

TENNECO

POSTAL BALLOT NOTICE



TENNECO CLEAN AIR INDIA LIMITED

(formerly known as Tenneco Clean Air India Private Limited)

CIN: L29308TN2018FLC126510

Telephone: +91 124 4784 530

Email: Tennecoindiainfo@tenneco.com

www.tennecoindia.com

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[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

Dear Member(s),

Notice is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013 (“the Act”), Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) that the resolutions appended below are proposed to be passed by the members of Tenneco Clean Air India Limited (“the Company”) by way of postal ballot only through remote e-Voting process (“e-Voting”). Accordingly, physical copy of the notice along with postal ballot form and pre-paid business reply envelope are not being sent to the members for this postal ballot.

An explanatory statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act, read with the Rules, setting out all material facts relating to the resolutions proposed in this postal ballot notice, is appended hereto.

Pursuant to the provisions of Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of

Directors through its resolution dated March 25, 2026 has appointed Mr. Nitesh Latwal (ACS Membership No. A32109 and Certificate of Practice No. 16276), of PI & Associates, Practising Company Secretaries as the Scrutinizer, failing him Mr. Ajay Khandelwal (FCS Membership No. F12387 & Certificate of Practice No. 18606) as Scrutinizer for conducting the postal ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser’s decision on the validity of the votes cast in the postal ballot shall be final.

The Company has engaged the services of the National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting form part of this notice.

The Notice shall be uploaded on the website of the Company i.e., <https://tennecoindia.com/>, on the website of NSDL: <https://www.evoting.nsdl.com/>, the website of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Registrar and Share Transfer Agent of the Company of the RTA at <https://web.in.mpms.mufg.com/client-downloads.html> and on the websites of National Stock Exchange of India Limited <https://www.nseindia.com/> and the BSE Limited <https://www.bseindia.com/> (jointly referred to as “Stock Exchanges”).

Members are requested to read the instructions given in the notes to this postal ballot notice so as to cast their vote electronically. The votes can be cast during the following voting period:

VOTING STARTS ON	VOTING ENDS ON
Friday, April 3, 2026 (9:00 AM IST)	Saturday, May 2, 2026 (5:00 PM IST)

SPECIAL BUSINESS:

1. Ratification and amendment of the Employee Stock Option Scheme 2025 as per the SEBI (Share based employee benefit and sweat equity) Regulations, 2021

To consider and, if thought fit, to pass the following resolution as a ‘Special Resolution’:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof), Regulation 12 of Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulations, 2021 (“SEBI (SBEB & SE) Regulations”), the applicable provisions of the Foreign Exchange Management Act, 1999, the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory guidelines / circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), and pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors of the Company (“Board” which expression shall also include the NRC of the Company, which also acts as the Compensation Committee, in line with the SEBI (SBEB & SE) Regulations), the consent of the members of the Company be and is hereby accorded to approve the ratification of the Employee Stock Option Scheme 2025 (“Scheme”), as amended to align with the provisions of the SEBI (SBEB & SE) Regulations, 2021, subsequent to the Initial Public Offer of the Company along with the consent accorded to the Board to create, grant, offer, reissue, and allot, in one or more tranches, not exceeding 80,72,086 (eighty lakhs seventy-two thousand eighty-six) employee stock options, being 2% of the total share capital of the Company as on June 27, 2025 (being the date on which the shareholders originally approved the Scheme) to or for the benefit of employees and directors of the Company, Group Company, including a Subsidiary Company or Associate Company, in India or outside India, or of a Holding Company

and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws), exercisable into equity shares (“Shares”) of face value of Rs. 10/- each, at such price and on such terms and in such manner as the NRC and Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorised to facilitate the allotment of the Shares under Scheme upon exercise of vested options from time to time in accordance with Scheme and the Shares so allotted shall rank pari-passu in all respects with the existing Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines, SEBI (SBEB & SE) Regulations or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division / undertaking or other re-organisation etc. requisite adjustments (which may include adjustments to the number of options under the Scheme) shall be appropriately made, in a fair and reasonable manner, in accordance with the Scheme.

RESOLVED FURTHER THAT if the Shares of the Company are either sub-divided or consolidated, the number of Shares arising out of and/or the price of acquisition payable by the employees under the Scheme shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value per Share bears to the revised face value of the Shares of the Company after such subdivision or consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to do all such acts and deeds as are required for regulatory and legal compliance including making application for the capital addition to the depositories and requisite approvals from the recognised stock exchanges for listing and trading of equity shares allotted under Scheme in terms

of the SEBI (SBEB & SE) Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and for filing any required forms, applications with the registrar of companies, depositories and execution of all relevant documents as may be required in order to give effect to the above resolutions.

RESOLVED FURTHER THAT the Board, be and is hereby authorized at any time to implement, modify, change, vary, alter, amend, ratify, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may deem fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such implementation, modification, change, variation, alteration, amendment, ratification, suspension or termination of Scheme and do all other things incidental and ancillary thereof in accordance with the Scheme and compliance with applicable laws provided such variation is not prejudicial to the interests of the employees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the ESOP Scheme 2025 and to make applications to the Appropriate Authorities, for their requisite approvals and to take all necessary actions and with power on behalf of the Company to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board/NRC be and is hereby also authorized to delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe for the purpose of giving effect to this resolution.”

2. Ratification of extension of grant to the eligible employees of the Group Company, including a Subsidiary Company or Associate Company, in India or outside India, or of a Holding Company under Employee Stock Option Scheme 2025

To consider and, if thought fit, to pass the following resolution as a ‘Special Resolution’:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1) (b) of the Companies Act, 2013 and other applicable provisions, if any, read with Rules made thereunder including any statutory modifications or re-enactment thereof, Regulation 6(3)(c) and other applicable provisions, if any, of the of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB & SE) Regulations”), relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”), the applicable provisions of the Foreign Exchange Management Act, 1999, the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory guidelines / circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s) and pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors of the Company (“Board” which expression shall also include the NRC of the Company, which also acts as the Compensation Committee, in line with the SEBI (SBEB & SE) Regulations), the consent of the members of the Company be and is hereby accorded to ratify the extension of the benefits of Employee Stock Option Scheme 2025 (“Scheme”) and along with the consent accorded to the Board to the offer, issue, reissue and grant of Employee Stock Options (“Options”) and issuance and allotment of the equity shares (“Shares”) thereunder, to or for the benefit of employees and directors of the Company, its Group Company, including a Subsidiary Company or Associate

Company, in India or outside India, or of a Holding Company and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws from time to time) on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and provisions of the Scheme.

RESOLVED FURTHER THAT the Shares to be issued and allotted by the Company to the Eligible Employees under the Scheme shall rank pari-passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT the authority granted to the NRC/ Board to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and to delegate all or any of the powers herein vested in the Board, as per the applicable laws, as may be required to give effect to this resolution, be and is hereby approved and ratified.

Registered Office:

RNS2, Nissan Supplier Park,

SIPCOT Industrial Park

Oragadam Industrial Corridor,

Sriperumbudur, Taluk, Kancheepuram,

Tamil Nadu, India, 602105

Email: complianceofficer@tenneco.com

Website: <https://tennecoindia.com/>

CIN: L29308TN2018FLC126510

By order of the Board of Directors

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

Sd/-

Roopali Singh

Company Secretary and Compliance Officer

Membership No. A15006

Date: March 25, 2026

Place: Gurugram

NOTES:

1. The explanatory statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the rules, setting out all material facts relating to the resolutions mentioned in this postal ballot notice is annexed hereto and forms part of this postal ballot notice (“**Notice**”).
2. Pursuant to the provisions of Sections 108, 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), MCA Circulars, the Company is pleased to provide its members with the e-voting facility to exercise their right to vote electronically on the proposed resolutions.
3. In compliance with the MCA Circulars, the postal ballot notice is being sent only through electronic means to those members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Depositories, i.e. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the ‘Cut-Off Date’ i.e., March 27, 2026 and whose e-mail addresses are registered with the Company/ Depositories/ MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (“RTA”). The physical copies of the postal ballot notice along with postal ballot forms and business reply envelopes are not being sent to the members for this postal ballot.
4. Only those members, whose name appear in the register of members / register of beneficial owners, as on the Cut-Off Date, shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a member as on the Cut-Off Date, should treat this postal ballot notice for information purpose only.
5. The voting period begins on April 3, 2026 at 9:00 a.m. (IST) and ends on May 2, 2026 at 5:00 p.m. (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of March 27, 2026 may cast their vote electronically. The e-voting module shall be disabled by National Securities Depository Limited for voting thereafter.
6. As required by Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the Listing Regulations, the dispatch of the postal ballot notice along with explanatory statement shall be announced through an advertisement in at least one English language newspaper (all edition) and one regional newspaper having wide circulation, where the registered office of the Company is situated.
7. Subject to the provisions of the Articles of Association of the Company, voting rights of a member/ beneficial owner (in case of electronic shareholding) shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
8. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process.
9. The resolutions, if approved by requisite votes, shall be deemed to have been passed on the last date of the remote e-voting i.e., May 2, 2026.
10. The Company has appointed Mr. Nitesh Latwal (ACS Membership No. A32109 and Certificate of Practice No. 16276), of PI & Associates, Practising Company Secretaries as the Scrutinizer, failing him Mr. Ajay Khandelwal (FCS Membership No. F12387 and Certificate of Practice No. 18606) for conducting the Postal Ballot, through e-voting process in a fair and transparent manner.
11. Corporate members are entitled to appoint authorized representatives to vote on their behalf on the resolution proposed in this Notice. Institutional/ Corporate members (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF/ JPG Format) of their Board or governing body’s resolution/ Authorization, authorizing their representative to vote through remote e-voting to the Scrutinizer through e-mail at nitesh@indiacp.com.

12. The Scrutinizer will submit his report to the to the Chairman, or any other person authorised by him after completion of the scrutiny of the votes cast by the equity members of the Company. The Scrutinizer's decision on the validity of the votes cast shall be final. The results of the e-voting will be announced within 2 (two) working days of the conclusion of the postal ballot process i.e., on or before May 5, 2026. The said results, together with the Scrutinizer's Report, would be communicated to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed and also will be displayed on the website of the Company i.e., <https://tennecoindia.com/> and website of NSDL at <https://www.evoting.nsdl.com/>. The Company will also display the results of the postal ballot at the registered office of the Company.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
14. All the documents including the Employee Stock Option Scheme 2025 referred to in this notice will be available electronically for inspection on a working day during business hours between 11:00 a.m. (IST) to 05:00 p.m. (IST), from the date of dispatch of this notice up to the last date of remote e-voting of this postal ballot i.e. Saturday, May 2, 2026 in accordance with the applicable statutory requirements, without payment of any fee by the members from the date of circulation of this notice up to the closure of the remote e-voting period. Members seeking to inspect such documents can send an email to complianceofficer@tenneco.com from their registered email address along with details of their Folio Number/ DP ID and Client ID.
15. The resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.
16. SEBI has mandated the submission of PAN by every participant in the securities market. The members holding shares in dematerialised form are therefore requested to submit their PAN to the Depository Participant with whom they are maintaining their dematerialised accounts.
17. As per the provisions of Section 72 of the Act, the facility for making nominations is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
18. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD CIR/P /2020/242 dated December 09, 2020, under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its members, in respect of all members' resolutions. An individual member holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-Voting facility.
19. The members who have not yet registered their e-mail addresses may kindly follow the process as mentioned below:
 - i. All the shares of the Company are in dematerialized form, since the requirement of submission of Form ISR-1 to the RTA is not applicable.
 - ii. Members who are holding shares in demat can contact Depository Participant ("DP") as per the process advised by DP. Those members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP/the Company's RTA, to enable servicing of notices, documents, annual reports and other communications electronically in future.

20. E-VOTING INSTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

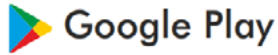
Individual Shareholders holding securities in demat mode with NSDL.

1. For OTP based login you can click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial

Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cDSLindia.com or contact at toll free no. 1800-21-09911
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B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given ahead:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

- a) For Members who hold shares in demat account with NSDL.

Your User ID is

8 Character DP ID followed by 8 Digit Client ID

For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

- b) For Members who hold shares in demat account with CDSL.

16 Digit Beneficiary ID

For example if your Beneficiary ID is 12***** then your user ID is 12*****

- c) For Members holding shares in Physical Form.

EVEN Number followed by Folio Number registered with the company

For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Mr. Nitesh Latwal (email: nitesh@indiacp.com) with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at **022 - 4886 7000** or send a request to Ms. Pallavi Mhatre, Assistant Vice-President, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to complianceofficer@tenneco.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (complianceofficer@tenneco.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at

step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

(Annexed to the Notice pursuant to Section 102 and 110 of the Companies Act, 2013)

The following statement sets out all material facts relating to the special business mentioned in the accompanying notice of Postal Ballot:

Item No. 1 and 2:

Tenneco Clean Air India Limited (“Company”) values employees who are committed to building a successful organization and in order to incentivize, induce, reward and motivate the employees to contribute effectively towards the future growth and profitability of the Company, the Board of Directors and members of the Company on June 27, 2025 approved the Employee Stock Option Scheme 2025 (“Scheme”).

The members are informed that the Scheme was originally framed in compliance with applicable provisions of the Companies Act, 2013 and rules framed thereunder. It is further informed that pursuant to the trading approvals received from BSE Limited and National Stock Exchange of India Limited (together “Stock Exchanges”) on November 18, 2025 the equity shares of the Company were listed on the Stock Exchanges with effect from November 19, 2025.

In terms of Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB & SE) Regulations”), no company is permitted to make fresh grants involving the allotment of shares to its employees under an employee stock option scheme formulated prior to listing of its shares, unless such scheme is in conformity with the SEBI (SBEB & SE) Regulations and is ratified by the members of the Company post-listing.

Further, as per Regulation 6(3)(c) of SEBI (SBEB & SE) Regulations, approval of the shareholders by way of separate Special Resolution is also required for grant of Options to Eligible Employees of a subsidiary companies and associate companies in India or outside India, of the Company.

The Board of Directors vide resolution dated March 25, 2026, subject to the approval of the members, has approved the proposal for ratification and amendment of Scheme and extension of grant to the Eligible Employees of the subsidiary company(ies), and associate company(ies), in India or outside India.

Therefore, the Company seeks approval from its members on the resolutions contained at **Items No. 1 and 2** to amend and ratify the Scheme and to authorise the Board/NRC to create, issue, offer, reissue and allot shares, from time to time, to or for the benefit of employees and directors of the Company, Group Company, including a Subsidiary Company or Associate Company, in India or outside India, or of a Holding Company; and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws from time to time) on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and provisions of the Scheme and undertake such action as may be necessary for the administration of the Options.

The disclosures / particulars as required under Regulation 7(4) of the SEBI (SBEB &SE) Regulations are provided below:

(i) Key variations in the ESOP Scheme:

Sr. No.	Clause no.	Existing clause	Amended/revised clause/ changes to the Scheme	Rationale behind the amendment
1.	2.1.35	Definition of IPO	Deleted	The term “IPO” has not been referred to in the Scheme and therefore been deleted.
2.	3.1.(e)	Implementation and administration Route of the Scheme	The Shares issued pursuant to Exercise of Options under the ESOP 2025 shall be acquired by way of direct allotment by the Company only.	Earlier, the trust route was included in the Scheme as an enabling provision. However, the Company will implement and administer the Scheme directly. Accordingly, the provisions relating to the trust route have been deleted from Clauses 3.1(e), 4.1, 9.1(c)(ii), and 9.2(b) of the Scheme.

Sr. No.	Clause no.	Existing clause	Amended/revised clause/ changes to the Scheme	Rationale behind the amendment
3.	4.2.(b)	Quantum and type of Options	The quantum and type of Options, including the bifurcation, if any between the Performance-based and/or Time-based Options to be granted per Employee and in aggregate under the ESOP 2025 subject to the ceiling as specified in Clause 3.1;	<p>The amendment reflects a bifurcation between Performance-based and/or Time-based Options. The proportion of such Options to be granted to each Employee, if any, shall be determined at the discretion of the NRC/ Board, having regard to business exigencies, the overall compensation strategy, and employee-specific considerations.</p> <p>This amendment is clarificatory in nature and does not alter the overall ceiling on Options as prescribed under Clause 3.1 of the Scheme.</p>
4.	17.5.	Foreign Exchange Laws	<p>Foreign Exchange Laws: If any Options are granted to any Employee being resident outside India, the provisions of the Foreign Exchange Management Act, 1999 or any other applicable foreign exchange laws and rules or regulations made thereunder shall be applicable and the Company and the Option Grantee shall comply with such requirements as prescribed from time to time in connection with Grant, Vest, and Exercise of Options and Allotment of shares thereof.</p>	To ensure alignment with foreign exchange laws, the allotment of Shares has also been brought within the scope of Clause 17.5 of the Scheme.

(ii) Rationale for variation of the Scheme:

The Company has completed its initial public offering of equity shares, and the equity shares were listed on the Stock Exchanges on November 19, 2025. Accordingly, in terms of Regulation 12(1) of the SEBI (SBEB & SE) Regulations, 2021, the ESOP Scheme is required to be approved and ratified by the members of the Company prior to making any fresh grants thereunder. Further, certain amendments of an operational and clarificatory nature are proposed to facilitate effective implementation of the Scheme.

(iii) Details of the employees who are beneficiaries of such variation:

No grants have been made under the Scheme as on date of this Notice. Post approval of the Scheme by the shareholders through this postal ballot, the Company may grant Options and extend the benefits of the Scheme to Eligible Employees of the Company, including Eligible Employees of its Group Company, including a Subsidiary Company or Associate Company, in India or outside India, or of a Holding Company; as applicable. The variation shall apply to all Eligible Employees to whom Options may be granted under the Scheme on or after the date of approval by the shareholders.

The salient features of the Employee Stock Option Scheme 2025 and the disclosures required under Regulation 6(2) of SEBI (SBEB & SE) Regulations, 2021 are as under:

1. Brief description of the Scheme:

The primary objective of the Scheme is to attract, retain and reward Employees with the requisite expertise and skill set by providing them with an opportunity to share wealth created. The Company also intends to use this Scheme to attract, retain and motivate key talent working with the Company and of the Group Company, including a Subsidiary Company or Associate Company, in India or outside India, or of a Holding Company, by rewarding Employees for their high performance and by motivating them to contribute to the overall corporate growth and profitability of the Company.

2. The total number of options, as the case may be, to be offered and granted:

The Nomination and Remuneration Committee (NRC) is authorized to grant up to such number of options to the Eligible Employees, as may be decided by them, in accordance with the Scheme in one or more tranches, from time to time.

The options are to be granted under the Scheme in one or more tranches, from time to time, shall be exercisable into Shares which are not more than 2% of the total share capital of the Company as on June 27, 2025, (being the date on which the shareholders originally approved the Scheme), with each such Option conferring a right upon the Employees to subscribe to 01 (one) Share in the Company upon exercise of such option in accordance with the terms and conditions set out under the Scheme and the applicable laws.

Accordingly, the maximum number of Options that may be granted in one or more tranches, pursuant to this Scheme shall not exceed 80,72,086 (eighty lakhs seventy-two

thousand eighty-six) employee stock options, which shall be convertible into equal number of Shares having face value of Rs. 10/- each;

If an option remains unexercised at expiration of the exercise period or is forfeited/cancelled or becomes un-exercisable due to any other reason, it shall become available for future grants, subject to overall limits under the Scheme and compliance with all applicable laws.

3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

“Employee” or “Eligible Employee” means an ‘employee’ as defined under the SEBI (SBEB & SE) Regulations, as follows:

- (a) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (b) a Director of the Company, whether a whole time Director or not, including a non- executive Director who is not a Promoter or member of the Promoter Group;
- (c) employees as mentioned in (a) and (b) above, of the Group Company, including a Subsidiary Company or Associate Company, in India or outside India, or of a Holding Company;
- (d) but does not include:
 - i. an employee who is a Promoter or belongs to the Promoter Group; or
 - ii. a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company; and
 - iii. a Director being an Independent Director.

4. Requirements of vesting and period of vesting:

Subject to a minimum vesting period of one year, the Options granted under the Scheme will vest as per the following:

(a) **Vesting of performance-based options:** Performance-based Options will vest in such tranches, as specified by the NRC, over a maximum period of five years, upon achievement of:

(i) the specific performance parameters stipulated by the NRC with respect to financial and/or operational performance of the Company for each year of vesting; or

(ii) any other factors as may be prescribed by the NRC.

The Committee may, at its discretion, make exceptions with respect to vesting of performance-based options granted to option grantees who have joined the company in the middle of the year in which the grant is made. In the event the option grantee or the company, as the case may be, is unable to meet the prescribed performance criteria for any tranche, the performance-based options for that tranche shall lapse, provided that the committee may, in its sole discretion, allow vesting of the lapsed performance-based options pertaining to such tranche in the subsequent tranche, subject to the conditions as prescribed by the committee for such subsequent tranche.

(b) **Vesting of time-based options:** Time-based options granted under the Scheme would vest over a maximum period of five years, in accordance with the schedule of vesting stipulated by the NRC in the grant letter.

The minimum vesting period of one year shall not apply to cases of separation from employment due to death or permanent incapacity and in such instances, all the unvested options shall vest with effect from date of the death or permanent incapacity.

5. Maximum period within which the options shall be vested:

The vesting period of options under this scheme may be up to a maximum of 5 years in accordance with the schedule of Vesting, as may be decided by the NRC in the Grant Letter from time to time.

6. Exercise price, or pricing formula:

The exercise price per option shall be as specified in the grant letter or any other relevant ESOP Document, as the case may be. However, the exercise price shall not be lesser than the face value of Shares aligned with the provisions of SEBI (SBEB & SE) Regulations, 2021, ensuring that the exercise price is compliant with all applicable regulatory requirements.

7. Exercise period and process of Exercise:

The exercise period in respect of vested options under this scheme may be up to a maximum of 5 years from the date of vesting of such options or such other period as may be decided by the NRC from time to time. The exact exercise period of options in case of any grant shall be determined by the nomination and remuneration committee at the time of grant and shall be as specified in the grant letter or the relevant ESOP Document, as the case may be. The exercise period as mentioned in the relevant ESOP Document for each option grantee shall be final and binding, unless otherwise decided by the Nomination and Remuneration Committee.

The options not exercised within the exercise period as mentioned above shall lapse and the option grantee shall have no right over such lapsed options.

Exercise process:

An exercise shall be made in the manner as may be required by the NRC from time to time and shall be deemed to take place validly only when the following are received in the manner and within the time period prescribed by the Company:

- i. the duly executed exercise letter in the form as provided; and
- ii. proof of payment of the exercise price for all the options which are exercised and compliance of other requisite conditions of exercise including satisfaction of tax liability thereon.

8. Appraisal process for determining the eligibility of employees for the Scheme:

In determining the eligibility criteria of an Employee to receive options under this Scheme, the NRC may consider the qualification, experience, hierarchy in the organisation or performance of an Employee as indicated by the annual performance appraisal, minimum period of service, the position and responsibilities of an Employee, the nature and value to the Company of his/ her services and accomplishments, his/ her present and potential contribution to the success of the Company, past service and geographical location and such other factors that the NRC may deem relevant.

9. The maximum number of options to be offered and issued per employee and in aggregate, if any:

The maximum quantum of Options to be provided to any Eligible Employee in a financial year shall not exceed 1% of the issued share capital (excluding outstanding warrants and conversions) of the Company as on Grant Date. If in a situation wherein the grant of any Options per optionee exceeds 1% of the issued share capital (excluding outstanding warrants and conversions) of the Company during any 1 (one) financial year, then separate approval from the members would have to be obtained prior to making such grant.

The maximum number of options that may be granted under the ESOP 2025 to an individual Employee, shall be 4,036,043.

10. The maximum quantum of benefits to be provided per employee under Scheme:

The Employees will be entitled to the equity shares of the Company on exercise of Options as per the terms provided under Scheme.

The maximum quantum of benefits for employees under the Scheme will be the difference between the market value of Company's equity share on the stock exchanges as on the date of exercise of options and the exercise price paid by the relevant Eligible Employee.

No benefits, other than grant of Options and issuance of equity shares upon exercise, are envisaged under the Scheme.

11. Whether the Scheme is to be implemented and administered directly by the Company or through a trust:

The Scheme shall be implemented through direct route for extending the benefits to the Eligible Employees by the way of fresh allotment from the Company.

The Scheme shall be administered by the NRC.

12. Whether the Scheme involves new issue of shares by the company or secondary acquisition by the trust or both:

The Scheme involves new issue of shares by the Company in compliance with the SEBI (SBEB & SE) Regulations and other applicable laws.

13. The amount of loan to be provided for implementation of the Scheme (s) by the company to the trust, its tenure, utilization, repayment terms, etc:

Not applicable.

14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme (s):

Not Applicable.

15. A statement to the effect that the Company shall conform to the accounting policies specified in regulation 15:

The Company shall follow the laws/regulations applicable to accounting for Options, as prescribed by the SEBI (SBEB & SE) Regulations or any other Applicable Law, from time to time, including the disclosure requirements prescribed therein.

The Company shall make the requisite disclosures in respect of the Scheme, in the manner specified under applicable laws.

16. The method which the Company shall use to value its options:

The Company shall comply with the requirements of IND – AS 102 and shall use Fair value method and the fair value of Options would be calculated as per the prescribed method under the applicable regulations.

17. A Statement with regard to disclosure in Director's Report:

As the Company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' report.

18. Period of lock-in:

The Shares issued upon Exercise of Vested Options shall be subject to a lock-in of such period as may be determined by the NRC.

19. Terms & conditions for buyback, if any, or specified securities:

The NRC shall determine the terms and conditions of procedure for any buy-back of vested option(s) from Eligible Employees including (i) permissible sources of financing for buy-back of such vested option(s); (ii) minimum financial thresholds to be maintained by the Company as per its last financial statements; and (iii) limits upon the quantum of vested option(s) that the Company may buy-back in a financial year.

The Board of Directors vide their resolution dated March 26, 2026 on the recommendation of the NRC Committee, has considered, approved and recommended the resolutions as set out at **Item no. 1 and 2** for your approval as **Special Resolutions**.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in any way concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the Options as may be granted under the Scheme.

By order of the Board of Directors
For Tenneco Clean Air India Limited
(Formerly known as Tenneco Clean Air India Private Limited)

Sd/-

Roopali Singh

Company Secretary and Compliance Officer

Membership No. A15006

Date: March 25, 2026

Place: Gurugram

Registered Office:

RNS2, Nissan Supplier Park,

SIPCOT Industrial Park

Oragadam Industrial Corridor,

Sriperumbudur, Taluk, Kancheepuram,

Tamil Nadu, India, 602105

E-mail: complianceofficer@tenneco.com

Website: <https://tennecoindia.com/>

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