TENNECO

TENNECO CLEAN AIR INDIA LIMITED
(formerly known as Tenneco Clean Air India Private Limited)
CIN: L29308TN2018FLC126510
Telephone: +2135 612501/506
Email: Tennecoindiainfo@tenneco.com
Website: www.tennecoindia.com

Date: August 6, 2026

To	To
National Stock Exchange of India Limited	BSE Limited
Exchange Plaza, C-1, Block G	Phiroze Jeejeebhoy Towers
Bandra Kurla Complex,	Dalal Street,
Bandra (E), Mumbai – 400051	Mumbai – 400001
Scrip Symbol: TENNIND	Scrip Code: 544612

Subject: <u>Notice of the 8th Annual General Meeting of the Company</u>

Dear Sir/Madam,

In terms of the requirements of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the **Notice of the 8th Annual General Meeting** of the Company for the financial year 2025-26, scheduled to be held on **Friday, August 28, 2026 at 4:00 P.M.** (IST) through Video Conferencing/Other Audio Visual Means. The said Notice also forms part of the Integrated Annual Report for the financial year 2025-26, submitted to the stock exchanges vide our letter dated August 6, 2026.

You are requested to kindly take the same on record.

Sincerely,
For **Tenneco Clean Air India Limited**

ROOPALI SINGH
Digitally signed by ROOPALI SINGH
Date: 2026.08.06 21:21:27 +05'30'

Roopali Singh
Company Secretary and Compliance Officer
Membership No: A15006

Place: Gurugram

Encl: as above

NOTICE OF 8TH ANNUAL GENERAL MEETING

Notice is hereby given that the 8th (Eighth) Annual General Meeting ("**AGM**"/ "**Meeting**") of the members of **Tenneco Clean Air India Limited** ("**Company**") will be held on Friday, August 28, 2026 at 4:00 PM (IST) through Video Conference/ Other Audio Visual Means (VC/OAVM), deemed to be held at the Registered Office of the Company, to transact the following businesses.

ORDINARY BUSINESS:

To consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

1. **Adoption of audited standalone financial statements**

   To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon

   "**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon as circulated to Shareholders of the Company, be and are hereby received, considered and adopted."

2. **Adoption of audited consolidated financial statements**

   To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of Auditors thereon

   "**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2026, together with the report of the Auditors thereon as circulated to Shareholders of the Company, be and are hereby received, considered and adopted."

3. **Re-appointment of Mr. Prakash Mahesh (DIN: 11095815), Non-Executive Non-Independent Director, who retires by rotation**

   To appoint a Director in place of Mr. Prakash Mahesh (DIN: 11095815), Non-Executive Non-Independent Director, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

   "**RESOLVED THAT** pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013, and in accordance with Articles of Association of the Company, Mr. Prakash Mahesh (DIN: 11095815), Non-executive Non-Independent Director, who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment as a Director, be and is hereby re-appointed as a Non-executive Non-Independent Director of the Company, liable to retire by rotation."

4. **Re-appointment of Mr. Nathan Patrick Bowen (DIN: 11095741), Non-Executive Non-Independent Director, who retires by rotation**

   To appoint a Director in place of Mr. Nathan Patrick Bowen (DIN: 11095741), Non-Executive Non-Independent Director, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

   "**RESOLVED THAT** pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013, and in accordance with Articles of Association of the Company, Mr. Nathan Patrick Bowen (DIN: 11095741), Non-executive Non-Independent Director, who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment as a Director, be and is hereby re-appointed as a Non-executive Non-Independent Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

5. **Appointment of Secretarial Auditors of the Company**

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, applicable SEBI circulars and Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on recommendation of the Audit Committee and the Board of Directors of the Company, M/s. RPA & Partners, Practicing Company Secretaries (FRN: P2024DE099400), be and is hereby appointed as the Secretarial Auditors of the Company for a term of three (3) consecutive years, commencing from financial year 2026-27 till financial year 2028-29, at such remuneration and on such terms and conditions as may be determined by the Board of Directors from time to time and to avail any other services, certificates or reports as may be permissible under applicable laws.

   RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "**the Board**", which term shall be deemed to include, unless context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorised to perform all acts, deeds, matters or things and take such decisions / steps as may be necessary, expedient or desirable to give effect to aforesaid resolution."

6. **Revision in the terms of remuneration of Mr. Arvind Chandrasekharan (DIN: 08721916), Whole Time Director and Chief Executive Officer**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 190 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Listing Regulations, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, and subject to such other approvals, consents and permissions as may be required, and the original terms of his appointment, the revised remuneration of Mr. Arvind Chandrasekharan (DIN: 08721916), Whole Time Director & Chief Executive Officer, for the period from 1st April, 2026 upto the remainder period of the tenure of his appointment i.e. 31st January, 2028, be and is hereby approved on the terms and conditions set out below as detailed in the explanatory statement annexed hereto, with authority to the Board of Directors (on the recommendations of the Nomination and Remuneration Committee) to alter, enhance or widen the scope of remuneration (including the Fixed pay, Variable Pay/ Commission and other benefits) including periodical increase in his remuneration as may be permissible within the overall remuneration limits as mentioned in the explanatory statement in accordance with the Act and rules made thereunder and other applicable laws, regulations, as amended from time to time.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to revise the remuneration payable to the Mr. Arvind Chandrasekharan (DIN: 08721916), within the remuneration limits as mentioned in the explanatory statement and to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

7. **Approve the appointment of Mr. Noah Jesse Falk (DIN: 11665788) as Non-Executive Non-Independent Director of the Company**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 160, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) and the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and in accordance with the Articles of Association of the Company, Mr. Noah Jesse Falk (DIN: 11665788), who was appointed by the Board of Directors as an Additional Director (Non-Executive Non-Independent) of the Company with effect from May 30, 2026 and who holds office up to the date of this AGM in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from the date of this AGM.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and/ or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, and to execute all such documents, instruments and writings as may be deemed necessary, expedient or desirable, including filing of requisite forms and returns with statutory authorities, for the purpose of giving effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.

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

Sd/-
Roopali Singh
Company Secretary & Compliance Officer
Membership. No.: A15006

Date: May 30, 2026
Place: Gurugram

NOTES

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (**"the Act"**), is annexed hereto, setting out all material facts relating to the resolutions mentioned in this notice.

2. In compliance with the circular issued by the Ministry of Corporate Affairs ("**MCA**"), vide its General Circular No. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard, latest being General Circular No. 3/2025 dated September 22, 2025 (hereinafter collectively referred to as "**MCA Circulars**"), applicable provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and relevant circulars issued by Securities and Exchange Board of India (**"SEBI"**) in this regard, latest being SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("hereinafter collectively referred as **SEBI Circulars**"), the AGM of the Company is being conducted through VC / OAVM, which does not require physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company at RNS2, Nissan Supplier Park SIPCOT Industrial Park, Oragadam Industrial Corridor, Sriperumbudur Taluk, Kancheepuram, Tamil Nadu 602 105, India.

3. Pursuant to the MCA Circulars read with SEBI Circulars, the facility to appoint proxy to attend and cast vote on behalf of the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

5. Since the AGM will be held through VC/ OAVM, pursuant to the MCA Circulars read with SEBI Circulars, physical attendance of the members is not required at the AGM, and attendance of the members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act. Route map of the venue of the Meeting is accordingly not annexed hereto.

6. For enabling the members to participate at the 8th AGM through VC / OAVM, the Company has appointed Central Depository Services (India) Limited, ("CDSL") to provide VC/OAVM facility and e-voting facility, for the AGM. Participation at the AGM through VC / OAVM shall be allowed on a first-come-first-served basis for 1000 members. This will not include large members (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF E-MAIL ID AND FOR OBTAINING COPY OF ANNUAL REPORT:

7. In accordance with the MCA Circulars read with SEBI Circulars, the Notice of the 8th AGM along with the Annual Report for the financial year 2025-26 is being sent by electronic mode to Members whose e-mail id is registered with the Company or the Depository Participants (DPs) or Registrar and Share Transfer Agent ("RTA") of the Company. Physical copy of the Notice of the 8th AGM along with Annual Report for the financial year 2025-26 shall be sent to those members who request the same. Members may send their request on complianceofficer@tenneco.com or through a request letter at the Corporate Office of the Company at 10th Floor, Tower B, Paras Twin Towers, Sector-54, Golf Course Road, Gurugram – 122 002, Haryana, India, addressed to the Company Secretary.

   The Company is also sending a letter providing the web-link, including the exact path, where complete details of this AGM Notice and the Annual Report is available to those Members who have not registered e-mail ids with Company/ RTA/ DP. Notice along with Annual Report for the financial year 2025-26 will also be available on the website of the Company at http://tennecoindia.com/investor-relations, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and also on the website of CDSL i.e. www.evotingindia.com.

8. Members who may be holding shares in physical form and who have not updated their e-mail ids with the Company /RTA/ DP are requested to update their e-mail ids and other details through updating their KYC by submitting the prescribed Form either to the RTA of the Company or directly to the Company in the manner specified hereunder in General Information – Update your KYC. Members holding shares in dematerialised (Demat) mode are requested to register/update their e-mail addresses with the relevant DPs. In case of any queries/difficulties in registering the e-mail address, members may write to the RTA at investor.helpdesk@in.mpms.mufg.com or to the Company at complianceofficer@tenneco.com.

9. The Company has appointed Mr. Nitesh Latwal (ACS Membership No. A32109 and Certificate of Practice No. 16276), of PI & Associates, Practicing Company Secretaries as the Scrutinizer, failing him Mr. Ajay Khandelwal (FCS Membership No. F12387 and Certificate of Practice No. 18606) for conducting the e-voting process in a fair and transparent manner for the AGM.

10. 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 and with a copy marked to complianceofficer@tenneco.com.

11. 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, 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 CDSL at www.evotingindia.com. The Company will also display the results of the AGM at the registered office of the Company.

GENERAL INFORMATION

12. KYC updation for physical members: SEBI vide its Master Circular No. SEBI/HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, mandated that the security holders (holding securities in physical form), whose folio(s) are not updated with the KYC details (any of the details viz., PAN (linked with Aadhaar); Contact Details; Postal Address with Pin code, Mobile Number, Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, as may be applicable, only through electronic mode with effect from April 01, 2024. Further, such security holder shall not be able to lodge grievance or avail any service request from the RTA, until the KYC details are updated. Therefore, members of the Company, holding shares in physical mode are requested to immediately update their aforesaid KYC details with the RTA of the Company to avoid any hardship /consequences as above. For facilitating to update their aforesaid KYC details, nomination details and further for processing various service requests, the Company has uploaded required forms – ISR1, ISR2, ISR3, ISR4, ISR-5, SH13 and SH14, as applicable, on its website viz. https://tennecoindia.com/investor-relations.

    Members can download the Forms, as applicable / required, fill in the details and send to the RTA of the Company along with requisite documents for updating the details.

13. Members who hold shares in dematerialised form and wish to update their PAN, contact details, Bank details, signatures and Nomination, are requested to contact their respective DPs.

14. ll existing investors are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in securities market. However, all new investors shall continue to be required to mandatorily provide the 'Choice of Nomination' for demat accounts except for jointly held demat accounts.

15. As per regulation 40(1) of the SEBI Listing Regulations, as amended, read with SEBI Master Circular no. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, members are advised to dematerialise their shares, if any being held in physical form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact RTA to seek guidance in the demat procedure. Members may also visit website of the depositories, NSDL viz. https://nsdl.co.in/faqs/faq.php or CDSL viz. https://www.cdslindia.com/investors/open-demat.html for further understanding of the demat procedure.

16. All the documents referred to in the accompanying Notice and Explanatory Statement shall be available for inspection through electronic mode, basis requests received on complianceofficer@tenneco.com.

17. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested, under section 189 of the Act and any other document as may be required as per provisions of the Act shall be available for inspection electronically upon login at CDSL e-voting system at www.evotingindia.com.

18. The details of the Director being re-appointed, at the 8th AGM are provided in Annexure-B of this Notice. The Company has received the requisite consent/ declarations for the re-appointment under the Act and the rules made thereunder and SEBI Listing Regulations.

19. With a view to safeguard the interests of the investors and to streamline the resolution mechanism in the Indian Securities Market, SEBI vide its circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023 as amended from time to time, mandated establishment of common Online Dispute Resolution Portal ("ODR Portal"), by Market Infrastructure Institutions, which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/ clients and listed companies (including their RTAs) or specified intermediaries/regulated entities, in Indian Securities Market.

The ODR Portal allows the investors/shareholders to enrol themselves, file unresolved grievance, upload documents and get status updates pertaining to the unresolved grievances filed against listed entities/ its RTA.

The process for initiation of Dispute Resolution process is enumerated below:

- An investor/client shall first take up his/her grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant.
- If the grievance is not redressed satisfactorily the investor/shareholder may escalate the same through the SCORES Portal (www.scores.gov.in) in accordance with SCORES Guidelines in accordance with the process laid out.
- If the investor/client is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal. Alternatively, the investor/client may initiate dispute resolution through the ODR Portal if the grievance lodged with the concerned Market Participant was not satisfactorily resolved or at any stage of the subsequent escalations (prior to or at the end of such escalation(s).
- The concerned Market Participant may also initiate dispute resolution through the ODR Portal after having given due notice of at least 15 calendar days to the investor/client for resolution of the dispute which has not been satisfactorily resolved between them.
- The SMART ODR Portal can be accessed at: https://smartodr.in/login.

20. **VOTING THROUGH ELECTRONIC MEANS:**

i. Pursuant to the provisions of section 108 of the Act read with rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), regulation 44 of SEBI Listing Regulations (as amended) and applicable Circulars, the Company is pleased to provide the facility to members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. For this purpose, the Company has appointed CDSL, as the authorised agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by CDSL.

ii. The members, whose names appear in the Register of Members/list of Beneficial Owners as on the closure of Friday, August 21, 2026, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice of AGM for information purpose only.

iii. The members present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting, shall be eligible to vote during the AGM. The e-voting module shall be activated 30 minutes before the scheduled time of the AGM and shall remain activated 15 minutes after the closure of AGM and shall be disabled by CDSL for voting thereafter.

INFORMATION AND INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE AGM ARE AS UNDER:

Members may cast their votes through electronic voting system from any place (remote e-voting).

The remote e-voting period begins on	Tuesday, 25 August, 2026 at 09:00 A.M. (IST)
The remote e-voting period ends on	Thursday, 27 August, 2026 at 05:00 P.M. (IST)

The remote e-voting module shall be disabled by CDSL for voting thereafter. The members, whose names appear in the Register of Members / Beneficial Owners as on the **cut-off date i.e. August 21, 2026**, may cast their vote electronically. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. In addition, the facility for voting through e-voting system shall also be made available during the AGM. Once the vote on a resolution is cast by the member, thereafter the member shall not be allowed to change it subsequently. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote during the AGM.

How do I vote electronically using CDSL e-Voting system?

The way to vote electronically on CDSL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to depositories e-Voting system

A) **Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode**

In terms of SEBI master circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, on e-Voting facility provided by Listed Companies, Individual members 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 email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual members 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 e-voting is in progress as per the information provided by the Company. On clicking the e-voting 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 or joining virtual meeting & voting during the meeting. 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 Number from 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual members 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 '**Tenneco Clean Air India Limited'** 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 or joining virtual meeting & voting during the meeting. 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 held 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 '**Tenneco Clean Air India Limited'** 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 or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	5. Members can also download NSDL Mobile App “**NSDL Speed-e**” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual members (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 ‘**Tenneco Clean Air India Limited’** or e-Voting service provider i.e. CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

Login type	Helpdesk details
Individual members 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 members 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

B) Login Method for e-Voting and joining virtual meeting for members other than Individual members holding securities in demat mode and members holding securities in physical mode.

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

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on “Shareholders” module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

7) After entering these details appropriately, click on "SUBMIT" tab.

8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

10) Click on the EVSN of the Company 'Tenneco Clean Air India Limited' on which you choose to vote.

11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

13) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

16) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

18) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@ cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board

  Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; complianceofficer@tenneco.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case of any queries, or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an e-mail to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.

For any grievances connected with facility for e-voting, please contact Mr. Rakesh Dalvi, AVP, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800-21-09911.

Process for those members whose email ids are not registered with the depositories for getting the copy of this Notice, procuring user id and password and registration of email 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 member, 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 member 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 and joining virtual meeting for Individual members holding securities in demat mode.**

3. In terms of SEBI master circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, 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. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access by following the steps mentioned above for **Access to CDSL e-Voting system.** After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against the Company name – **Tenneco Clean Air India Limited**. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVSN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this Notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Members who have questions may send their questions in advance latest by Friday, **August 21, 2026** mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@tenneco.com. The same will be replied by the Company suitably.

Registration as Speaker at the AGM:

1. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker shareholder by sending request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at complianceofficer@

tenneco.com before **August 21, 2026, (5:00 p.m. IST)**. Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for speaking, depending on the availability of time for the AGM.

2. Further members, who have registered themselves as speaker shareholder, will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

Other instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other person so authorised, who shall countersign the same. The results of the e-voting will be announced within 2 (two) working days of the conclusion of the AGM.

2. The result declared along with the Scrutinizer's Report shall be displayed at the Registered Office and Corporate Office of the Company, as well as placed on the Company's website https://tennecoindia.com/investor-relations and on the website of CDSL i.e. www.cdslindia.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

3. The recorded transcript of the 8th AGM shall also be made available on the website of the Company, https://tennecoindia.com/investor-relations in the investor's section, as soon as possible after the AGM is over.

4. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of AGM, i.e. August 28, 2026.

5. Members are requested to fill in and submit the Feedback Form available in the 'Investor' section on the Company's website https://tennecoindia.com/investor-relations, to aid the Company in its constant endeavour to enhance the standards of service to its members.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT") AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LISTING REGULATIONS").

ITEM NO. 5

Pursuant to Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI Listing Regulations, every listed entity is required to undertake secretarial audit by a Secretarial Auditor who is a Peer Reviewed Company Secretary and to obtain approval of the Members for appointment/re-appointment of the Secretarial Auditor at the AGM.

Driven by seasoned professionals with extensive experience, M/s RPA & Partners provides responsive, customized, and well-reasoned solutions, adhering to the highest professional standards and best corporate governance practices. M/s. RPA & Partners LLP is a leading firm of Company Secretaries specializing in comprehensive audit and advisory services for businesses and entrepreneurs. Their expertise spans Corporate & Commercial Laws, India Entry Services, Corporate Restructuring, Insolvency & Bankruptcy, Contract Management, Labour and Industrial Laws, and related areas. They cater to a diverse clientele, including listed entities, startups, SMEs, large enterprises, private equity investors, and domestic and foreign institutional investors.

M/s. RPA & Partners, Practicing Company Secretaries (FRN: P2024DE099400), have confirmed that they are independent of the Company and are not related to the Company, its Promoters, Promoter Group, Directors or Key Managerial Personnel in any manner that may affect their independence or objectivity in carrying out the secretarial audit of the Company. M/s. RPA & Partners have also confirmed that they hold a valid Peer Review Certificate issued by the Institute of Company Secretaries of India (ICSI), which remains valid as on the date of this Notice and that they continue to satisfy all eligibility criteria prescribed under the Act, the SEBI Listing Regulations and other applicable laws for appointment as Secretarial Auditors of the Company.

Further, during the financial year immediately preceding the proposed appointment and up to the date of this Notice, M/s. RPA & Partners have provided certain permitted professional services to the Company, details of which were reviewed by the Audit Committee and were not considered to affect their independence as Secretarial Auditors.

Based on the recommendation of the Audit Committee, the Board of Directors have approved and recommended the appointment of M/s. RPA & Partners, Practicing Company Secretaries (FRN: P2024DE099400), as Secretarial Auditors of the Company on the following terms and conditions:

a. Term of appointment: For a term of 3 (three) consecutive years from April 01, 2026 to March 31, 2029.

b. Proposed Fees: Fees of INR 3.5 Lakh (Rupees three Lakhs fifty thousand only), plus applicable taxes and reimbursement of out-of-pocket expenses on actuals, in connection with the secretarial audit for FY 2026-27 and for subsequent years of the term, such fee as the Board, on recommendation of the Audit Committee may determine, subject to a maximum of INR 7.00 Lakh (Rupees Seven Lakh only), per financial year, plus applicable taxes and reimbursement of out-of-pocket expenses, as may be mutually agreed with the Secretarial Auditors. Fees for other permissible services, certificates or reports, if any, shall be approved by the Board of Directors in consultation with the Audit Committee, as may be required under applicable law.

c. Basis of recommendations and credentials: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and the SEBI Listing Regulations. While recommending, the Board of Directors have also considered, experience, capability, independent assessment, audit experience and also evaluation of the quality of audit work done by them in the past

M/s. RPA & Partners have given their consent to act as Secretarial Auditors of the Company and confirmed that the appointment, if approved would be within the prescribed limits and that it is not disqualified to be appointed as Secretarial Auditor in terms of provisions of the Act & Rules made thereunder and SEBI Listing Regulations. The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 6.

The Members of the Company, at the first Extraordinary General Meeting of FY 2025-26 held on May 15, 2025, approved the appointment of Mr. Arvind Chandrasekharan (DIN: 08721916) as Whole Time Director and Chief Executive Officer of the Company for the period from May 5, 2025 up to January 31, 2028, along with the terms and conditions of his appointment and remuneration.

The remuneration structure approved earlier did not provide adequate flexibility for annual compensation progression during the balance tenure of his appointment. Considering the successful initial public offering and listing of the equity shares of the Company, the Company's operating and financial performance, the responsibilities discharged by Mr. Arvind Chandrasekharan, prevailing market practices and compensation benchmarks, and based on the recommendation of the Nomination and Remuneration Committee (**"NRC"**), the Board of Directors at its meeting held on 25th March, 2026 approved a revision in the remuneration payable to him, for the period from April 1, 2026 upto January 31, 2028 subject to the approval of the Members.

The revised remuneration payable to Mr. Arvind Chandrasekharan effective April 1, 2026 shall be on the following terms and conditions:

1. Basic Salary:

Basic Salary of ~ INR 260 Lakh per annum, with authority to the Board of Directors, based on the recommendation of the NRC, to approve annual increments from time to time, provided that the Basic Salary shall not exceed INR 390 Lakh per annum during the remainder of his tenure.

2. Benefits, Allowances and Perquisites:

In addition to the Basic Salary referred to above, Mr. Arvind Chandrasekharan shall be entitled to:

(a) Allowances

Allowances of INR 190 Lakh per annum, with authority to the Board of Directors, based on the recommendation of the NRC, to revise the same from time to time, provided that such Allowances shall not exceed INR 285 Lakh per annum. Such Allowances may include special allowance, flexible allowance and other allowances in accordance with Company policies.

(b) Retirement Benefits

Contribution to provident fund, gratuity and other retirement benefits in accordance with the applicable policies of the Company and applicable laws. The current annual contribution is estimated at ~ INR 44.64 Lakh per annum.

(c) Education Fees Assistance

Reimbursement of education fees at actuals for two children up to INR 65 Lakh per annum. The education fees assistance forms part of an existing contractual compensation arrangement and is in line with that of a globally mobile executive talent.

(d) Leave Travel Assistance

Leave Travel Concession/Allowance/Assistance up to INR 0.50 Lakh per annum.

(e) Medical Benefits

Reimbursement of hospitalization and major medical expenses incurred in accordance with Company policies, including mediclaim insurance premium paid.

(f) Car Facility

Company car and driver facility, including fuel, maintenance and related expenses, in accordance with Company policies.

(g) Communication and Other facilities

Telecommunication facilities, including broadband internet and other communication facilities, housing loan assistance and such other facilities as may be provided under the Company's policies.

(h) Leave

He shall be entitled to leave in accordance with the rules and policies of the Company. Unavailed leave shall be encashable in accordance with the applicable policies of the Company.

(i) Other Benefits and Perquisites

Such other benefits, facilities and perquisites as may be available to senior executive personnel of the Company from time to time.

3. Performance Linked Incentive / Bonus

Performance Linked Incentive/Bonus at a target value not exceeding 50% of Total Cost to Company as per Company Policy, payable annually at the discretion of the Board based on achievement of performance objectives and such other parameters as may be determined from time to time. Actual payout of Performance Linked Incentive/Bonus shall be between 0% to 210% of target amount based on his performance and Company Performance Matrix approved by the Board.

4. Long-Term Incentive Plan (LTIP):

With the objective of fostering long-term value creation, retention and leadership continuity, Mr. Arvind Chandrasekharan shall be eligible to participate in the Company's LTIP, including grants of stock options and/or other long-term incentive awards. Any grant under the LTIP in form of stock options shall be governed by the shareholder-approved scheme of the Company and shall vest subject to performance and vesting conditions determined by the NRC.

The target value, being the fair value of such awards, is currently estimated at INR 250 Lakh per annum or an amount not exceeding a maximum of 70% of Fixed Salary (i.e. Basic Salary, all Allowance, and Retirals) as may be approved by the Board based on the recommendation of the NRC. The grant, vesting and payout of such awards shall be subject to achievement of prescribed performance criteria and shall be governed by the applicable LTIP and other policies of the Company, as amended from time to time.

5. Indicative Parameters for Determining Variable Pay and LTIP:

The Board, based on the recommendation of the NRC, may consider the following factors while determining the extent of Performance Linked Incentive/Bonus and Long-Term Incentive awards:

- Company performance against defined qualitative and quantitative parameters which may include all or any of the following:

  a) Achievement of revenue, profitability, cash flow, ROCE and other key financial performance metrics;

b) Shareholder value creation; Growth in Earnings Per Share (EPS); Improvement in Return on Equity (ROE) and Return on Capital Employed (ROCE); Total Shareholder Return (TSR);

c) Achievement of ESG and sustainability goals;

d) Development of leadership pipeline, talent retention and succession readiness for key positions, and

- Industry compensation benchmarks and prevailing market practices;

6. Valuation of Perquisites:

For the purpose of calculating the aforesaid remuneration, perquisites shall be evaluated in accordance with the provisions of the Income-tax Act, 1961 and the Rules made thereunder, wherever applicable, and in the absence of any such provisions, at actual cost.

7. Overall Remuneration Limit:

The aggregate remuneration payable to Mr. Arvind Chandrasekharan shall be within the limits prescribed under Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V thereto, as amended from time to time.

8. Sitting Fees:

Mr. Arvind Chandrasekharan shall not be entitled to receive sitting fees for attending meetings of the Board or Committees thereof.

9. Power to Vary Terms:

The Board of Directors (including any Committee thereof), based on the recommendation of the NRC, shall have the authority to revise, vary, enhance or alter the remuneration payable to Mr. Arvind Chandrasekharan, including salary, allowances, incentives, long-term incentives, benefits and perquisites within the overall limits approved by the Members and in accordance with applicable law.

Comparison of remuneration approved by shareholders vis-à-vis proposed revised remuneration:

Particulars	FY 2025-26 per annum	FY 2026-27 onwards per annum
Basic Salary	INR 235.53 Lakh	**INR 260.00 Lakh** (Basic Salary not to exceed INR 390 Lakh per annum)
Allowances	INR 174.60 Lakh	**INR 190.50 Lakh** (Allowances not to exceed INR 285 Lakh per annum)
Education fees Assistance for children	At Actuals not exceeding INR 65.00 Lakh	At Actuals not exceeding INR 65.00 Lakh
Performance Linked/Bonus	50% of Total Gross Cost to Company	50% of Total Gross Cost to Company
Long Term Incentive Plan	INR 250.00 Lakh	INR 250.00 Lakh (not to exceed a maximum of 70% of Fixed Salary)

Note:

1. Actual payout of Performance Linked Incentive/ Bonus shall be between 0% to 210% of target amount based on his performance and Company Performance Matrix approved by the Board.

2. Total Gross Cost to Company include Basic Salary and all Allowances.

3. Fixed Salary includes Basic Salary, all Allowance and Retirals.

There is no change in Retirals, Leave Encashment, Severance Pay, Company Car and Driver Benefit and other benefits previously approved by the Members.

Brief profile of Mr. Arvind Chandrasekharan (DIN: 08721916)

Mr. Arvind Chandrasekharan holds a Bachelor of Engineering in Chemical Plant Engineering from the University of Bombay, a Master of Science in Industrial Engineering and Management from Oklahoma State University, and a Master of Business Administration from the University of Michigan. He also holds a Diploma in Quality Systems and Management from Narsee Monjee Institute of Management Studies in association with the National Centre for Quality Management, Bombay. He has over 25 years of experience across manufacturing, engineering, sales, marketing, business planning and executive leadership roles in the automotive and industrial sectors. Prior to joining the Company, he held leadership positions with, among others, Delphi Corporation (now part of Phinia), Faurecia Corporation, WABCO Corporation, Spark Minda Corporation and Ashirwad Pipes Private Limited (Aliaxis Group). He has been associated with the Company as Whole Time Director and Chief Executive Officer since May 5, 2025.

Since assuming leadership of the Company, he has been instrumental in strengthening the Company's strategic positioning, driving operational excellence, enhancing stakeholder engagement and leading the Company through its successful initial public offering and subsequent transition to a listed entity. Under his leadership, the Company has continued its focus on profitable growth, governance excellence, operational efficiency and long-term value creation for its stakeholders. The equity shares of the Company were listed on the stock exchanges on November 19, 2025. During FY 2025-26, the Company delivered Revenue from Operations of INR 54,040

Million, Value Added Revenue of INR 49,180 Million, EBITDA of INR 9,255 Million and Profit After Tax of INR 6,044 Million, while maintaining a net debt-free position.

He occupies a critical leadership position and plays a pivotal role in driving the Company's long-term business strategy, technological capabilities, innovation initiatives, and overall value creation for stakeholders. Given the strategic importance of his role, the Board is of the view that the position warrants a remuneration structure that appropriately reflects the responsibilities, accountability, and leadership expected from him. The Company has strengthened its competitive positioning in the market, enhanced its operational capabilities, and continued to pursue sustainable growth opportunities. The Board believes that the Company's ability to attract, retain and motivate proven leadership talent is essential to maintaining and further enhancing its competitive advantage.

In view of his leadership, experience, responsibilities, contribution to the growth and transformation of the Company, and keeping in view prevailing industry compensation practices for comparable positions, the Board, based on the recommendation of the NRC, considers the proposed revision in remuneration to be fair, reasonable and in the best interests of the Company and its Members. Save for the proposed revision in remuneration, all other terms and conditions of his employment shall continue to remain unchanged.

He serves as the Whole Time Director and Chief Executive Officer of the Company and is a member of the Stakeholders Relationship Committee and the Risk Management Committee. Other than the foregoing, he does not hold any directorship or committee membership in any other company.

The revision in remuneration payable to him is being placed before the Members for approval by way of a Ordinary Resolution. The disclosures required under Regulation 36 of the SEBI Listing Regulations, Secretarial Standard on General Meetings (SS-2) and other applicable provisions are set out in Annexure A forming part of this Notice.

Save and except he and his relatives, to the extent of remuneration payable to him and their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, in the resolution set out at Item No. 6 of the Notice. He is not related to any Director or Key Managerial Personnel of the Company. The Board recommends the Special Resolution set out at Item No. 6 for approval of the Members.

Item No. 7

Based on the recommendation of the NRC, the Board of Directors of the Company, at its meeting held on May 30, 2026, appointed Mr. Noah Jesse Falk (DIN: 11665788) as an Additional Director, designated as a Non-Executive Non-Independent Director, with effect from May 30, 2026, subject to approval of the Members of the Company.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), Mr. Falk holds office up to the date of this AGM. Further, in terms of Regulation 17(1C) of the SEBI Listing Regulations, approval of the Members is required for his appointment as a Director of the Company. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Falk for the office of Director.

The Board periodically reviews its composition to ensure that it possesses an appropriate mix of skills, experience, industry knowledge and global business perspectives necessary to effectively discharge its duties and support the Company's long-term strategy. The appointment of Noah Jesse Falk would strengthen the Board's capabilities in the areas of capital allocation, mergers and acquisitions, corporate finance, strategic investments, global business oversight and value creation. Mr. Falk's experience in evaluating investments, overseeing portfolio companies and supporting business transformation initiatives across diverse sectors complements the existing skills and experience available on the Board. His experience in board-level oversight of global businesses is expected to provide valuable insights in areas such as growth strategy, operational performance, capital deployment, governance and shareholder value creation.

Mr. Falk has furnished his consent to act as a Director of the Company and confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act or debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other competent authority.

The Board, after considering the skills, experience, expertise and substantial international leadership experience of Mr. Falk, is of the view that his appointment would strengthen the Board's oversight and contribute significant value to the Company's business and long-term strategic objectives.

Brief details of Mr. Falk, including the information required pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, are provided in Annexure A to this Notice.

In the opinion of the Board, Mr. Falk fulfils the conditions specified under the Act and the SEBI Listing Regulations for appointment as a Director, and his appointment is in the best interests of the Company. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members.

Except Mr. Falk and his relatives, to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

Annexure A

DETAILS OF DIRECTOR SEEKING APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS

Particulars	Mr. Arvind Chandrasekharan	Mr. Noah Jesse Falk
Director Identification Number (DIN)	08721916	11665788
Date of Birth (Age in Years)	January 4, 1970 (56 years)	November 15, 1996 (29 years)
Qualification and Experience (including expertise in specific functional area) / Brief Resume	Mr. Arvind Chandrasekharan (DIN: 08721916) holds a degree of Bachelor of Engineering in chemical plant engineering from the University of Bombay and a Master of Science in the field of industrial engineering and management from Oklahoma State University. He has completed Master of Business Administration from the University of Michigan and also holds a diploma in quality systems and management from Narsee Monjee Institute of Management Studies in association with National Centre for Quality Management, Bombay. He has remarkable experience of around 25 years and has previously been associated with, amongst others, Delphi Corporation (now part of Phinia) in the powertrain, energy and exhaust divisions, Faurecia Corporation, Wabco Corporation, Spark Minda Corporation and Ashirwad Pipes Private Limited (Aliaxis Group). He has been associated with the Company as Whole Time Director and Chief Executive Officer since May 05, 2025.	Mr. Noah Jesse Falk (DIN: 11665788) is a private equity professional with strong expertise in investment analysis, complex transaction execution, and portfolio company oversight across sectors including industrials, transportation, and media. He has extensive experience evaluating opportunities, structuring investments, and supporting value creation initiatives at the board and management level. Mr. Noah Jesse Falk (DIN: 11665788) is currently associated with Apollo Management and also serves on the Board of Tenneco LLC where he plays an active role in overseeing investments in companies such as Legendary Entertainment. He has also contributed to investments in businesses including Atlas Air, Sun Country Airlines, and 25madison Supply Chain, where his work was focused on diligence, transaction execution, and strategic oversight. Noah graduated from the University of Pennsylvania with a Bachelor of Science in Economics from The Wharton School, concentrating in Finance and minoring in Political Science.
Date of first appointment on the Board	May 5, 2025	May 30, 2026
Terms of appointment or re-appointment	Revision in remuneration as per appointment resolution and Company Policy	Appointed as Non-Executive Non-Independent Director liable to retire by rotation.
Last drawn gross remuneration	As per explanatory statement above.	N.A.
Remuneration proposed to be paid	As per explanatory statement above.	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
Directorships held in other Indian companies	Nil	Nil
Resignations from the Listed Companies in the past three years	Nil	Nil
Memberships/ Chairmanships of committees of other companies	Nil	Nil
Shareholding in the Company (No. of shares) including shareholding as a beneficial owner.	Neither the Director nor his immediate relatives hold any shares in the Company	Neither the Director nor his immediate relatives hold any shares in the Company
Board meetings attended during FY 2025-26	17 Meetings attended out of 17 meetings	N.A

Annexure-B

DETAILS OF DIRECTOR SEEKING REAPPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS

Pursuant to the annual performance evaluation of the Board, its Committees and individual Directors, the Nomination and Remuneration Committee (**"NRC"**) has evaluated the performance, skills, experience, expertise, contribution and continued effectiveness of Mr. Nathan Patrick Bowen and Mr. Prakash Mahesh as members of the Board. Based on such evaluation, the NRC recommended their re-appointment to the Board. The Board after due evaluation of the contributions made by Mr. Bowen and Mr. Mahesh and is satisfied that they continue to provide valuable strategic guidance, industry expertise and global business insights that are beneficial to the Company. The Board is of the opinion that their continued association would be in the best interests of the Company and its stakeholders and accordingly recommends their re-appointment as Directors liable to retire by rotation. Details under regulation 36 of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings are appended below:

Particulars	Nathan Patrick Bowen	Prakash Mahesh
Director Identification Number (DIN)	11095741	11095815
Date of Birth (Age in Years)	August 29, 1969 (56 years)	January 27, 1972 (54 years)
Qualification and Experience (including expertise in specific functional area) / Brief Resume	Mr. Nathan Patrick Bowen is a Non-Executive Director of the Company and has been associated with the Company since May 15, 2025. He is currently serving as Executive Vice President and Group President – Clean Air, Powertrain and Champion at Tenneco LLC. He holds a bachelor's degree in Business Administration from Central Michigan University, USA and an MBA from Grand Valley State University, USA. He has over 24 years of experience in the automotive industry and has previously held strategic finance and general management roles with Yanfeng Global Automotive Interior Systems Co. Ltd and Johnson Controls, Inc.	Mr. Prakash Mahesh is a Non-Executive Director of the Company and has been associated with the Company since May 15, 2025. He is currently serving as Executive Vice President and President – Performance Solutions of Tenneco LLC. He holds a bachelor's degree in Electrical and Electronics Engineering from PSG College of Technology, Coimbatore, a Master of Science degree from Drexel University, USA, and an MBA from California Coast University, USA. He possesses extensive experience in industrial and automotive manufacturing, engineering and IT solutions, and has held leadership positions with various multinational organizations including ATS Automation, Ametek, Closure Systems International, Tegrant Corporation, Hospira, GE Healthcare and others.
Date of first appointment on the Board	May 15, 2025	May 15, 2025
Terms of appointment or re-appointment	Re-appointment upon retirement by rotation	Re-appointment upon retirement by rotation
Last drawn gross remuneration (Paid during the financial year 2025-26)	Nil	Nil
Remuneration proposed to be paid	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
Directorships held in other Indian companies	Nil	Nil
Resignations from the Listed Companies in the past three years	Nil	Nil
Memberships/ Chairmanships of committees of other companies	Nil	Nil
Shareholding in the Company (No. of shares) including shareholding as a beneficial owner.	Neither the Director nor his immediate relatives hold any shares in the Company	Neither the Director nor his immediate relatives hold any shares in the Company
Board meetings attended during FY 2025-26	16 Meetings attended out of 17 meetings	14 Meetings attended out of 17 meetings