility Statement as prescribed under sub section (5) of Section 134 of the Companies Act, 2013.

12. Constitution / appointment / re-appointment / retirement / filling up casual vacancies / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

Comments/Observations:

The Board of Directors including appointment, resignation and changes in the Designation in the Board and the Key Managerial Personnel of the Company, were duly complied and constituted as per applicable provisions of the Act and Articles of Association including the remuneration paid to them.

13. Appointment / re-appointment / filling up casual vacancies of auditors as per the provisions of Section 139 of the Act

Comments/Observations:

The shareholders in its Annual General Meeting held on 29th September 2023 had appointed M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/W100018), as Statutory Auditors to hold office as the statutory auditors of the Company till the conclusion of Annual General Meeting of the Company to be held in the year 2028.

14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act

Comments/Observations:

As per information given by the Company, there is no such requirement to obtain any approval from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.

15. Acceptance / renewal / repayment of deposits

Comments/Observations:

As per the information provided by the management and the Audited Balance Sheet as on 31.03.2025, the Company has not accepted/renewed/repaid any deposits during the period under review.

16. Borrowings from its directors, members, public financial institutions, banks and others and creation / modification / satisfaction of charges in that respect, wherever applicable.

Comments/Observations:

There was no borrowings from its directors, members, public financial institutions, banks and others and no creation / modification / satisfaction of charges in that respect

17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act

Comments/Observations:

The company has complied with the provisions of section 186 of the Companies Act with respect to loan and investment.

18. Alteration of the provisions of the Memorandum and/or Articles of Association of the Company.

Comments/Observations:

During the year, the Company has duly altered its Memorandum of Association and Articles of Association pursuant to the provisions of Sections 13 and 18 of the Companies Act, 2013 to give effect to the conversion of the Company from a Private Limited Company to a Public Limited Company, including the consequent change in the name of the Company, and the said alteration has been duly approved by the Registrar of Companies and incorporated in the records.

Date: 19-12-2025

Place: Delhi

for M/s Sazid & Associates
Company Secretaries

MOHAMMAD SAZID
AD SAZID

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Date: 2025.12.19
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(Mohammad Sazid)

M. No.: F13551

CP. No.: COP 25494

Peer Review Certificate No. : 6401/2025

UDIN - F013551G002538546

To,
The Registrar of Companies,
NCT of Delhi & Haryana,
IFCI Tower, 5th Floor,
Nehru Place, New Delhi

Dear Sir/Madam,

(A) Clarification regarding the "Designated Person" under Rule 9(4) of the Companies (Management and Administration) Rules, 2014 in e-Form MGT-7 for the financial year ended 31st March 2025

With reference to the filing of the Annual Return in e-Form MGT-7 for the financial year ended 31st March 2025, we wish to provide the following clarification regarding the "Designated Person" requirement as per the Companies (Management and Administration) Rules, 2014, as amended.

As per Rule 9(4) of the Companies (Management and Administration) Rules, 2014, every company is required to designate a person responsible for furnishing or providing information to the Registrar. Our company has not formally appointed any such designated person. Accordingly, in the absence of such an appointment, Ms. Roopali Singh, Company Secretary of the Company shall be deemed to be a designated person for the purpose of furnishing and extending co-operation for providing information to the Registrar or any authorised officer.

(B) Clarification regarding Principal Business Activity of the Company

The Company is, inter-alia, engaged mainly in the manufacture and supply critical, highly engineered, and technology intensive clean air, powertrain, and suspension solutions tailored to the needs of Indian Original Equipment Manufacturer 'OEMs' and the export market. Accordingly, out of the available options, 'C29: Manufacture of motor vehicles, trailers and semi-trailers' has been selected as Principal Business Activity of the Company as this was the most suitable option.

We kindly request you to take note of the above clarification while considering our filing of **Form MGT-7** for the financial year 2024–2025.

Thanking you for your understanding and cooperation.

Yours faithfully

For Tenneco Clean Air India Limited
(Formerly known as Tenneco Clean Air India Private Limited)



Roopali Singh
Company Secretary and Compliance Officer

Membership No.: A15006

Address: 10th Floor, Paras Twin Towers,
Tower B, Sector-54, Golf Course Road,
Gurugram - 122002, Haryana



Date: December 23, 2025

Place: Gurugram

List of Shareholders as on 31st March 2025

S. No.	Name of Shareholder	Number of Shares
1	Tenneco Mauritius Holdings Limited	34,48,08,654*
2	Tenneco (Mauritius) Limited	2,67,34,261
3	Federal Mogul PTY Limited	1,44,78,794**
4	Federal Mogul Investments B.V.	1,06,07,654**
5	Tenneco LLC (formerly known as Tenneco, Inc.)	69,74,946**
TOTAL		40,36,04,309

*This includes five Equity Shares of face value of ₹10 each of our Company held by Tenneco Mauritius Holdings Limited through its nominees, as follows:

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

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

For and on behalf of

Tenneco Clean Air India Limited

(formerly known as Tanneco Clean Air India Private Limited)

ROOPAL Digitally signed by
ROOPALI SINGH
I SINGH Date: 2025.12.24
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Name: Roopali Singh

Designation: Company Secretary and Compliance Officer

Membership No. A15006

Date: 24/12/2025

Place: Gurugram



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It is an introduction to a new world.
It is the beginning of a new era.
It is the start of a new life.
It is the start of a new journey.
It is the start of a new adventure.
It is the start of a new experience.
It is the start of a new world.
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TENNECO
டெனக்கோ கிளின் ஏர் இந்தியா லிமிடெட்
TENNECO CLEAN AIR INDIA LIMITED
RNS - 2, SIPCOT INDUSTRIAL AREA,
NISSAN SUPPLIER PARK, ORAGADAM - 602 105.
GSTIN : 33AAHCT0849C1ZM



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Oragadam, Tamil Nadu, India

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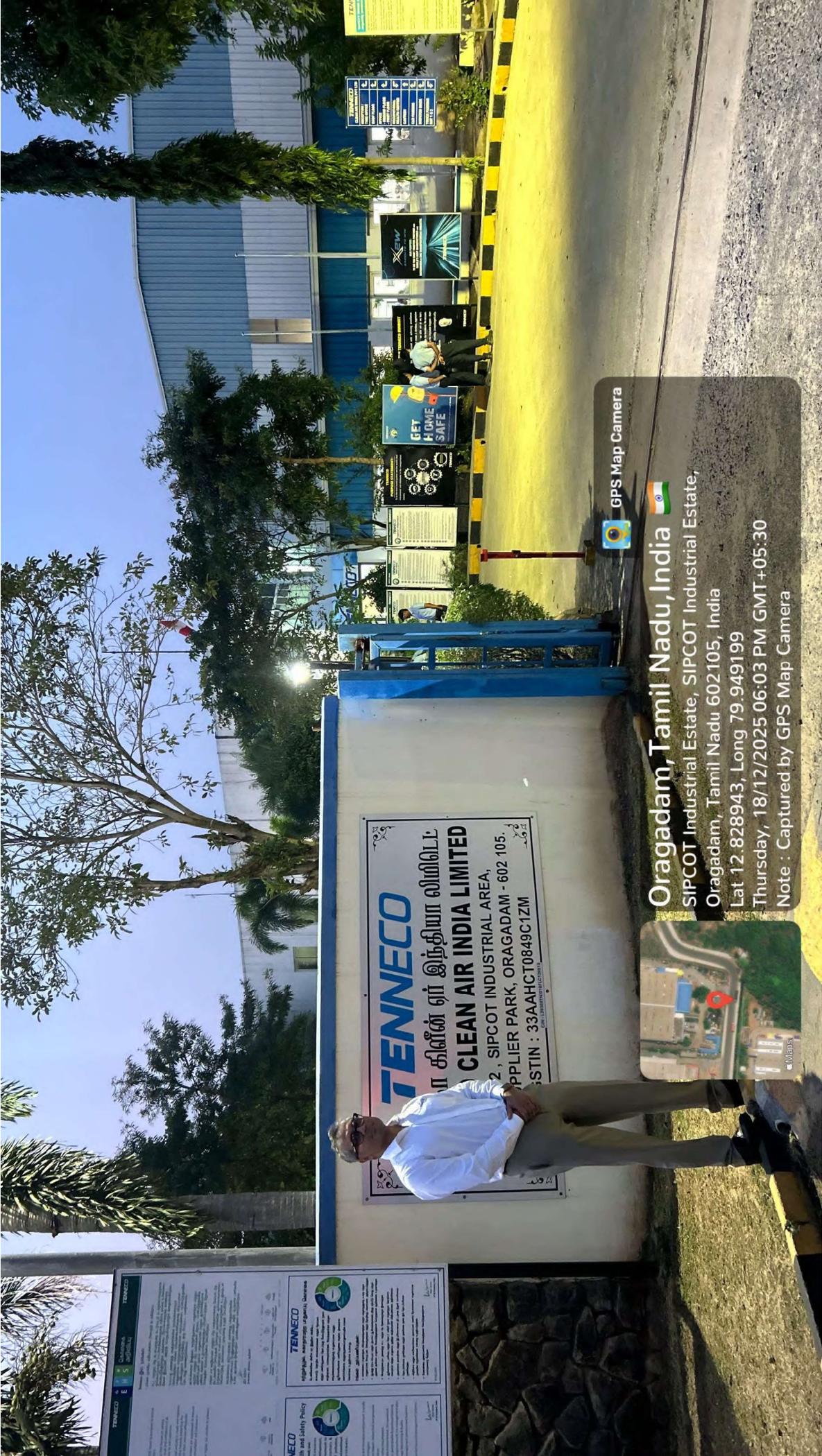
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TENNECO
 கிளின் ஏர் இந்தியா லிமிடெட்
CLEAN AIR INDIA LIMITED
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TENNECO
 Environmental and Safety Policy
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TENNECO
 Environmental and Safety Policy

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