Form No. MGT-7

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]

सत्यमेव जयते

Form language
◉ English ◯ Hindi

*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) — 01/04/2025

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY) — 31/03/2026

(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 — registered office photo-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://www.tenneco.com/solutions/clean-air

iv *Date of Incorporation (DD/MM/YYYY) | 21/12/2018

v (a) *Class of Company (as on the financial year end date) | Public company
(Private company/Public Company/One Person Company)

(b) *Category of the Company (as on the financial year end date) | Company limited by shares
(Company limited by shares/Company limited by guarantee/Unlimited company)

(c) *Sub-category of the Company (as on the financial year end date) | Subsidiary of Foreign Company
(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association 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
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)
2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)

viii Number of Registrar and Transfer Agent | 1

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
U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West,),,Mumbai,Mumbai City,Maharashtra,India,400083	INR000004058

ix * (a) Whether Annual General Meeting (AGM) held ◯ Yes ◉ No

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

(c) Due date of AGM (DD/MM/YYYY) | 30/09/2026

(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

It will be held on August 28, 2026

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/Joint Venture	% of shares held
1	U34300TZ1998PTC015231		TENNECO AUTOMOTIVE INDIA PRIVATE LIMITED	Subsidiary	100
2	U51109DL1998PLC195010		FEDERAL - MOGUL IGNITION PRODUCTS INDIA LIMITED	Subsidiary	100
3	U29253PN2014PLC152540		FEDERAL-MOGUL SEALINGS INDIA LIMITED	Subsidiary	89.89

4	U29199HR2006PLC043262		FEDERAL-MOGUL BEARINGS INDIA LIMITED	Subsidiary	99.37
5		NA	Tenneco Mauritius Holdings Limited	Holding	85.43

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 Equity Shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
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	403604309	403604309.00	4036043090	4036043090	
Increase during the year	0.00	0.00	0.00	0.00	0.00	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	0	0.00	0	0	
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	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
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	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify 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 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 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) 0

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 22885200000

ii * Net worth of the Company 96705040000

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)	301841085	74.79	0	0.00
10	Others	0	0.00	0	0.00
	Total	301841085.00	74.79	0.00	0

Total number of shareholders (promoters) | 7

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	10918691	2.71	0	0.00
	(ii) Non-resident Indian (NRI)	339381	0.08	0	0.00

	(iii) Foreign national (other than NRI)	37	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	5474521	1.36	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	36095399	8.94	0	0.00
7	Mutual funds	30834891	7.64	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	1739161	0.43	0	0.00
10	Others Clearing members etc	16361143	4.05	0	0.00
	Total	101763224.00	25.21	0.00	0

Total number of shareholders (other than promoters) 136455

Total number of shareholders (Promoters + Public/Other than promoters) 136462.00

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

Sl.No	**Category**	
1	Individual - Female	26675
2	Individual - Male	52366
3	Individual - Transgender	0
4	Other than individuals	57421
	Total	136462.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company | 56

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
EASTSPRING INVESTMENTS INDIA CONSUMER EQUITY OPEN LIMITED	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI	06/05/2008	India	251933	0.0624
ABU DHABI INVESTMENT AUTHORITY - STABLE	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI	21/03/1976	India	1801586	0.4464
ASHOKA WHITEOAK ICAV - ASHOKA WHITEOAK INDIA OPPORTUNITIES FUND	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	05/04/2018	India	742327	0.1839
3PIM INDIA EQUITY (IFSC) FUND	KOTAK MAHINDRA BANK LTD A WING 5TH FLOOR INTELLION SQUARE INFINITY IT PARK GEN AK VAIDYA MARG MALAD EAST MUMBAI	06/05/2025	India	202574	0.0502
INVESCO INDIA EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI	02/12/1994	India	251896	0.0624
TARA EMERGING ASIA LIQUID FUND	STANDARD CHARTERED BANK Securities Services, 3rd Floor 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI	17/03/2017	India	19191	0.0048
GOVERNMENT PENSION FUND GLOBAL	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	22/06/1990	India	2621534	0.6495
ABU DHABI INVESTMENT AUTHORITY - WAY	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI	21/03/1976	India	676000	0.1675

OP-INDIA FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	03/05/2024	India	90228	0.0224
ASHOKA WHITEOAK ICAV - ASHOKA WHITEOAK EMERGING MARKETS EQUITY FUND	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	01/03/2025	India	249320	0.0618
CRAFT EMERGING MARKET FUND PCC- ELITE CAPITAL FUND	ORBIS FINANCIAL CORPORATION LTD 4 A OCUS TECHNOPOLIS GOLF CLUB ROAD, SECTOR-54 GURGAON	06/02/2023	India	154	0.00001
SAINT CAPITAL FUND	CO TRI-PRO ADMINISTRATORS LTD LEVEL 5, MAEVA TOWER, BANK STREET CYBERCITY, EBENE MAURITIUS	05/11/2018	Mauritius	1234	0.0003
DENDANA INVESTMENTS (MAURITIUS) LIMITED MANAGED BY FIL INVESTMENT MANAGEMENT (SINGAPORE) LIMITED	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	07/10/2019	India	132630	0.0329
FIDELITY FUNDS - INDIA FOCUS FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	23/08/2004	India	4278304	1.06
ASHOKA WHITEOAK ICAV - ASHOKA WHITEOAK EMERGING MARKETS EQUITY EX CHINA FUND	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	05/04/2018	India	93000	0.023
UNISUPER LIMITED AS TRUSTEE FOR UNISUPER	BNP PARIBAS HOUSE 1 NORTH AVENUE, MAKER MAXITY BANDRA KURLA COMPLEX, BANDRA EAST MUMBAI	20/05/1982	India	131081	0.0325

BLACKROCK GLOBAL FUNDS - ASIAN MULTI-ASSET INCOME FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	20/01/2016	India	4562	0.0011
FIDELITY INDIA FUND	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI	29/09/2005	India	356644	0.0884
SCHRODER INDIA EQUITY FUND	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI	07/06/2019	India	10480	0.0026
INTEGRATED CORE STRATEGIES (ASIA) PTE. LTD.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	30/04/2007	India	82763	0.0205
AL MEHWAR COMMERCIAL INVESTMENTS L.L.C. - (WHITING)	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI	05/05/2024	India	165000	0.0409
GOLDMAN SACHS BANK EUROPE SE - ODI	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI	29/06/2018	India	139940	0.0347
BLACKROCK GLOBAL FUNDS - INDIA FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	02/02/2005	India	840445	0.2082
KOTAK FUNDS - INDIA GROWTH FUND	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	15/03/2005	India	220000	0.0545
NUVAMA INDIA OPPORTUNITIES FUND - CLASS C	33 EDITH CAVELL STREET PORT LOUIS	07/03/2019	Mauritius	2	0.00001

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	7	7
Members (other than promoters)	0	136455
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	1	7	0.00	0.00
i Non-Independent	4	0	1	4	0	0
ii Independent	0	0	0	3	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	
Total	4	0	1	7	0.00	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date: 10

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)
ARVIND CHANDRASEKHARAN	08721916	Whole-time director	0	
MANAVENDRA SINGH SIAL	11095791	Director	0	
NATHAN PATRICK BOWEN	11095741	Director	0	
UTSAV BAIJAL	02592194	Director	0	30/05/2026
PRAKASH MAHESH	11095815	Director	0	
ROOPALI SINGH	AORPS0844K	Company Secretary	0	
MAHENDER CHHABRA	AAEPC0301J	CFO	0	
NIRANJAN KUMAR GUPTA	07806792	Director	0	
JAIDIT SINGH BRAR	10799130	Director	0	
GOPIKA PANT	00388675	Director	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year 17

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)
GARIMA SHARMA	FFKPS7210L	Company Secretary	31/07/2025	Cessation
NIRANJAN KUMAR GUPTA	07806792	Director	05/05/2025	Appointment
JAIDIT SINGH BRAR	10799130	Director	05/05/2025	Appointment
GOPIKA PANT	00388675	Director	05/05/2025	Appointment
ARVIND CHANDRASEKHARAN	08721916	Whole-time director	05/05/2025	Appointment
MANAVENDRA SINGH SIAL	11095791	Director	15/05/2025	Appointment
MAHENDER CHHABRA	AAEPC0301J	CFO	05/06/2025	Appointment
NATHAN PATRICK BOWEN	11095741	Director	15/05/2025	Appointment
UTSAV BAIJAL	02592194	Director	15/05/2025	Appointment

PRAKASH MAHESH	11095815	Director	15/05/2025	Appointment
ROOPALI SINGH	AORPS0844K	Company Secretary	01/08/2025	Appointment
DIGAMBAR JAGANNATH PARKHI	08886868	Director	15/05/2025	Cessation
NADELLA PHANI KISHOR RAO	08871799	Director	15/05/2025	Cessation
GANGASAGAR NEMINATH HEMADE	03409175	Director	15/05/2025	Cessation
RISHI VERMA	08943606	Managing Director	15/05/2025	Cessation
PRIYA NIMJE	BZQPD9588N	Company Secretary	05/05/2025	Cessation
GARIMA SHARMA	FFKPS7210L	Company Secretary	05/05/2025	Appointment

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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	15/05/2025	7	7	100
Extra Ordinary General Meeting	27/06/2025	7	7	100
Annual General Meeting	27/09/2025	7	7	100

B BOARD MEETINGS

*Number of meetings held: 18

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	05/05/2025	4	3	75
2	15/05/2025	12	10	83.33
3	04/06/2025	8	7	87.5
4	27/06/2025	8	7	87.5
5	27/06/2025	8	7	87.5
6	29/06/2025	8	6	75
7	30/06/2025	8	7	87.5
8	28/07/2025	8	6	75
9	18/08/2025	8	7	87.5
10	30/08/2025	8	7	87.5
11	06/09/2025	8	7	87.5
12	16/10/2025	8	8	100
13	26/10/2025	8	7	87.5
14	05/11/2025	8	6	75
15	14/11/2025	8	7	87.5
16	05/12/2025	8	6	75
17	13/02/2026	8	7	87.5
18	25/03/2026	8	8	100

C COMMITTEE MEETINGS

Number of meetings held	24

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	Audit Committee	27/06/2025	3	3	100
2	Audit Committee	27/06/2025	3	3	100

3	Audit Committee	29/06/2025	3	3	100
4	Audit Committee	30/06/2025	3	3	100
5	Audit Committee	18/08/2025	3	2	66.67
6	Audit Committee	30/08/2025	3	2	66.67
7	Audit Committee	06/09/2025	3	3	100
8	Audit Committee	16/10/2025	3	3	100
9	Audit Committee	26/10/2025	3	3	100
10	Audit Committee	05/11/2025	3	3	100
11	Audit Committee	14/11/2025	3	2	66.67
12	Audit Committee	05/12/2025	3	2	66.67
13	Audit Committee	13/02/2026	3	3	100
14	Audit Committee	25/03/2026	3	3	100
15	Nomination and Remuneration Committee	04/06/2025	3	3	100
16	Nomination and Remuneration Committee	27/06/2025	3	3	100
17	Nomination and Remuneration Committee	28/07/2025	3	2	66.67
18	Nomination and Remuneration Committee	06/09/2025	3	3	100
19	Nomination and Remuneration Committee	25/03/2026	3	3	100
20	Stakeholders Relationship Committee	13/02/2026	3	3	100
21	Corporate Responsibility Committee	06/09/2025	3	3	100
22	Corporate Responsibility Committee	24/03/2026	3	3	100
23	Risk Management Committee	15/12/2025	3	3	100
24	Risk Management Committee	27/03/2026	3	2	66.67

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		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	(Y/N/NA)
1	NIRANJAN KUMAR GUPTA	17	17	100	17	17	100	
2	JAIDIT SINGH BRAR	17	17	100	20	20	100	
3	GOPIKA PANT	17	17	100	9	9	100	
4	ARVIND CHANDRASEKHARAN	17	17	100	1	1	100	
5	MANAVENDRA SINGH SIAL	17	12	70	19	14	73	
6	NATHAN PATRICK BOWEN	17	16	94	2	1	50	
7	UTSAV BAIJAL	17	8	47	2	2	100	
8	PRAKASH MAHESH	17	14	82	2	2	100	

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

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Rishi Verma	Managing Director	2990000	0	0	0	2990000.00
2	ARVIND CHANDRASEKHARAN	Whole-time director	85370000	0	0	0	85370000.00
	Total		88360000.00	0.00	0.00	0.00	88360000.00

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

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount

1	Garima Sharma	Company Secretary	910000	0	0	0	910000.00
2	Roopali Singh	Company Secretary	16940000	0	0	0	16940000.00
3	Mahender Chhabra	CFO	23420000	0	0	0	23420000.00
	Total		41270000.00	0.00	0.00	0.00	41270000.00

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

6

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Gangasagar Neminath Hemade	Director	3420000	0	0	0	3420000.00
2	Nadella Phani Kishor Rao	Director	1440000	0	0	0	1440000.00
3	Digambar Jagannath Parkhi	Director	1450000	0	0	0	1450000.00
4	Jaidit Singh Brar	Director	0	0	0	7710000	7710000.00
5	Gopika Pant	Director	0	0	0	7710000	7710000.00
6	Niranjan Kumar Gupta	Director	0	0	0	9060000	9060000.00
	Total		6310000.00	0.00	0.00	24480000.00	30790000.00

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: 136462

XIV Attachments

(a) List of share holders, debenture holders: Details of Shareholder or Debenture holder (6).xlsm

(b) Optional Attachment(s), if any: MGT 8- TCAIPL 26.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 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) 31/03/2026

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)	17/08/2026
Place	Noida

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* Arvind Chandra dated* (DD/MM/YYYY) 17/08/2026 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

(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: 0*7*1*1*

To be digitally signed by

● Company Secretary ○ Company secretary in practice

*Whether associate or fellow:

● Associate ○ Fellow

Membership number: 1*0*6

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)	AC5355409
eForm filing date (DD/MM/YYYY)	24/08/2026

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