RPA & PARTNERS
Company Secretaries

SECRETARIAL AUDIT REPORT
For the financial year ended on 31st March, 2026

[Pursuant to section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Tenneco Automotive India Private Limited
122, Sipcot Industrial Complex, Hosur,
Tamil Nadu- 635126

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Tenneco Automotive India Private Limited (hereinafter called "the Company")**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of **Tenneco Automotive India Private Limited's** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives, during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2026, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2026, according to the provisions of:

i) The Companies Act, 2013 (the Act) and the rules made there under;
ii) The Depositories Act, 1996 and the Regulations and Bye-Laws framed there under;

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards etc. mentioned above.

We further report that: -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Director and Independent Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Further, Mr. Praveen Kumar Singh was appointed as Executive

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RPA & PARTNERS COMPANY SECRETARIES NEW DELHI

Director with effect from 09th May, 2019 and acting as such since then without any further approval.

Adequate notice has been given to all directors/members of the committee to schedule the Board Meetings/committee meetings during the financial year under review, agenda and detailed notes on agenda were sent within prescribed timeline, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

In terms of the minutes of Board and committee meetings, all the decisions are carried unanimously. The members of the Board and committee(s) have not expressed dissenting views on any of the agenda items during the financial year under review.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that, during the audit period, the Company has:

i) obtained approval of the members for appointment of Mr. Jaidit Singh Brar, as Independent Director of the Company and complied with the applicable provisions of the Act in this regard.

ii) obtained approval of the members for appointment of Ms. Roopali Singh as Woman Director and complied with the applicable provisions of the Act in this regard.

iii) ratified the remuneration paid to Mr. Rishinaradamangalam Chidambaram Subramaniam, Managing Director of the Company during the financial year 2025-26.

iv) ratified the remuneration paid to Mr. Praveen Kumar Singh, Executive Director of the Company during the financial year 2025-26.

v) declared and paid interim dividend.

Place: NEW DELHI **Date: 28.05.2026**	**FOR RPA & PARTNERS** **COMPANY SECRETARIES** Alok Kr. Tripathi **CS ALOK KUMAR TRIPATHI** **ACS-27448, CP No.- 13447** **UDIN: A027448H000525968**

This report is to be read with our letter of even date which is annexed as **Annexure-I** and forms an integral part of this report.

RPA & PARTNERS COMPANY SECRETARIES NEW DELHI Alok

RPA & PARTNERS
Company Secretaries

Annexure-I

To,
The Members,
Tenneco Automotive India Private Limited
122, Sipcot Industrial Complex, Hosur,
Tamil Nadu- 635126

Our report of even date is to be read along with this letter:

1. Management of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of the events requiring compliance and reporting etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: NEW DELHI **Date: 28.05.2026**	**FOR RPA & PARTNERS** **COMPANY SECRETARIES** Alok Kr. Tripathi **CS ALOK KUMAR TRIPATHI** **ACS-27448, CP No.- 13447** **UDIN: A027448H000525968**

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