



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

Date: May 04, 2026

To  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400051  
Scrip Symbol: TENNIND

To  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai – 400001  
Scrip Code: 544612

**Subject: Disclosure under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Voting Results and Scrutinizer's Report of the Postal Ballot Notice dated March 25, 2026**

Dear Sir/ Ma'am,

In continuation to our intimation dated April 1, 2026, regarding the Notice of Postal Ballot along with the explanatory statement ("Notice"), seeking approval of the Members of the Company by way of Special Resolution in respect of the item(s) set out in the Notice through remote e-voting system.

We wish to inform you that, based on the scrutinizer's report dated May 04, 2026, on the Postal Ballot, the Members of the Company have duly passed the following resolution(s) as set out in the Notice:

Item No.	Description of Resolution(s)	Type of Resolution
1.	Ratification and amendment of the Employee Stock Option Scheme 2025 as per the SEBI (Share based employee benefit and sweat equity) Regulations, 2021	Special Resolution
2.	Ratification of extension of grant to the eligible employees of the Group Company, including a Subsidiary Company or Associate Company, in India or outside India, or of a Holding Company under Employee Stock Option Scheme 2025	Special Resolution

In view of the above, please find enclosed herewith the following documents:

- a) Details of voting results as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed as **Annexure A**.
- b) Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 dated May 04, 2026, enclosed as **Annexure B**; and

The voting results along with Scrutinizer's report, shall be made available at the Registered Office and Corporate Office of the Company and shall also be made available on the website of the Company at



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

<https://tennecoindia.com/investor-relations/> and on the website of National Securities Depository Limited at <https://www.evoting.nsdl.com/>.

You are requested to kindly take the same on record.

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

---

**Roopali Singh**  
**Company Secretary and Compliance Officer**  
**Membership No: A15006**

Place: Gurugram  
Encl: as above

## Resolution (1)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification and amendment of the Employee Stock Option Scheme 2025 as per the SEBI (Share based employee benefit and sweat equity) Regulations, 2021				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	301841085	301841083	100.0000	301841083	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	301841085	301841083	100.0000	301841083	0	100.0000	0.0000
Public-Institutions	E-Voting	86708950	70627200	81.4532	44900340	25726860	63.5737	36.4263
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	86708950	70627200	81.4532	44900340	25726860	63.5737	36.4263
Public- Non Institutions	E-Voting	15054274	781273	5.1897	775537	5736	99.2658	0.7342
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	15054274	781273	5.1897	775537	5736	99.2658	0.7342
<b>Total</b>		<b>403604309</b>	<b>373249556</b>	<b>92.4791</b>	<b>347516960</b>	<b>25732596</b>	<b>93.1058</b>	<b>6.8942</b>
Whether resolution is Pass or Not.							Yes	

### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	2
Public Institutions	0
Public - Non Institutions	0

## Resolution (2)

<b>Resolution required: (Ordinary / Special)</b>	Special
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	No
<b>Description of resolution considered</b>	Ratification of extension of grant to the eligible employees of the Group Company, including a Subsidiary Company or Associate Company, in India or outside India, or of a Holding Company under Employee Stock Option Scheme 2025

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	301841085	301841083	100.0000	301841083	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		301841085	301841083	100.0000	301841083	0	100.0000
<b>Public- Institutions</b>	E-Voting	86708950	70330810	81.1114	44900340	25430470	63.8416	36.1584
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		86708950	70330810	81.1114	44900340	25430470	63.8416
<b>Public- Non Institutions</b>	E-Voting	15054274	781243	5.1895	775453	5790	99.2589	0.7411
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		15054274	781243	5.1895	775453	5790	99.2589
<b>Total</b>		<b>403604309</b>	<b>372953136</b>	<b>92.4056</b>	<b>347516876</b>	<b>25436260</b>	<b>93.1798</b>	<b>6.8202</b>
<b>Whether resolution is Pass or Not.</b>							Yes	

### Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	2
Public Institutions	0
Public - Non Institutions	0

**FORM MGT-13**  
**SCRUTINIZER'S REPORT ON POSTAL BALLOT PROCESS**  
**(THROUGH REMOTE E-VOTING)**  
**FOR**  
**TENNECO CLEAN AIR INDIA LIMITED**  
*(formerly known as Tenneco Clean Air India Private Limited)*

To,

The Chairman

**Tenneco Clean Air India Limited**

*(formerly known as Tenneco Clean Air India Private Limited)*

CIN: L29308TN2018FLC126510

Kancheepuram,

Tamil Nadu - 602105

Dear Sir,

**Subject: Scrutinizer's Report on Postal Ballot Process**

I, Nitesh Latwal, Partner of M/s PI & Associates, Practicing Company Secretaries (FRN: P2014UP035400), was appointed as a Scrutinizer by the Board of Directors of **Tenneco Clean Air India Limited** (formerly known as Tenneco Clean Air India Private Limited) ("**the Company**") on March 25, 2026 for the purpose of scrutinizing the e-voting/postal ballot process in a fair and transparent manner in respect of the resolutions mentioned in the notice of Postal Ballot dated March 25, 2026 ("**Notice**") under the provisions of Section 108 and 110 of the Companies Act, 2013 ("**Act**") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) ("**Rules**") and in accordance with the terms of General Circular Nos. 14/2020 dated April 8, 2020, and subsequent circulars issued in this regard, latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as the "**MCA Circulars**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR) Regulations, 2015**") and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and to submit a report thereon to the Company on the following resolutions forming part of the Notice:-



Page 1 of 5

**CORPORATE OFFICE**

D-38 South Extn. Part-I, New Delhi - 110049 India | T : +91 11 40622200 | F : +91 11 40622201 | E : info@piassociates.co.in

S. No.	Type of Resolutions	Particulars
1.	Special Resolution	Ratification and amendment of the Employee Stock Option Scheme 2025 as per the SEBI (Share based employee benefit and sweat equity) Regulations, 2021.
2.	Special Resolution	Ratification of extension of grant to the eligible employees of the Group Company, including a Subsidiary Company or Associate Company, in India or outside India, or of a Holding Company under Employee Stock Option Scheme 2025.

In connection with the above-referred matter, I submit my report as under:

1. In compliance with above referred MCA Circulars, the Company had sent the Notice along with the Statement under Section 102 of the Act setting out all material facts in respect of the resolutions mentioned therein electronically by email to all the members of the Company, whose email addresses are registered with the Company/ MUFG Intime India Private Limited (formerly known as Link Intime India Pvt Ltd.), Registrar to issue and Share Transfer Agent, as on Friday, March 27, 2026 (“cut-off date”).
2. The Company completed the dispatch of Notice by e-mail on Wednesday, April 1, 2026. In accordance with the MCA Circulars, no physical copy of the Notice, Postal Ballot Form, and pre-paid business reply envelope was dispatched to the members. Therefore, the Company was not required to provide the facility of voting through physical Postal Ballot.
3. The Company had published an advertisement in Financial Express and Makkal Kural newspapers on Thursday, April 2, 2026, regarding the completion of the dispatch of Notice and also specifying therein the matters prescribed in the Rules with regard to remote e-voting.
4. The remote e-voting period commenced on Friday, April 3, 2026 from 9:00 A.M. (IST) onwards and ended on Saturday, May 2, 2026, 5:00 P.M. (IST), both days inclusive for the purpose of postal ballot, via e-voting platform facilitated by National Securities Depository Limited (“NSDL”) to provide remote e-voting facility viz.: [www.evoting.nsd.com](http://www.evoting.nsd.com).
5. The members of the Company holding shares as on the cut-off date were entitled to vote on the resolutions as contained in the Notice and have voted through the e-voting facility only as per the MCA circulars. Members have cast their votes on the designated platform, viz.: [www.evoting.nsd.com](http://www.evoting.nsd.com).
6. The remote e-voting was unblocked on Saturday, May 2, 2026, after 5:00 PM (IST) in the presence of two witnesses who are not in employment of the Company.



7. Thereafter, the details containing, *inter-alia*, list of the members, who voted "For" or "Against" on the resolutions were derived from the report generated from the e-voting platform provided by the NSDL in respect of voting through remote e-voting.
8. The members have cast their votes through remote e-voting for the resolutions set out in said Notice, and all votes cast up to Saturday, May 2, 2026, 5:00 P.M. (IST), i.e., the last date and time fixed by the Company for postal ballot process have been considered for the purpose of this report.
9. The detailed result of the postal ballot (through remote e-voting) is annexed herewith in **Annexure A**.
10. For the preparation of this report, Permanent Account Number (PAN) based consolidation of folios of individual shareholders has not been done.
11. The relevant records related to this postal ballot activity will be handed over to the Authorised Person of the Company for safekeeping.
12. Based on such results, I hereby certify that the resolutions as set out in Notice have been approved and passed by the requisite consent of the members.
13. The resolutions specified in the Notice are deemed to be passed on the last date of remote e-voting i.e. Saturday, May 2, 2026.

Thanking You

Countersigned by

**Roopali Singh**  
Company Secretary & Compliance Officer  
Tenneco Clean Air India Limited  
(Formerly known as Tenneco Clean Air India Private Limited)

For PI & Associates  
Company Secretaries



**Nitesh Latwal**  
(Partner)  
ACS No.: A32109  
C P No.: 16276  
PR: 1498/2021  
Date: 04.05.2026  
Place: New Delhi  
UDIN: A032109H000274373

**Item No. 1: Ratification and amendment of the Employee Stock Option Scheme 2025 as per the SEBI (Share based employee benefit and sweat equity) Regulations, 2021**

Type of Resolution: Special Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
E – Voting	414	34,75,16,960	93.1058	95	2,57,32,596	6.8942	2	2
Postal Ballot	-							
<b>Total</b>	<b>414</b>	<b>34,75,16,960</b>	<b>93.1058</b>	<b>95</b>	<b>2,57,32,596</b>	<b>6.8942</b>	<b>2</b>	<b>2</b>

**Result:** The Special Resolution has been passed with requisite consent.



**Item No. 2: Ratification of extension of grant to the eligible employees of the Group Company, including a Subsidiary Company or Associate Company, in India or outside India, or of a Holding Company under Employee Stock Option Scheme 2025.**

Type of Resolution: Special Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
E – Voting	411	34,75,16,876	93.1798	94	2,54,36,260	6.8202	2	2
Postal Ballot	-							
<b>Total</b>	<b>411</b>	<b>34,75,16,876</b>	<b>93.1798</b>	<b>94</b>	<b>2,54,36,260</b>	<b>6.8202</b>	<b>2</b>	<b>2</b>

Result: The Special Resolution has been passed with requisite consent.

