TERRA Clean Ltd.
A Wholly Owned Subsidiary of IOC



Footsteps Towards a Sustainable Future

ANNUAL REPORT 2025-26



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Corporate Information

Corporate Identification No.: U35107DL2024GOI432137

Registered Office:
NBCC Commercial Space,
10th Floor, Tower-2,
Kidwai Nagar, Sarojini Nagar,
South-West Delhi,
Delhi-110023

Bankers:
1. Axis Bank- Karol Bagh Branch, New Delhi
2. ICICI Bank- Connaught Place Branch, New Delhi

Auditors

Statutory Auditor	:	S.P. Agarwal & Co., New Delhi
Secretarial Auditor	:	L. Gupta and Associates, New Delhi
Internal Auditor	:	G.S. Mathur & Co., New Delhi

Contact Details

Website	:	www.terraclean.in
Phone	:	(011)-24347600
Email id	:	connect@terraclean.in

Board of Director



Shri A.V. Raghunandhan
Non-Executive Chairman
(w.e.f. 29.11.2024)



Shri Nitin Kumar
Non-Executive Director
(w.e.f. 13.08.2025)



Shri Joydeep Choudhury
Non-Executive Director
(w.e.f. 25.03.2026)



Shri Pravin Dongre
Non-Executive Director
(up to 24.03.2026)

Key Managerial Personnel (KMP)



Shri Atul J Parmar
Chief Executive Officer
(w.e.f. 10.01.2025)



Shri Pankaj Kumar Singh
Chief Financial Officer
(w.e.f. 05.02.2025)



Shri Samrat Sethia
Company Secretary
(w.e.f. 05.02.2025)

NOTICE OF THE SECOND ANNUAL GENERAL MEETING

NOTICE is hereby given that the Second Annual General Meeting of the Members of TERRA CLEAN LIMITED will be held on Monday, 28th September 2026 at 12.00 hrs. (IST) at the Registered Office of the Company situated at NBCC Commercial Space, 10th Floor, Tower-2, Kidwai Nagar, Sarojini Nagar, South-West Delhi, Delhi – 110023, India, either in-person or through Video Conference (VC),/Other Audio Visual Mode (OAVM) to transact the following business:

ORDINARY BUSINESS

1. **To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2026, together with the Reports of the Board of Directors and the Statutory Auditors thereon and the Comments of the Comptroller and Auditor General of India**

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

   "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026, comprising the Balance Sheet as at that date, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year ended on that date, together with the Notes forming part thereof, the Reports of the Board of Directors and the Statutory Auditors thereon and the Comments of the Comptroller and Auditor General of India under Section 143(6)(b) of the Companies Act, 2013, if any, as circulated to the Members, be and are hereby received, considered and adopted."

2. **Re-appointment of Shri A.V. Raghunandhan (DIN: 10570608), who retires by rotation**

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

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Shri Aravally Venkata Raghunandhan (DIN: 10570608), who retires by rotation at this Annual General Meeting and, being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

By Order of the Board of Directors
For **Terra Clean Limited**
Sd/-
(Samrat Sethia)
Company Secretary
Membership No.: A16293

Place: New Delhi
Date: 23 September 2026

NOTES:

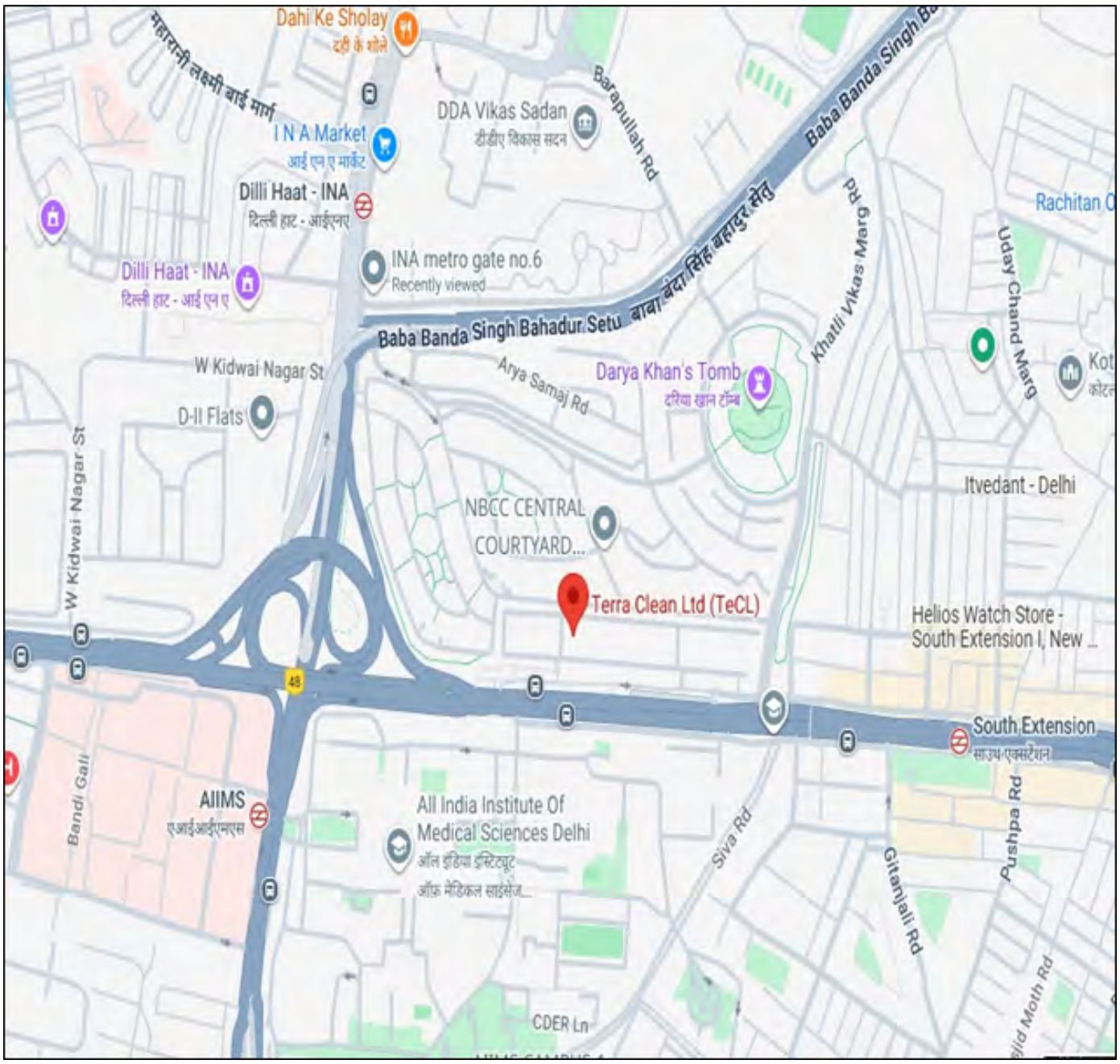
1. Ministry of Corporate Affairs ("MCA") vide its General Circular No. 03/2025 dated September 22, 2025 read with circulars issued earlier on the subject ("MCA Circulars") has permitted the conduct of Annual General Meeting ("AGM") virtually. Hence, in compliance with the circulars, members have option to join the AGM through VC/OAVM.
2. Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. Members are informed that in case of joint holders attending the meeting, only such joint holder who is first in the order of names will be entitled to vote.
4. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself, and such proxy need not be a member of the company. The instrument appointing a proxy, in order to be effective, must be duly completed, stamped, signed and deposited at the Registered Office of the Company not less than forty-eight (48) hours before the commencement of the meeting.
5. Pursuant to Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Proxies submitted on behalf of body corporates must be accompanied by a certified copy of the relevant Board Resolution/authorisation.
6. Corporate Members intending to send their authorised representative(s) to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution authorising such representative(s) to attend and vote on their behalf at the Meeting.
7. All the documents referred to in this Notice, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Registered Office of the Company on all working days between 12.00 P.M. and 1.00 P.M. up to the date of the Annual General Meeting, and will also be available for inspection at the Meeting.
8. Brief particulars of the Director seeking re-appointment at this Annual General Meeting, as required under Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.
9. The Company being an unlisted Government Company with less than one thousand Members, the provisions relating to remote e-voting under Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 are not applicable. Voting at the Meeting shall be conducted by show of hands or by poll, in accordance with the provisions of Sections 107 and 109 of the Companies Act, 2013.
10. In terms of Section 102(2) of the Companies Act, 2013, the business set out at Item Nos. 1 to 2 of this Notice constitutes Ordinary Business and, accordingly, no Explanatory Statement under Section 102(1) of the Act is required to be annexed.
11. As TeCL is a Government Company, the Statutory Auditors of the Company is appointed by the Comptroller and Auditor General of India under Section 139(5) of the Companies Act, 2013. The Members of the Company at the First AGM held on 17th September 2025 has authorized the Board of Directors to fix the remuneration payable to the Statutory Auditors. Accordingly, no resolution for appointment or fixation of remuneration of the Statutory Auditor is being placed before the Members.
12. Members are requested to intimate to the Company any change in their address or other particulars, and to bring their copy of the Annual Report and the attendance slip duly filled in to the Meeting.
13. The VC link for the AGM will be shared separately.
14. The route map to the venue of the Annual General Meeting is annexed to this Notice.

Details of the Director seeking re-appointment at the Second Annual General Meeting

[Pursuant to Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India]

Particulars	Details
Name of the Director	Shri Aravally Venkata Raghunandhan
Director Identification Number (DIN)	10570608
Date of Birth / Age	03/08/1967 (59 Years)
Date of first appointment on the Board	29/11/2024
Qualifications	B.Tech (Mechanical)
Experience and expertise in specific functional areas	Experience of more than 30 years in the Oil, Gas & Petrochemical sectors spanning Marketing, Strategy, Logistics, Sales, Technical Services, and Projects Conceptualization. Currently heading 'New Business' vertical in the Indian Oil Corporation Limited, the holding company of TeCL
Terms and conditions of re-appointment	Nominee Director of Indian Oil Corporation Limited, the Holding Company, appointed in terms of the Articles of Association of the Company; liable to retire by rotation.
Remuneration last drawn from the Company	Nil. The Director does not draw any remuneration or sitting fees from the Company.
Remuneration proposed to be paid	Nil
Number of meetings of the Board attended during FY 2025-26	9 out of 9
Directorships held in other companies as on 31st March, 2026	2
Membership / Chairmanship of Committees of the Board of other companies	Nil
Number of shares held in the Company	Nil (held as nominee of Indian Oil Corporation Limited)
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None

Route Map to the Venue of the Annual General Meeting





Shri A.V. Raghunandhan
Non-Executive Chairman

CHAIRMAN's MESSAGE

Dear Shareholders,

On behalf of the Board of Directors, it gives me great pleasure to present Terra Clean Limited's(TeCL) Second Annual Report for the financial year 2025-26. This has been a watershed year for your Company; one in which we moved deliberately from establishing our organizational base to building a tangible, time-bound pipeline of renewable energy projects. This positions your Company well placed to deliver on the mandate entrusted to us by IndianOil, the parent company.

The global energy sector continues to undergo a structural transformation. Energy security has become as important as low carbon energy transition. And geopolitical developments resulting in volatility in energy prices, consequent evolving new supply chains and rapid technological changes are the 3 mega structural trends reshaping how nations plan their energy future. Renewable energy is no longer viewed purely as an environmental imperative; it is now central to energy security, economic competitiveness and long-term resilience. All the 3 trends mentioned would serve as tail winds to your company's strategic plans.

India remains among the fastest-growing renewable energy markets in the world. During 2025-26, India added 54.3 GW of non-fossil generation capacity, taking cumulative installed non-fossil capacity to 283.46 GW, and the country achieved 50% non-fossil installed capacity a full five years ahead of its Paris Agreement target. As IndianOil's principal vehicle for its low-carbon, new, clean and green energy initiatives, TeCL has an important role to play in contributing to India's target of 500GW of non-fossil fuel-based capacity by 2030.

During the year, your Company made significant progress in converting this mandate into an executable project pipeline. We secured grid connectivity approvals for an aggregate capacity of 2.65 GW across the Central Transmission Utility and various State Transmission Utilities, with connectivity applications extending to a further 2.9 GW under CTU and 0.4 GW under STU. Land aggregation contracts were awarded for our projects at Morena, Madhya Pradesh and Sisrana, Gujarat, with applications also submitted in Uttar Pradesh. We competed for the first time in the utility-scale bidding market during the year, participating in two 300 MW tenders and narrowly missing one award by a margin of just Rs 0.01 per unit; an encouraging signal of your company's competitive positioning as we scale up our participation in the tenders ahead.

Your Company's financial discipline was independently validated during the year, with CARE Ratings Limited assigning your company a credit rating of CARE AA; Stable/ CAREA1 + for its Rs 800 crore non-fund-based bank guarantee facilities, indicating a strong position for securing the financing required for the projects.

Moving on to financials, as the Company remains in its project-development phase and is yet to commence commercial/ revenue generating operations, the total expenditure for the year stood at Rs 12.41 crore against other income of Rs 2.65 crore, resulting in a loss of Rs 9.77 crore. The expenditures incurred were largely towards establishment, project development and administrative activities, and entirely in line with the Company's approved business plan. Net worth stood at Rs 35.82 crore as on 31st March 2026.

Alongside its focus on utility-scale renewable energy projects, your company is also evaluating opportunities in the Commercial and Industrial (C&I) segment, recognizing the growing demand from businesses seeking reliable and sustainable sources of energy. Parallelly, your company is also pursuing a Power Trading as an additional avenue to strengthen its business proposition, enhance market participation and create opportunities for value generation across the evolving power market.

Beyond our organic opportunities, we also began building an inorganic growth track during the year, evaluating multiple acquisition opportunities. Five Non-Binding Offers have been submitted, out of which three have been accepted and are now progressing through due diligence.

We also strengthened our institutional foundation during the year; implementing the SAP-ERP system to support our operational, financial and governance processes, launching our corporate website, and adopting a Whistle Blower Policy and a Risk Management Policy to reinforce a governance framework.

As we look ahead, your Company is well positioned to progress from project development to project execution over the coming years. We remain committed to pursuing this growth with financial discipline, prudent risk management, and the highest standards of governance and transparency befitting a wholly owned subsidiary of IndianOil.

I would like to place on record my sincere appreciation for the continued guidance and support of the Board of Directors, and of IndianOil, our holding company. I also thank to the Statutory Auditors, Comptroller & Auditor General of India and Secretarial Auditors for their valuable support and guidance throughout the year.

Finally, I extend my sincere appreciation to the employees, whose commitment and dedicated efforts have been instrumental in the progress made by the company during its second year.

Thank you.

Yours sincerely

Sd/-
(A.V. Raghunandhan)
Chairman
DIN: 10570608

DIRECTORS' REPORT

Dear Members,

On behalf of the Board of Directors, I have the pleasure in presenting the Second Annual Report on the business and operations of Terra Clean Limited ("TeCL" or "the Company"), together with the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2026 ("the year under review"), the Report of the Statutory Auditors thereon and the Comments of the Comptroller and Auditor General of India under Section 143(6)(b) of the Companies Act, 2013 ("the Act").

PART A – FINANCIAL RESULTS AND STATE OF THE COMPANY'S AFFAIRS

1. FINANCIAL HIGHLIGHTS

The financial performance of the Company for the financial year ended 31st March 2026, as compared with the previous financial year, is summarised below:

(₹ in Lakhs)

Particulars	FY 2025-26	FY 2024-25
Revenue from Operations / Net Sales	-	-
Other Income	264.87	185.54
Total Income	264.87	185.54
Total Expenditure (other than finance costs and depreciation)	1241.11	626.58
Finance Costs	-	-
Depreciation and Amortisation Expense	0.41	0.0074
Profit / (Loss) before Tax	(976.64)	(441.05)
Less: Tax Expense	-	-
Profit / (Loss) for the year	(976.64)	(441.05)
Balance of Profit / (Loss) carried to the Balance Sheet	(1417.70)	(441.05)
Paid-up Equity Share Capital	5000.00	5000.00
Net Worth	**3582.30**	**4558.95**

The net worth of your Company as on 31st March 2026 stood at ₹ 35.82 crore (previous year: ₹ 45.59 crore). As the Company is in its project development phase, the loss for the year is attributable primarily to expenditure incurred on establishment, project development and administrative activities, which is in line with the approved business plan of the Company.

2. STATE OF THE COMPANY'S AFFAIRS

TeCL was incorporated on 31st May 2024 as a wholly owned subsidiary ("WoS") of Indian Oil Corporation Limited ("IndianOil"), to lead and consolidate the low-carbon, new, clean and green energy initiatives of the IndianOil Group. Being a subsidiary of a Government Company, your Company is a Government Company within the meaning of Section 2(45) of the Companies Act, 2013.

During the year under review, the Company continued to be in its project development phase and had not commenced commercial revenue-generating operations. Accordingly, the financial performance of the Company for the year primarily reflects expenditure incurred towards establishment, project development activities and administrative operations.

IndianOil intends to scale up its renewable energy portfolio through both organic and inorganic routes and has established your Company as the principal vehicle for this purpose. The Board of IndianOil has approved an equity investment of ₹1,303.75 crore towards the development of 1 GW of renewable energy capacity, and thereafter ₹1,086 crore towards the implementation of pre-project activities for an additional 4.3 GW of renewable energy capacity. IndianOil has also approved the Company's endeavour to evaluate inorganic expansion opportunities in the renewable energy domain.

A detailed review of the operational performance of the Company during the year under review is set out in Part B of this Report.

3. TRANSFER TO RESERVES

In view of the loss incurred during the financial year under review, the Board of Directors has not proposed any transfer to the General Reserve for the financial year 2025-26. The loss for the year has been carried forward and reflected under "Other Equity" in the Balance Sheet.

4. DIVIDEND

In view of the loss incurred by the Company during the financial year under review and the fact that the Company is in its project development phase, the Board of Directors has not recommended any dividend for the financial year 2025-26.

5. SHARE CAPITAL

The authorised share capital of the Company as on 31st March 2026 was ₹ 2,500 crore, divided into 250 crore equity shares of ₹ 10 each. The issued, subscribed and paid-up equity share capital of the Company as on 31st March 2026 stood at ₹ 50,00,00,000 (Rupees Fifty Crore only), comprising 5,00,00,000 equity shares of ₹ 10 each, fully paid-up.

The entire issued, subscribed and paid-up equity share capital of the Company is held by IndianOil together with its six nominees, and the Company continues to be a wholly owned subsidiary of IndianOil.

During the year under review, there was no change in the authorised, issued, subscribed or paid-up share capital of the Company. The Company has not issued any equity shares with differential voting rights, sweat equity shares, employee stock options or bonus shares, and has not undertaken any buy-back of securities during the year under review.

6. CHANGE IN THE NATURE OF BUSINESS

There has been no change in the nature of business of the Company during the financial year under review.

7. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes or commitments affecting the financial position of the Company have occurred between the end of the financial year, i.e. 31st March 2026, and the date of this Report.

8. CREDIT RATING

Your Company's financial discipline, financial management are reflected in the credit rating assigned by the credit rating agency. During the year under review, CARE Ratings Limited assigned the Company a credit rating of **CARE AA; Stable / CARE A1+** for its **₹800 crore non-fund-based Bank Guarantee facilities**. The credit rating enabled the Company to secure non-fund-based credit facilities on favourable terms, thereby supporting its business operations and financial requirements.

9. DEPOSITS

During the financial year under review, the Company has neither invited nor accepted or renewed any deposits from the public within the meaning of Sections 73 to 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014. Accordingly:

- there were no deposits which remained unpaid or unclaimed as at the end of the year;
- there was no default in the repayment of deposits or payment of interest thereon during the year or at the end of the year; and
- there were no deposits which were not in compliance with the requirements of Chapter V of the Companies Act, 2013.

10. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the financial year under review, the Company has not granted any loan, provided any guarantee, furnished any security or made any investment covered under the provisions of Section 186 of the Companies Act, 2013. Accordingly, no particulars are required to be furnished under Section 134(3)(g) of the Act.

11. HOLDING, SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

The Company is a wholly owned subsidiary of Indian Oil Corporation Limited. As on 31st March 2026, the Company does not have any subsidiary, joint venture or associate company within the meaning of the Companies Act, 2013. No company has become or ceased to be a subsidiary, joint venture or associate of the Company during the financial year under review.

Accordingly, the requirement of furnishing a statement in Form AOC-1 containing the salient features of the financial statements of subsidiaries, associates and joint ventures under Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, and the requirement of preparing consolidated financial statements, are not applicable to the Company.

PART B – OPERATIONAL PERFORMANCE, OUTLOOK AND MANAGEMENT DISCUSSION

12. OPERATIONAL PERFORMANCE AND BUSINESS REVIEW

A summary of the operational performance of the Company during the financial year 2025-26 is set out below:

(a) Organic Projects

- The Company secured grid connectivity approvals, including, Minutes of Meeting, in-principle approvals and final connectivity approvals, for an aggregate capacity of 2.65 GW under the Central Transmission Utility (CTU) and various State Transmission Utilities (STUs). The total connectivity application made is for 2.9 GW under CTU and for 0.4 GW under STU. In addition, the company has applied connectivity for 1.68 GW in non-solar hours.
- With respect to land aggregation, applications were submitted to the concerned State authorities in Gujarat and Uttar Pradesh, and commercial tenders were floated for land aggregation services. Contracts for land aggregation have been awarded for projects located at Morena, Madhya Pradesh and Sisrana, Gujarat.
- The Company evaluated four utility-scale bidding opportunities during the year and participated in two bids of 300 MW each. Although the bids were highly competitive, the Company narrowly missed securing one of the projects by a margin of ₹ 0.01 per kWh, which reflects the competitive positioning of the Company in the market.

(b) Inorganic Growth – Mergers and Acquisitions

The Company evaluated multiple acquisition opportunities during the year and submitted five Non-Binding Offers (NBOs). Three of these offers were accepted, and the related due diligence and valuation processes were in progress as at the close of the year under review.

(c) Financing

The Company obtained a CARE AA; Stable / CARE A1+ credit rating and secured non-fund-based credit facilities to support its business operations.

(d) Enterprise Resource Planning

A robust Enterprise Resource Planning (ERP) system is critical to the efficient functioning of any organisation, as it enables seamless integration of operational, financial and administrative processes, strengthens internal controls, ensures data integrity, and facilitates accurate and timely financial reporting. A well-implemented ERP framework not only enhances process efficiency and transparency but also supports informed decision-making and strengthens overall corporate governance.

The Company is deeply conscious of the importance of a strong and reliable ERP system in supporting its financial growth and remains committed to continuously strengthening its digital and financial infrastructure in this regard.

In line with this commitment, the Company successfully implemented the SAP-ERP system during FY 2025-26, thereby strengthening its operational, financial, reporting and governance processes.

(e) Corporate Website

The Company's official website, www.terraclean.in was launched during the year and is fully operational. The website provides stakeholders with information relating to the Company's business and governance framework, and hosts the statutory disclosures required to be made available thereon.

13. BUSINESS OUTLOOK

Your Company is well positioned to participate in the accelerating energy transition in India. With the grid connectivity already secured for 2.65 GW, land aggregation underway at identified sites, and inorganic opportunities under active evaluation, the Company expects to progress towards the commencement of project execution during the coming years, in line with the capacity development plan approved by the Board of the Holding Company.

14. MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to the Guidelines on Corporate Governance for Central Public Sector Enterprises issued by the Department of Public Enterprises ("DPE Guidelines"), a report on Management Discussion and Analysis for the financial year 2025-26, covering the industry structure and developments, opportunities and threats, risks and concerns, internal control systems and their adequacy, discussion on financial and operational performance, and human resources and industrial relations, forms part of this Report and is annexed hereto as **Annexure - A.**

PART C – BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

15. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors of the Company is duly constituted in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company. Being a wholly owned subsidiary of IndianOil, all the Directors of the Company are nominated by IndianOil.

As on 31st March 2026, the Board comprised the following Directors:

S. No.	Name of the Director	DIN	Designation
1.	Shri A.V. Raghunandhan	10570608	Non-Executive Chairman
2.	Shri Nitin Kumar	11237687	Non-Executive Director
3.	Shri Joydeep Choudhury	10648490	Non-Executive Director

Changes in the composition of the Board during the financial year under review

Pursuant to changes in the nominations made by the Holding Company, the following changes took place in the composition of the Board during the year under review:

S. No.	Name of the Director	DIN	Nature and date of change
1.	Shri Nitin Kumar	11237687	Appointed as a Non-Executive Director of the Company w.e.f. 13th August 2025
2.	Shri R. V. N. Vishweshwar	09518994	Ceased to be a Non-Executive Director of the Company w.e.f. 13th August 2025
3.	Shri Joydeep Choudhury	10648490	Appointed as Non-Executive Director with effect from 25th March 2026
4.	Shri Pravin Dongre	09284413	Ceased to hold office as Non-Executive Director with effect from 25th March 2026

None of the Directors of the Company is related to any other Director within the meaning of the provisions of the Companies Act, 2013. None of the Directors draws any remuneration or sitting fees from the Company.

Key Managerial Personnel

The following persons were the Key Managerial Personnel of the Company within the meaning of Section 2(51) of the Companies Act, 2013 as on 31st March 2026:

S. No.	Name	Designation	Date of appointment
1.	Shri Atul J. Parmar	Chief Executive Officer	10.01.2025
2.	Shri Pankaj Kumar Singh	Chief Financial Officer	05.02.2025
3.	Shri Samrat Sethia	Company Secretary	05.02.2025

There was no change in the Key Managerial Personnel of the Company during the financial year under review.

None of the Directors of the Company is disqualified from being appointed or from continuing as a Director under the provisions of Section 164 of the Companies Act, 2013. The Company has received the necessary declarations and disclosures of interest from all the Directors under Sections 164(2) and 184(1) of the Act.

16. DIRECTOR RETIRING BY ROTATION

In terms of Section 152(6) of the Companies Act, 2013 and the Articles of Association of the Company, Shri A.V. Raghunandhan (DIN: 10570608) retires by rotation at the ensuing Annual General Meeting and, being eligible, has offered himself for re-appointment. The Board recommends his re-appointment. Brief particulars of the Director seeking re-appointment, as required under Secretarial Standard-2 on General Meetings, are set out in the Notice convening the ensuing Annual General Meeting.

17. DECLARATION BY INDEPENDENT DIRECTORS

In terms of Rule 4(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company, being an unlisted wholly owned subsidiary, is exempt from the requirement of appointing Independent Directors on its Board. Accordingly, the provisions of Section 149(4) of the Companies Act, 2013 relating to the appointment of Independent Directors are not applicable to the Company, and consequently no declaration under Section 149(7) of the Act is required to be obtained or reported upon.

18. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the financial year 2025-26, the Board of Directors met nine (9) times. The maximum interval between any two consecutive meetings did not exceed one hundred and twenty days, and the meetings were convened and conducted in compliance with the provisions of the Companies Act, 2013 and Secretarial Standard-1 on Meetings of the Board of Directors. The dates of the meetings and the attendance of the Directors there at are set out in the Report on Corporate Governance annexed hereto as **Annexure - B**.

19. COMMITTEES OF THE BOARD

In terms of Rule 4(2)(b) of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Sections 177 and 178 of the Companies Act, 2013, the Company, being an unlisted wholly owned subsidiary which is not required to appoint Independent Directors, is not required to constitute an Audit Committee, a Nomination & Remuneration Committee or a Stakeholders Relationship Committee. Accordingly, no such Committees were constituted during the year under review, and the disclosures relating to the composition of the Committee are not applicable.

20. ANNUAL EVALUATION OF THE PERFORMANCE OF THE BOARD

In terms of the Notification dated 5th June 2015 issued by the Ministry of Corporate Affairs, the provisions of Section 134(3)(p) of the Companies Act, 2013 relating to the statement indicating the manner of formal annual evaluation of the performance of the Board, its Committees and individual Directors are not applicable to a Government Company.

21. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The provisions relating to the constitution of the Nomination & Remuneration Committee under Section 178(1) of the Companies Act, 2013 are not applicable to the Company. Further, in terms of the Notification dated 5th June 2015 issued by the Ministry of Corporate Affairs, the provisions of Section 134(3)(e) of the Act relating to the Company's policy on Directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under Section 178(3) of the Act, are not applicable to a Government Company.

All the Directors on the Board of the Company are nominated by the Holding Company, IndianOil, in accordance with the Articles of Association of the Company, and their terms and conditions of appointment are governed by the applicable guidelines of IndianOil.

22. VIGIL MECHANISM AND WHISTLE BLOWER POLICY

The Board of Directors of TeCL has approved the Whistle Blower Policy / Vigil Mechanism ("Policy") at its meeting held on 14th July 2026. The Policy provides a mechanism for directors, employees and other stakeholders to report genuine concerns, unethical behaviour, actual or suspected fraud, or violations of the Company's code of conduct and applicable laws and regulations, without fear of retaliation. The Company is committed to maintaining the highest standards of integrity, transparency, accountability and ethical conduct and has established appropriate safeguards to ensure protection of whistle blowers against victimisation.

23. CODE OF CONDUCT

In compliance with the DPE guidelines on Corporate Governance, during the year under review, the Board approved and adopted the Code of Conduct for Directors and Senior Management Personnel of the Company at its Meeting held on 15th April 2026. The Code serves as a guiding framework for ethical conduct, integrity, transparency and accountability in the discharge of duties by the Directors and Senior Management Personnel. The Code of Conduct is available on the website of the Company at www.terraclean.in.

24. CORPORATE GOVERNANCE

Your Company is committed to the adoption of sound corporate governance practices and to the maintenance of the highest standards of transparency, accountability and integrity in the conduct of its business.

Pursuant to the applicable provisions of the Companies Act, 2013 and the Guidelines on Corporate Governance for Central Public Sector Enterprises issued by the Department of Public Enterprises, a Report on Corporate Governance for the financial year 2025-26, inter alia, containing details of the composition of the Board of Directors, the meetings held during the year, the general body meetings, the means of communication, the shareholding pattern and the statutory disclosures required thereunder, forms part of this Annual Report as **Annexure - B**.

A certificate from a Practising Company Secretary regarding compliance with the conditions of corporate governance stipulated under the DPE Guidelines is annexed to the Report on Corporate Governance.

The Company being an unlisted company, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to it.

25. RISK MANAGEMENT

Your Company, being a Government Company and a wholly owned subsidiary of IndianOil, is committed to establishing and maintaining an effective risk management framework to identify, assess, monitor and mitigate risks that may affect the achievement of its strategic and business objectives.

In line with the applicable provisions of the Companies Act, 2013 and the DPE Guidelines on Corporate Governance, the Company has formulated a Risk Management Policy which provides a structured framework for:

- identification of strategic, operational, financial, regulatory and other business risks;
- assessment and evaluation of the identified risks;
- implementation of appropriate risk mitigation measures; and
- continuous monitoring and reporting of key risks.

The Risk Management Policy was approved by the Board of Directors at its Meeting held on 15th April 2026 and is available on the Company's website at www.terraclean.in. The Board periodically reviews the implementation and effectiveness of the Risk Management Policy to ensure that the Company's risk management framework remains robust and responsive to evolving business and regulatory requirements.

In the opinion of the Board, there are no risks which may threaten the existence of the Company as on the date of this Report.

26. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

Pursuant to Section 134(5)(e) of the Companies Act, 2013, the Board of Directors is responsible for ensuring that the Company has laid down adequate internal financial controls and that such controls are operating effectively.

The Company has established a system of internal financial controls commensurate with the nature, size and scale of its operations, which is further strengthened by the implementation of the SAP-ERP system during the year. These controls are designed to provide reasonable assurance regarding:

- the orderly and efficient conduct of business;
- the safeguarding of the assets of the Company;
- the prevention and detection of frauds and errors;
- the accuracy and completeness of the accounting records;
- the reliability of financial reporting; and
- compliance with applicable laws, regulations and internal policies.

Based on the internal control framework established and maintained by the Company, and having regard to the report of the Statutory Auditors on the internal financial controls with reference to the financial statements, the Board is of the opinion that the internal financial controls of the Company were adequate and were operating effectively during the financial year 2025-26.

27. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the financial year under review, the Company entered into transactions with related parties and all such RPT's were entered into in the ordinary course of business and on an arm's length basis, and there were no materially significant related party transactions which may have had a potential conflict with the interest of the Company at large. Therefore, there is no transaction which needs to be reported in Form No. AOC-2.

The disclosures related to RPT's in accordance with applicable accounting standards are provided at Note No. 15 of the Standalone Financial Statements.

PART D – AUDITORS, AUDIT REPORTS AND STATUTORY RETURNS

28. STATUTORY AUDITORS

Pursuant to Section 139(5) of the Companies Act, 2013, the Statutory Auditors of the Company are appointed by the Comptroller and Auditor General of India. Accordingly, the Office of the Comptroller and Auditor General of India appointed M/s S. P. Agarwal & Co., Chartered Accountants (Firm Registration No. 000988N), as the Statutory Auditors of the Company for the financial year 2025-26.

The Statutory Auditors hold office until the conclusion of the ensuing Second Annual General Meeting of the Company. The remuneration of the Statutory Auditors for the financial year 2025-26 was fixed at ₹ 50,000 (Rupees Fifty Thousand only), plus applicable taxes and reimbursement of out-of-pocket expenses actually incurred in connection with the audit.

The Report of the Statutory Auditors on the Standalone Financial Statements of the Company for the financial year ended 31st March, 2026 forms part of this Annual Report. The said Report does not contain any qualification, reservation, adverse remark or disclaimer. Accordingly, no explanation or comment of the Board is required under Section 134(3)(f) of the Companies Act, 2013.

29. COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA

The Comptroller and Auditor General of India, vide its letter dated 26th May 2026, has decided not to conduct a supplementary audit of the financial statements of the Company for the financial year ended 31st March, 2026 under Section 143(6)(a) of the Companies Act, 2013, and has stated that it has no comment upon or supplement to the Report of the Statutory Auditors under Section 143(6)(b) of the Act. A copy of the said communication forms part of this Annual Report.

30. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

Pursuant to Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s L. Gupta & Associates, Practicing Company Secretaries, to conduct the Secretarial Audit of the Company for the financial year 2025-26.

The Secretarial Audit Report in Form MR-3 for the financial year 2025-26 is annexed to this Report as **Annexure - C.** The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer, and accordingly no explanation or comment of the Board is required under Section 134(3)(f) of the Act.

31. COMPLIANCE WITH GUIDELINES ON CORPORATE GOVERNANCE FOR CENTRAL PUBLIC SECTOR ENTERPRISES ISSUED BY THE DEPARTMENT OF PUBLIC ENTERPRISES

As being a Government Company, TeCL is required to comply with the Guidelines on Corporate Governance for Central Public Sector Enterprises issued by the Department of Public Enterprises Guidelines (DPE Guidelines). Pursuant to the DPE Guidelines, the Board has appointed M/s L. Gupta & Associates, Practicing Company Secretaries to carry out an audit and issue a compliance certificate. M/s L. Gupta & Associates in their certificate has stated that during the year 2025-26, the Company has complied with the DPE Guidelines except as under:

- During the period under review, the Company did not have any Independent Director on its Board and did not constitute the Audit Committee and the Remuneration Committee, as required under the DPE Guidelines.
- The interval between the 15th Board meeting held on 22 August 2025 and 16th Board meeting held on 16 December 2025 was 116 days, which exceeded the maximum interval of three months stipulated under Clause 3.3.1 of the DPE Guidelines

The Certificate on Compliance with the DPE Guidelines is annexed to the Corporate Governance Report provided at **Annexure - B**.

In this regard, it has been clarified that the Company is an unlisted wholly owned subsidiary of Indian Oil Corporation Limited, and under the applicable provisions of the Companies Act, 2013, is not required to appoint Independent Directors or constitute an Audit Committee or Remuneration Committee. However, in view of the requirements under the Guidelines, the Company shall take up the matter with the DPE to provide suitable exemption / relaxation from the requirements in line with the provisions of the Companies Act 2013.

Further, due to unavoidable circumstances the time gap between 2 Board meetings during the year exceeded the three-month period prescribed under the DPE Guidelines; however the same was within the 120-days time gap provided under Section 173 of the Companies Act, 2013. Nonetheless, the Company shall ensure that the Board Meetings in future are scheduled in accordance with the periodicity prescribed under the DPE Guidelines.

32. INTERNAL AUDITOR

Your Company had, appointed M/s G S Mathur & Co, New Delhi as the Internal Auditor of the Company for the financial year 2025-26 pursuant to Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014. During the year under review, the firm conducted internal audit and issued its report.

33. COST RECORDS AND COST AUDIT

The provisions relating to the maintenance of cost records under Section 148(1) of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 are not applicable to the Company. Accordingly, the Company is not required to maintain cost records or to have such records audited for the financial year under review.

34. REPORTING OF FRAUDS BY AUDITORS

During the financial year under review, neither the Statutory Auditors nor the Secretarial Auditor have reported any instance of fraud committed against the Company by its officers or employees under Section 143(12) of the Companies Act, 2013, either to the Board or to the Central Government. Accordingly, no disclosure is required under Section 134(3)(ca) of the Act.

35. COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, the Company has complied with the applicable Secretarial Standards, namely Secretarial Standard-1 on Meetings of the Board of Directors and Secretarial Standard-2 on General Meetings, issued by the Institute of Company Secretaries of India and approved by the Central Government.

36. ANNUAL RETURN

Pursuant to Sections 92(3) and 134(3)(a) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the draft Annual Return of the Company for the financial year 2025-26 in Form MGT-7 is available on the website of the Company at www.terraclean.in.

PART E – EMPLOYEE, SOCIAL AND OTHER STATUTORY DISCLOSURES

37. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Your Company recognises that human capital is its most valuable resource and remains committed to providing a professional, safe and conducive work environment that encourages learning, collaboration and employee well-being. The Company fosters a culture of innovation, collaboration and sustainability, and undertakes training and capacity-building programmes to enhance employee skills, particularly in emerging green technologies. Industrial relations remained cordial throughout the year under review.

38. MANPOWER STRENGTH

The manpower strength of the Company as on 31st March, 2026 was as under:

Category	As on 31.03.2026	As on 31.03.2025
Male	16	11
Female	Nil	Nil
Transgender	Nil	Nil
Total	**16**	**11**

39. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the Notification dated 5th June, 2015 issued by the Ministry of Corporate Affairs, the provisions of Section 197 of the Companies Act, 2013 are not applicable to a Government Company. Accordingly, the particulars required under Section 197(12) of the Act read with Rule 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not required to be furnished.

40. RESERVATION IN EMPLOYMENT

The Company has not undertaken any recruitment of employees. The employees presently working with the Company are on deputation from its holding company i.e. IndianOil. Accordingly, the provisions relating to reservation in employment, including those concerning Scheduled Castes, Scheduled Tribes, Other Backward Classes, Economically Weaker Sections, Ex-Servicemen and Persons with Benchmark Disabilities, are not directly applicable to the Company's recruitment activities. The Company remains committed to complying with the applicable Presidential Directives and guidelines issued by the Government of India, to the extent applicable.

41. PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT THE WORKPLACE

The Company is committed to providing a safe, secure and respectful work environment for all its employees and has adopted a zero-tolerance approach towards sexual harassment at the workplace. The Company complies with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder.

The status of complaints received during the financial year 2025-26 is as under:

Particulars	Number of complaints
Number of complaints pending at the beginning of the financial year	Nil
Number of complaints filed during the financial year	Nil
Number of complaints disposed of during the financial year	Nil
Number of complaints pending for more than ninety days	Nil
Number of complaints pending at the end of the financial year	Nil

42. COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961

As on 31st March 2026, there were no women employees on the rolls of the Company. Notwithstanding the above, the Company is committed to complying with the provisions of the Maternity Benefit Act, 1961, as amended from time to time, and shall extend all statutory maternity benefits to eligible employees as and when applicable.

43. IMPLEMENTATION OF THE OFFICIAL LANGUAGE POLICY

The Company is committed to the implementation of the Official Language Policy of the Government of India and to compliance with the provisions of the Official Languages Act, 1963 and the rules framed thereunder, and endeavours to progressively increase the use of Hindi in its official work.

44. RIGHT TO INFORMATION ACT, 2005

The Company, being a Government Company, is committed to compliance with the provisions of the Right to Information Act, 2005 and has put in place the requisite mechanism for the disposal of applications and appeals received thereunder. No RTIs were received during the year under review.

45. PROCUREMENT FROM MICRO AND SMALL ENTERPRISES

The Company endeavours to comply with the Public Procurement Policy for Micro and Small Enterprises (MSEs), Order 2012, as amended, issued by the Ministry of Micro, Small and Medium Enterprises, and undertakes procurement through the Government e-Marketplace (GeM) portal wherever applicable.

46. CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility were not applicable to the Company during the financial year under review, as the Company did not meet any of the applicability criteria of net worth, turnover or net profit prescribed thereunder. Accordingly, the Company was not required to constitute a Corporate Social Responsibility Committee, to formulate a Corporate Social Responsibility Policy or to incur any expenditure on Corporate Social Responsibility activities, and the annual report on Corporate Social Responsibility activities is not required to be annexed to this Report.

47. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are furnished below:

(a) Conservation of energy and Technology absorption

Having regard to the nature of the business of the Company and the fact that the Company had not commenced commercial operations during the financial year under review, the particulars relating to the conservation of energy and technology absorption are not applicable to the Company. The Company is, however, engaged in the development of renewable energy projects, and energy efficiency and the adoption of appropriate technology form an integral part of its project development philosophy.

(b) Foreign exchange earnings and outgo

There were no foreign exchange earnings or foreign exchange outgo during the financial year 2025-26 (FY 2024-25: Nil).

48. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS, COURTS OR TRIBUNALS

During the financial year under review, no significant or material order was passed by any regulator, court or tribunal which could impact the going concern status of the Company or its operations in future.

49. PROCEEDINGS UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During the financial year under review, no application was made by or against the Company, and no proceeding was pending, under the Insolvency and Bankruptcy Code, 2016.

50. ONE-TIME SETTLEMENT WITH BANKS OR FINANCIAL INSTITUTIONS

The Company has not entered into any one-time settlement with any bank or financial institution in respect of any loan. Accordingly, the disclosure relating to the difference between the amount of the valuation carried out at the time of the one-time settlement and the valuation carried out while obtaining the loan from the bank or financial institution, along with the reasons therefor, is not applicable.

51. OTHER DISCLOSURES NOT APPLICABLE TO THE COMPANY

The following matters were not applicable to the Company during the financial year ended 31st March 2026 and, accordingly, no disclosure or comment thereon is required in this Report:

- issue of equity shares with differential rights as to dividend, voting or otherwise, under Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014;

- issue of sweat equity shares under Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014;
- issue of employee stock options under Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014;
- disclosure relating to voting rights not exercised directly by employees in respect of shares to which a scheme relates, under Section 67(3)(c) of the Companies Act, 2013 read with Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014;
- buy-back of securities and revision of financial statements or the Board's Report under Section 131 of the Companies Act, 2013; and
- the Business Responsibility and Sustainability Report, the Company being an unlisted company.

52. COMPLIANCE WITH APPLICABLE LAWS

During the financial year under review, the Company has complied with the applicable statutory provisions and there were no material instances of non-compliance.

PART F – DIRECTORS' RESPONSIBILITY STATEMENT AND ACKNOWLEDGEMENT

53. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, hereby confirm that:

a. in the preparation of the annual financial statements for the financial year ended 31st March 2026, the applicable accounting standards have been followed along with proper explanation relating to material departures, and there are no material departures therefrom;

b. the Directors have selected such accounting policies and applied them consistently, and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at 31st March 2026 and of the loss of the Company for the financial year ended on that date;

c. the Directors have taken proper anld sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. the Directors have prepared the annual financial statements on a going concern basis;

e. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

54. ACKNOWLEDGEMENT

The Board places on record their sincere appreciation for the continued support, co-operation and guidance received from Indian Oil Corporation Limited, the Holding Company, the Government of India, the Ministry of Petroleum and Natural Gas, the Ministry of New and Renewable Energy, the various State Governments and other regulatory and statutory authorities. The Board also places on record their appreciation for the valuable contribution made by Shri Pravin Dongre during his tenure as a Director of the Company. The Board further express their gratitude to the Comptroller and Auditor General of India, the Statutory Auditors and the Secretarial Auditor for their valuable guidance, and to the employees, consultants, bankers, vendors and all other stakeholders for their continued support, commitment and contribution to the growth of the Company.

For and on behalf of the Board of Directors
Terra Clean Limited
Sd/-
(A. V. Raghunandhan)
Chairman
DIN: 10570608

Place: New Delhi
Date: 23 September 2026

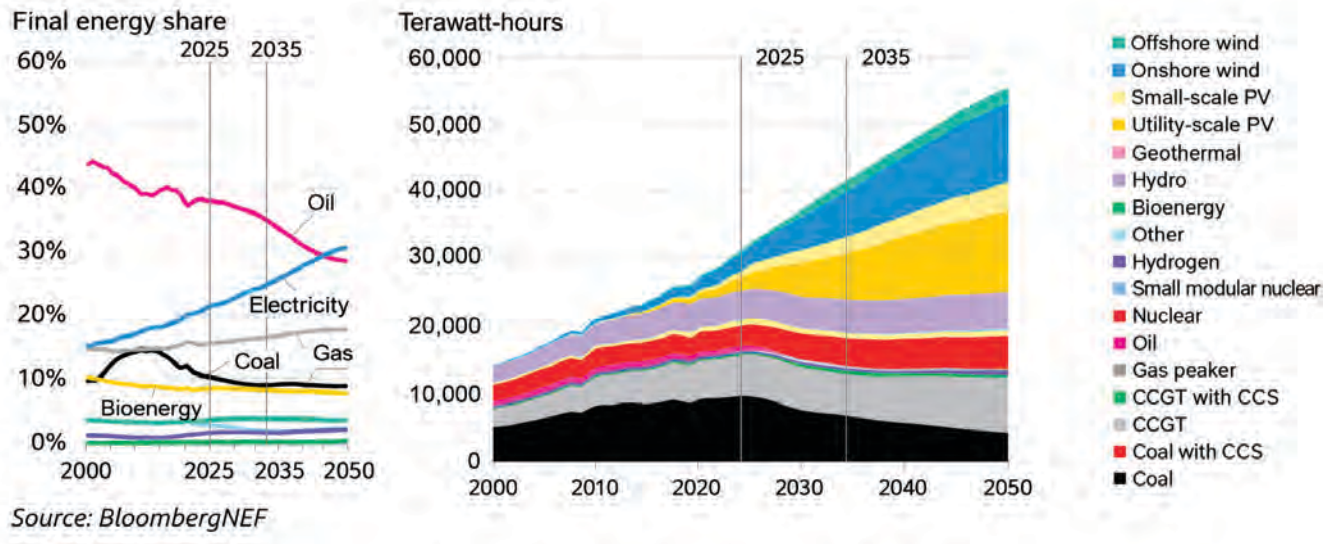
MANAGEMENT DISCUSSION AND ANALYSIS

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

(a) Global Scenario

The global renewable energy sector continued to witness accelerated growth during FY 2025-26, driven by increasing concerns regarding climate change, energy security, decarbonisation commitments and rising investments in clean energy technologies. Countries across the world intensified their efforts to reduce dependence on imported and fossil energy and to transition towards sustainable energy systems in line with global net-zero emission targets.

Growth in global power demand over the next decade is expected to be ~30% with rising demand from EVs, data centres, buildings, industry, air conditioning units and heat pumps. Globally, electricity last year accounted for 21% of final energy, i.e., the energy delivered to end users for consumption. Only oil products accounted for more than the share of electricity, at 38%. But notably, oil's share is expected to decline, while electricity's share is on the rise.



Source: BloombergNEF

Solar and wind energy remained the fastest-growing sources of power generation globally, on account of efficiencies achieved on account of technological improvements, economies of scale, supportive government policies and growing corporate commitments towards sustainability. By 2032, Solar is slated to become the leading technology for power generation across the globe. Similarly, global installed capacity of onshore and offshore wind is expected to increase three-fold by 2035. Stationary battery storage is already at or nearing an inflection point across various major regions across the globe. Rapid cost declines are expected to drive a eight-fold increase in capacity to 2 TW by 2035 from the current ~ 250 GW. Batteries shall play a critical role in system flexibility, supporting the integration of variable renewables.

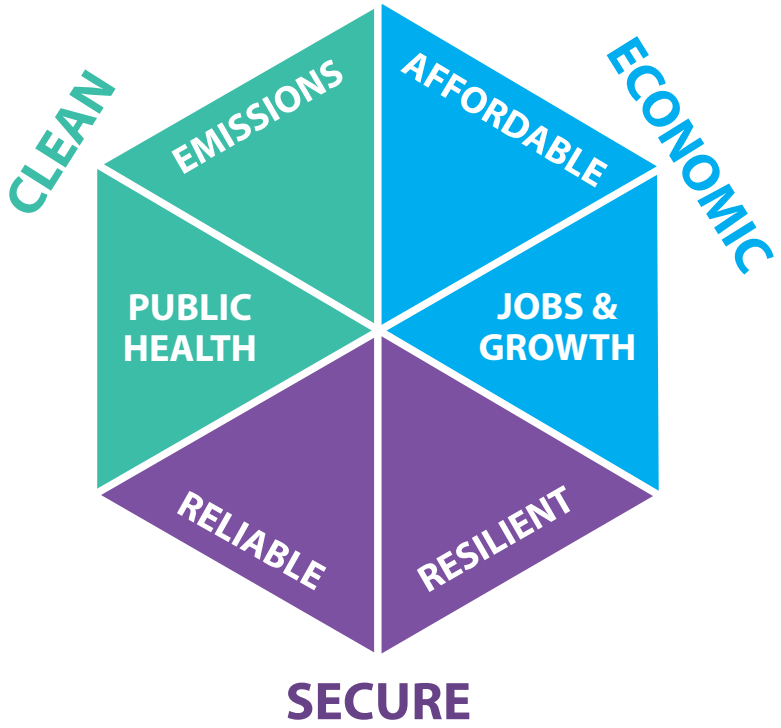
Several developed and developing nations announced ambitious renewable energy targets and enhanced investments in transmission infrastructure, battery storage systems and green hydrogen projects.

The global energy transition also witnessed significant momentum in emerging segments such as green hydrogen, offshore wind, energy storage systems, electric mobility and smart grid technologies. Green hydrogen and its derivatives such as Green Ammonia, Green Methanol etc, in particular, emerged as a key focus area for the decarbonisation of hard-to-abate sectors, including steel, refining, fertilisers, chemicals and heavy transportation.

Global investments in renewable energy infrastructure continued to rise, supported by multilateral institutions, sovereign funds and private equity investors. Technological advancements, increasing economies of scale and growing investor confidence further strengthened the renewable energy ecosystem worldwide. Global capital investment across the power, transport, industry and buildings sectors expected to reach US $ 180 trillion from 2026 to 2050. The capital flows to low carbon assets over the next 10 years is expected to be renewable energy (US $ 6 trillion), battery storage (US $ 1.2 trillion), nuclear power (US $ 0.7 trillion), alongside US $ 6 trillion building the power grid. Interestingly, for every US $ 1 deployed in RE capacity, US $ 0.89 is expected to be invested in grid networks.

The shocks and ripple effects from disruptions on account of geopolitical matters, supply-chain (Ukraine, West Asia conflicts) threaten to stifle economic growth, energy access, political stability, and public finances. This has refocused attention on energy security, resilience and energy independence. These three dimensions are interdependent and often in tension. Improvements in one area can place pressure on others. Expanding renewables, for example, supports decarbonization. But their intermittency introduces new challenges related to system reliability and, in some contexts, cost. Conversely, reliance on low-cost fossil fuels can improve affordability but worsens emissions outcomes. Dependence on imported fuels may support economic growth but can expose systems to price volatility and supply risks.

This results in an Energy Trilemma



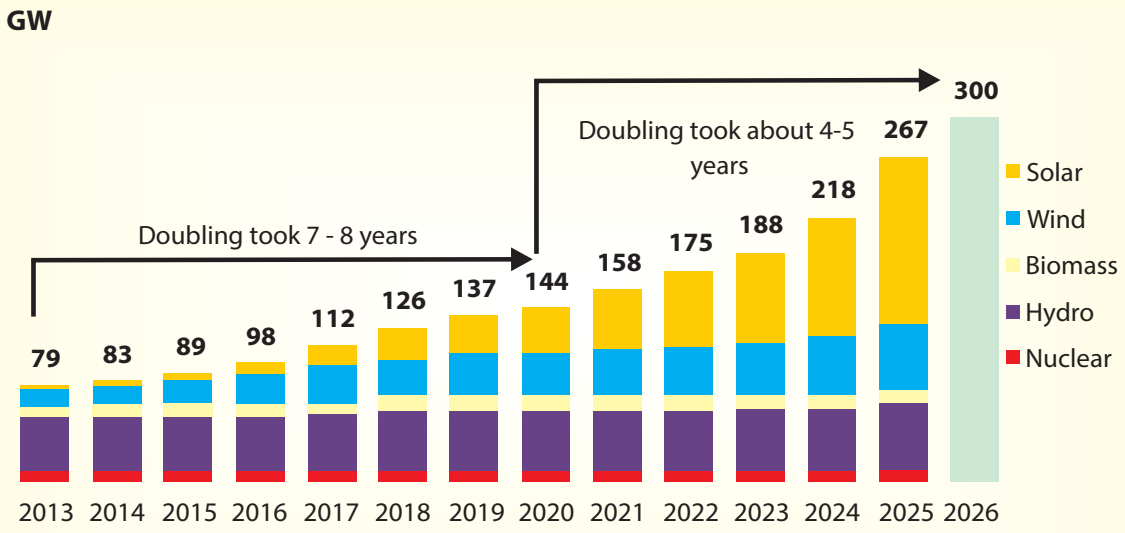
There is no universal solution to the energy trilemma. Outcomes vary by country, region by region, economy by economy depending on resource endowment, technology costs, policy design and development priorities.

(b) Indian Scenario

India continued to strengthen its position as one of the fastest-growing renewable energy markets globally during FY 2025-26. The country witnessed substantial capacity additions in solar and wind energy and maintained strong momentum towards achieving its target of 500 GW of non-fossil fuel based installed capacity by 2030.

India achieved a total non-fossil capacity addition of 54.3 GW during FY 2025-26, taking the total installed capacity from non-fossil fuel sources to 283.46 GW as on 31st March, 2026. This comprises 274.68 GW of renewable energy capacity (150.26 GW solar power, 56.09 GW wind power, 11.75 GW bio-energy, 5.17 GW small hydro power and 51.41 GW large hydro power) and 8.78 GW of nuclear power capacity.

India's total power generation during FY 2025-26 reached 1,845.921 billion units, with the share of non-fossil fuels in total generation reaching 26.2% (538.97 billion units). India achieved the milestone of 50% of its cumulative installed electric power capacity from non-fossil fuel based sources in June 2025, five years ahead of the 2030 target set under its Nationally Determined Contribution to the Paris Agreement. India ranks third globally in renewable energy installed capacity, as per the IRENA Renewable Energy Statistics 2026 (with data as on December 2025).



Source: Central Electricity Authority, BloombergNEF.

India is making swift progress toward its decarbonization goals, with cumulative non-fossil fuel installed generation capacity set to cross 300 GW in the next FY – nearly tripling over the past decade. On the market front, proceeds of nearly US $ 4 billion have been realized from the public listing in RE firms over the past 2 years, which is also due to greater inflows of foreign capital into India's renewables sector in the form of equity stakes in local IPPs and equipment manufacturers. India's official list of solar equipment manufacturers reached 23 GW/ year of operational cell factories, and an additional 50 GW of new factories are expected to come online by 2027.

Financing secured for building new solar and wind power projects reached an all-time high of US $ 27 billion.

The Government of India continued to focus on enhancing domestic manufacturing capabilities for solar modules and cells, battery storage systems and green hydrogen equipment through Production Linked Incentive schemes and other policy measures. Simultaneously, large-scale renewable energy parks, Green Energy Corridors, inter-State transmission systems and energy storage infrastructure projects were accelerated to facilitate the integration of renewable energy into the national grid. Initiatives such as the National Green Hydrogen Mission and renewable purchase obligations further boosted the adoption of renewable energy across the industrial, commercial and residential segments.

States such as Gujarat, Rajasthan, Tamil Nadu, Karnataka and Maharashtra remained key contributors to renewable energy capacity addition, owing to favourable policies, resource availability and infrastructure support.

2. SEGMENT-WISE OVERVIEW

The Company is currently engaged in a single business segment, namely the development of renewable energy and low-carbon energy projects and had not commenced commercial operations during the year under review. Accordingly, segment-wise or product-wise reporting is not applicable. As per the latest CEA's projections, the electricity peak demand is set to increase to 459 GW and 3365 BUs in 2035-36. To meet this projected electricity demand, the requirement of installed generation is 1121 GW, comprising 335 GW fossil fuel-based capacity and 786 GW non-fossil fuel-based capacity. The share of non-fossil fuel-based generation increases from about 34% in 2026 27 to 49% in 2035-36. The non fossil capacity includes 78 GW of hydroelectric power, which offers both renewable energy and grid balancing capabilities, 509 GW of solar photovoltaic (PV) capacity, and 155 GW of wind power. An overview of the principal segments of the industry in which the Company proposes to operate is set out below.

(a) Solar Energy

Solar energy continued to dominate India's renewable energy growth during FY 2025-26. Utility-scale solar projects, rooftop solar installations, floating solar projects and hybrid renewable energy systems all witnessed significant expansion during the year.

India crossed the 150 GW milestone, with cumulative installed solar capacity of 150.26 GW as on 31st March, 2026, comprising 110.43 GW of utility-scale capacity, 25.73 GW of rooftop capacity and 14.10 GW under the PM-KUSUM and off-grid segments. The highest-ever solar capacity addition in a financial year, of 44.61 GW, was achieved against a target of 34 GW — almost double the 23.83 GW added in FY 2024-25, which was the previous highest annual solar capacity addition.

Declining solar module prices, improved project execution capabilities and government support through various incentive schemes contributed to the rapid deployment of solar capacity. Rooftop solar installations gained momentum under residential subsidy schemes and on account of increasing awareness regarding clean energy adoption. India also focused on strengthening domestic solar manufacturing capabilities to reduce import dependency and to build a self-reliant renewable energy ecosystem, with integrated manufacturing facilities covering polysilicon, wafers, cells and modules attracting increased investment during the year.

(b) Wind Energy

The wind energy sector experienced renewed growth momentum during FY 2025-26, supported by increasing demand for hybrid renewable energy projects and round-the-clock power solutions. Wind capacity additions improved significantly compared to previous years, on account of policy reforms, improved tariff visibility and increased private sector participation.

During FY 2025-26, the highest-ever annual wind capacity addition of 6.05 GW was achieved, which was 46% higher than the 4.15 GW added in FY 2024-25 and making it the largest market outside China in terms of new build, as it edged out the US and Germany. Cumulative installed wind power capacity crossed 56 GW, positioning India fourth globally in terms of installed wind turbine capacity.

States with high wind potential, such as Tamil Nadu, Gujarat, Karnataka, Maharashtra and Rajasthan, remained major contributors to wind energy deployment. Offshore wind energy also emerged as a promising segment, with the Government initiating policy measures and feasibility studies for large-scale deployment. The integration of wind projects with solar and battery storage systems further improved grid stability and the reliability of renewable power.

(c) Energy storage:

India tripled standalone energy storage auction volumes to > 20 GWh in 2025. In the recent NGAP report published by CEA, the installed capacity of Battery Energy Storage Systems by 2035-36 is projected to be ~ 80 GW/ 320 GWh.

(d) Green Hydrogen

The National Green Hydrogen Mission was approved by the Union Cabinet with an initial outlay of ₹ 19,744 crore up to the year 2029-30. The objective of the Mission is to produce at least 5 million metric tonnes per annum of green hydrogen by 2030. The expected outcomes of the Mission include renewable energy capacity addition of 125 GW, total investments of over ₹ 8 lakh crore, the creation of over 6 lakh full-time jobs and the abatement of 50 million metric tonnes per annum of carbon dioxide emissions. The Mission marked transformative progress during FY 2025-26, positioning India as a global leader in cost-competitive green fuel production.

3. OPPORTUNITIES AND THREATS

The Company intends to focus on utility-scale solar, wind, energy storage and green hydrogen opportunities aligned with national energy transition objectives. The Company shall continue to evaluate opportunities through a balanced mix of greenfield development, strategic partnerships and inorganic growth initiatives while maintaining financial discipline and prudent risk management practices.

(a) Opportunities

The renewable energy sector presents substantial growth opportunities in the coming years, arising from:

- increasing global and domestic focus on decarbonisation and sustainability;
- strong policy support from the Government of India for renewable energy expansion;
- rising electricity demand and increasing adoption of clean energy solutions;
- growth opportunities in energy storage systems, green hydrogen, electric mobility and smart grid technologies;
- expansion of domestic manufacturing under the "Make in India" and Production Linked Incentive schemes;
- increasing investments from domestic and international investors;
- export opportunities in solar equipment, green hydrogen and clean energy technologies; and
- rapid growth potential in rooftop solar and decentralised renewable energy solutions.

(b) Threats, Risks and Challenges

Notwithstanding the strong growth prospects, the sector faces certain challenges and threats, including:

- Dependence on external/ Govt approvals for SPV formation in C&I segment.
- Reaching the threshold limits of equity investment by the Parent Company in the next FY.
- grid integration and transmission infrastructure constraints;
- dependence on imported raw materials and components, particularly for solar manufacturing;
- fluctuations in global commodity prices affecting project costs;
- Execution risks related to land acquisition, construction, evacuation and regulatory approval challenges;
- backlog of unsigned PPAs of REIA auctions and lower demand from Utilities segment in the near term.
- Counter party risks such as financial stress among power distribution companies, delay in payment etc;
- Renewable projects are capital intensive and future project economics may be impacted by financing costs and debt availability.
- technological obsolescence and rapid innovation cycles;

- intermittency associated with renewable power generation; and
- global geopolitical uncertainties impacting supply chains and investments.

(c) Strengths

The renewable energy sector possesses several inherent strengths that support its long-term growth potential:

- abundant solar and wind resource availability across India;
- strong government policy support and long-term renewable energy targets;
- competitive renewable energy tariffs, making clean energy economically viable;
- increasing domestic manufacturing capabilities;
- large and growing energy demand supporting sustained capacity addition;
- strong investor interest and access to global climate finance;
- rapid technological advancements improving efficiency and cost competitiveness; and
- strategic focus on energy security and reduction of dependence on fossil fuels.

4. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate internal systems and processes for the efficient conduct of its business, commensurate with the nature, size and scale of its operations, and complies with the relevant laws and regulations. The financial statements are prepared in accordance with the generally accepted accounting principles in India and the accounting standards notified from time to time by the Ministry of Corporate Affairs under the Companies Act, 2013. The implementation of the SAP-ERP system during the year under review has further strengthened the internal control environment of the Company.

5. DISCUSSION ON FINANCIAL AND OPERATIONAL PERFORMANCE

A discussion on the key elements of the financial position of the Company is set out below.

(₹ in Lakhs)

Particulars	As on 31.03.2026	As on 31.03.2025
Capital Work in Progress	998.72	161.73
Intangible Assets	2.92	.26
Current Assets	3218.20	4683.02
Total Current Liabilities	**637.54**	**286.06**

(₹ in Lakhs)

Particulars	FY 2025-26	FY 2024-25
Equity Share Capital (Opening Balance)	5000.00	5000.00
Changes in equity share capital during the year	0	0
Accumulated profit / (loss)	(1417.70)	(441.05)
Total Equity (Closing Balance)	**3582.30**	**4558.95**

The increase in capital work in progress during the year reflects the expenditure incurred on the development of renewable energy projects, while the reduction in current assets is attributable to the deployment of funds towards project development and establishment activities. The Company did not have any borrowings as at the close of the year under review.

A summary of the operational performance of the Company during the financial year 2025-26, including grid connectivity approvals, land aggregation, bidding activity, inorganic growth initiatives, financing and the implementation of the SAP-ERP system, is set out in Part B of the Directors' Report.

6. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company believes that human capital is its greatest strength and fosters a culture of innovation, collaboration and sustainability. Training and capacity-building programmes are regularly undertaken to enhance employee skills, particularly in emerging green technologies. The manpower strength of the Company as on 31st March, 2026 was 16. Industrial relations remained cordial throughout the year under review.

7. ENVIRONMENTAL PROTECTION AND SUSTAINABILITY

The Company is engaged in the development of renewable and low-carbon energy projects, and environmental stewardship is therefore intrinsic to its business. The Company is committed to conducting its operations in compliance with all applicable environmental laws and to contributing to the national objectives of energy transition and net-zero emissions.

8. OUTLOOK

FY 2025-26 marked another significant year for the renewable energy sector, both globally and in India. Accelerated renewable capacity additions, increased investments, policy support and technological advancements strengthened the growth trajectory of the sector, with solar, wind and green hydrogen continuing to emerge as the key pillars of the clean energy transition.

With strong policy backing, increasing investor confidence and a rising focus on sustainability, the renewable energy sector is expected to play a transformative role in achieving India's long-term energy security, economic growth and net-zero emission objectives. Your Company, backed by the resources and the project execution experience of its Holding Company, is well positioned to participate in this transition.

9. CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations are "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied, depending upon economic conditions, Government policies, changes in the regulatory environment and other incidental or related factors. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statement on the basis of any subsequent development.

Annexure B

REPORT ON CORPORATE GOVERNANCE

For the financial year ended 31st March, 2026

1. COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

Corporate governance is the system by which companies are directed and managed. A sound corporate governance structure encourages companies to create value through entrepreneurship, innovation, development and exploration, while providing accountability and control systems commensurate with the risks involved. Effective corporate governance practices provide a strong foundation upon which successful commercial enterprises are built to last.

Your Company is committed to the adoption of effective corporate governance practices, to bringing transparency to all its operations and to ensuring stakeholder value within the framework of applicable laws and regulations. It has been the constant endeavour of the management to inculcate a culture of ethical and honest conduct, with emphasis on integrity and accountability in the conduct of business.

Your Company's goal is to operate in the domain of low carbon, new, clean and green energy, covering renewable energy (solar, wind and hydro), nuclear, green hydrogen and its derivatives such as green ammonia, the battery and e-mobility value chain, energy storage, bio-energies including biofuels, the circular economy including waste-to-energy, equipment manufacturing opportunities in renewable energy, batteries, advanced and sustainable materials, green hydrogen and fuel cells, Power-to-X, synthetic fuels, carbon capture, utilisation and storage and CO_2 valorisation, carbon offsets and trading covering technology-based and nature-based solutions, the harnessing of emerging technologies in new, low carbon, green, alternate and sustainable energy, and diversification into low carbon, new, clean and green energy businesses and other opportunities directly and indirectly supporting decarbonisation and energy transition, with strategic partners and investors. This is an upward-moving target that your Company collectively strives to achieve, and the Board constantly endeavours to set goals and targets aligned to the Company's vision and mission.

During the financial year 2025-26, the Company continued to be an unlisted wholly owned subsidiary of Indian Oil Corporation Limited. Accordingly, the provisions of the Companies Act, 2013 relating to Independent Directors and composition of Committees of the Board were not applicable to the Company in terms of the applicable exemptions. Further, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were not applicable to the Company.

2. BOARD OF DIRECTORS

(i) Composition of the Board

Your Company is managed by the Board of Directors, which formulates the strategies and policies of the Company. In terms of the Articles of Association, the number of Directors shall not be less than three and not more than fifteen. Being a wholly owned subsidiary of Indian Oil Corporation Limited ("IOCL"), the Directors of the Company are nominated by IOCL in accordance with the Articles of Association.

As on 31st March, 2026, there were three (3) Directors on the Board, all of whom were nominated by IOCL. The composition of the Board during the financial year 2025-26, the attendance of the Directors at the meetings of the Board and at the last Annual General Meeting, and their directorships and committee positions in other companies, are as under:

Name and designation of the Director	No. of Board Meetings attended	Attendance at the last Annual General Meeting	Directorships held in other companies	Membership / Chairmanship in Committees of the Board of other companies
Shri A. V. Raghunandhan Non-Executive Chairman	9	Yes	2	Nil
Shri Nitin Kumar Non-Executive Director (w.e.f. 13.08.2025)	3	Yes	2	Nil
Shri Joydeep Choudhury Non-Executive Director (w.e.f. 25.03.2026)	1	Not applicable	3	Nil
Shri R.V.N. Vishweshwar (up to 12.08.2025)	5	No	4	Nil
Shri Pravin Dongre Non-Executive Director (up to 24.03.2026)	8	Yes	0	Nil

Notes:

1. During the financial year 2025-26, nine (9) meetings of the Board of Directors were held.
2. The First Annual General Meeting of the Company, in respect of the financial year 2024-25, was held on 17th September 2025.
3. The Directors, inter se, are not related to each other.
4. The brief profile, nature of expertise and other particulars of the Director retiring by rotation and seeking re-appointment are provided in the Notice convening the ensuing Annual General Meeting.
5. Video-conferencing facilities are made available to enable the Directors to participate in the meetings of the Board.
6. Based on the disclosures received from the concerned Directors: (a) none of the Directors on the Board holds directorships in excess of the limits prescribed under the Companies Act, 2013; and (b) none of the Directors on the Board is a member of more than ten (10) Committees or Chairman of more than five (5) Committees across all the companies in which he is a Director (membership and chairmanship of Committees being reckoned in relation to the Audit Committee and the Stakeholders Relationship Committee only).
7. In terms of Rule 4(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company, being an unlisted wholly owned subsidiary of Indian Oil Corporation Limited, is exempt from the requirement of appointing Independent Directors on its Board.
8. None of the Directors of the Company draws any remuneration or sitting fees from the Company.

(ii) Details of Board Meetings held during the financial year 2025-26

During the financial year 2025-26, nine (9) meetings of the Board of Directors were held, the details of which are as under:

S. No.	Meeting No.	Date of the Board Meeting	Board Strength	No. of Directors present
1.	09	Thursday, 3rd April, 2025	3	3
2.	10	Friday, 11th April, 2025	3	3
3.	11	Thursday, 15th May, 2025	3	2
4.	12	Friday, 6th June, 2025	3	3
5.	13	Tuesday, 24th June, 2025	3	3
6.	14	Tuesday, 15th July, 2025	3	3
7.	15	Friday, 22nd August, 2025	3	3
8.	16	Tuesday, 16th December, 2025	3	3
9.	17	Tuesday, 31st March, 2026	3	3

The maximum interval between any two consecutive meetings of the Board did not exceed one hundred and twenty days. The Company is not statutorily required to constitute any Committee of the Board in terms of Rule 4(2)(b) of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Sections 177 and 178 of the Companies Act, 2013, and accordingly no Committee of the Board was constituted during the year under review.

3. GENERAL BODY MEETINGS

(i) Details of General Meetings held

Meeting	Financial Year	Date and Time	Venue
1st Annual General Meeting	2024-25	17th September 2025 at 1100 hours	NBCC Commercial Space, 10th Floor, Tower-2, Kidwai Nagar, Sarojini Nagar, South-West Delhi, Delhi-110023

No Extraordinary General Meeting was held during the financial year 2025-26, and no resolution was passed by way of postal ballot during the year under review.

(ii) Forthcoming Annual General Meeting

The Second Annual General Meeting of your Company is scheduled to be held on 28th Sept. 2026 at 12:00 hrs. at NBCC Commercial Space, 10th Floor, Tower-2, Kidwai Nagar, Sarojini Nagar, South-West Delhi, Delhi – 110023, India.

4. MEANS OF COMMUNICATION

The Annual Report for the financial year 2025-26 is available on the website of the Company, www.terraclean.in, in a user-friendly format, and is circulated to the Members and to all others entitled to receive the same. The Company being an unlisted company, the requirements relating to the publication of financial results in newspapers and the holding of analyst or investor meets are not applicable.

5. DISCLOSURES

a. The Annual Financial Statements for the financial year 2025-26 have been prepared in conformity with the applicable Accounting Standards notified by the Ministry of Corporate Affairs under the Companies Act, 2013. During the year under review, there were no materially significant related party transactions that may have had a potential conflict with the interest of the Company at large. The details of related party disclosures are provided in the Notes forming part of the financial statements.

b. The Chief Executive Officer and the Chief Financial Officer of your Company have, inter alia, confirmed to the Board the correctness of the financial statements, the adequacy of the internal financial controls and other matters, as required under the DPE Guidelines. The certificate to this effect is annexed to this Report.

c. During the year under review, no Presidential Directive was received by your Company.

d. No item of expenditure has been debited in the books of account which is not for the purposes of the business of the Company, and no expenses which are personal in nature have been incurred for the Board of Directors.

e. The applicable Secretarial Standards relating to the Meetings of the Board of Directors and General Meetings have been duly complied with.

f. No expenditure was incurred by the Company which was debited to the books of account and which was of a nature requiring disclosure under the DPE Guidelines. There were no penalties or strictures imposed on the Company by any statutory authority during the year under review.

6. CODE OF CONDUCT

The Board has approved and adopted a Code of Conduct for the Board Members and Senior Management Personnel of the Company at its Meeting held on 15th April 2026. The Code of Conduct is available on the website of the Company at www.terraclean.in.

7. TRAINING OF BOARD MEMBERS

The Directors of the Company are nominated by the Holding Company from among senior officers having wide experience in the energy sector. The Directors are periodically apprised of the business, operations and risk profile of the Company, and are nominated by the Holding Company for training programmes and workshops in the areas of corporate governance, risk management and other relevant subjects..

8. SHARE OWNERSHIP PATTERN AS ON 31st MARCH, 2026

Terra Clean Limited is a wholly owned subsidiary of Indian Oil Corporation Limited. Your Company has seven (7) shareholders, of whom six (6) shareholders hold one (1) equity share each of the face value of ₹ 10 as nominees of Indian Oil Corporation Limited.

Category of Shareholder	No. of equity shares of ₹ 10 each	Paid-up share capital (₹)
Indian Oil Corporation Limited	4,99,99,994	49,99,99,940
Shri Bipin Arora	1	10
Shri Pravin Dongre	1	10
Shri Atul J. Parmar	1	10
Ms. Anu Jain	1	10
Ms. Manisha Gangwar	1	10
Shri Nitin Kumar	1	10
Total	**5,00,00,000**	**50,00,00,000**

Annexure B-1

CERTIFICATE BY THE CHIEF EXECUTIVE OFFICER AND THE CHIEF FINANCIAL OFFICER

[Pursuant to the Guidelines on Corporate Governance for Central Public Sector Enterprises issued by the Department of Public Enterprises]

To

The Board of Directors of Terra Clean Limited

We hereby certify that:

a. We have reviewed the financial statements and the cash flow statement of the Company for the financial year ended 31st March, 2026 and that, to the best of our knowledge and belief:

   i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and

   ii. these statements together present a true and fair view of the state of affairs of the Company and are in compliance with the existing accounting standards, applicable laws and regulations.

b. To the best of our knowledge and belief, no transaction entered into by the Company during the financial year ended 31st March, 2026 was fraudulent, illegal or violative of the Company's Code of Conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting, we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting, and we have disclosed to the Auditors and to the Board, deficiencies in the design or operation of such internal controls, if any, of which we are aware, and the steps taken or proposed to be taken to rectify these deficiencies.

d. We have indicated to the Auditors and to the Board that there were:

   i. no significant changes in internal control over financial reporting during the year; and

   ii. no instances of significant fraud of which we have become aware and in which the management or an employee having a significant role in the Company's internal control system over financial reporting is involved.

Sd/-
(Atul J. Parmar)
Chief Executive Officer

Sd/-
(Pankaj Kumar Singh)
Chief Financial Officer

Place: New Delhi
Date: 13.04.2026

Annexure B-2

CERTIFICATE ON COMPLIANCE WITH CORPORATE GOVERNANCE

[Pursuant to the Guidelines on Corporate Governance for Central Public Sector Enterprises issued by the Department of Public Enterprises]

To
The Members
Terra Clean Limited
NBCC Commercial Space,
10th Floor, Tower 2, Kidwai Nagar,
Sarojini Nagar, New Delhi -110023

I have examined the compliance of the conditions of Corporate Governance by Terra Clean Limited (hereinafter referred to as the "Company"), an unlisted wholly owned subsidiary of Indian Oil Corporation Limited, for the year ended 31 March 2026 ("period under review"), as stipulated in the Guidelines on Corporate Governance for Central Public Sector Enterprises, 2010 ("DPE Guidelines") issued by the Department of Public Enterprises, Government of India, to the extent applicable to the Company.

The compliance with the conditions of the DPE Guidelines on Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of appropriate internal controls, systems and procedures to ensure compliance with the applicable conditions of Corporate Governance stipulated in the DPE Guidelines. Our responsibility is limited to examining the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance stipulated in the DPE Guidelines. Our examination is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in the Guidelines issued by DPE except that:

1. During the period under review, the Company did not have any Independent Director on its Board and did not constitute the Audit Committee and the Remuneration Committee, as required under the DPE Guidelines.
2. The interval between the 15th Board meeting held on 22 August 2025 and 16th Board meeting held on 16 December 2025 was 116 days, which exceeded the maximum interval of three months stipulated under Clause 3.3.1 of the DPE Guidelines

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **L. Gupta & Associates**
Sd/-
(Loveleen Gupta)
Proprietor
M. No. FCS 5287
UDIN: F005287H001398129
PR Certificate No. 2493/2022

Place: Delhi
Date: 07.09.2026

Annexure C

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
Terra Clean Limited
NBCC Commercial Space,
10th Floor, Tower 2, Kidwai Nagar,
Sarojini Nagar, New Delhi -110023

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Terra Clean Limited (hereinafter called the 'Company'). The Secretarial Audit was conducted in accordance with the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in a manner that provided me a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company'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, I hereby report that in my 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:

I 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 thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder - **Not applicable to the Company during the Audit Period;**

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder - **Not applicable to the Company during the Audit Period;**

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - **Not applicable to the Company during the Audit Period;**

(v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') - **Not applicable to the Company during the Audit Period;**

(vi) Any other law specifically applicable to the Company - **None**

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards with respect to Meetings of the Board of Directors (SS-1) and

(ii) General Meetings (SS-2) issued by The Institute of Company Secretaries of India

OPINION

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

I further report that,

(i) The Board of Directors of the Company is duly constituted. The Company is a Wholly-owned Subsidiary (WoS) of IndianOil Corporation Limited. All Directors are nominated by the holding company in accordance with the provisions of the Act. 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.

(ii) Adequate notice was given to all Directors for scheduling the Meetings of the Board and Committees. Except where the Directors have consented for convening the meeting at a shorter notice, agenda and detailed notes on agenda were sent at least seven days in advance, 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.

(iii) As per the minutes of the Board duly recorded and signed by the Chairman, the agenda items are deliberated and decisions of the Board were unanimous and no dissenting views have been recorded.

(iv) There are adequate systems and processes commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

(v) I have not observed any major non-compliance, deviation, or adverse remarks requiring disclosure in this report.

(vi) The Company, being a WoS of a Government Company (Indian Oil Corporation Limited), is a Central Public Sector Enterprise, and hence is also governed by the applicable Guidelines on Corporate Governance for Central Public Sector Enterprises issued by the Department of Public Enterprises (DPE). Pursuant to the DPE Guidelines, a "Certificate on Compliance with Corporate Governance" has been issued and annexed to the Corporate Governance Report which forms part of the Company's Annual Report 2025-26.

For L. Gupta & Associates
Sd/-
(Loveleen Gupta)
Proprietor
M. No. FCS 5287
UDIN: F005287H000999357
PR Certificate No. 2493/2022

Place: Delhi
Date: 01.08.2026

Note: This report is to be read with my letter of even date which is annexed hereto and forms an integral part of this report. This report is to be annexed to the Board's Report in accordance with Section 204(1) of the Companies Act, 2013.

Annexure to the Secretarial Audit Report

To
The Members
Terra Clean Limited
NBCC Commercial Space,
10th Floor, Tower 2, Kidwai Nagar,
Sarojini Nagar, New Delhi -110023

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I 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 the random test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on random 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.

For L. Gupta & Associates
Sd/-
(Loveleen Gupta)
Proprietor
M. No. FCS 5287
UDIN: F005287H000999357
PR Certificate No. 2493/2022

Date: 01.08.2026
Place: Delhi

INDEPENDENT AUDITORS' REPORT

To the Members of **TERRA CLEAN LIMITED**

Report on the Audit of the standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **TERRA CLEAN LIMITED**, ("the Company") which comprise the Balance Sheet as at 31st March, 2026, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2026, the Loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting of key audit matters as per SA 701, are not applicable to the Company since it is not a listed company. However, there are no Key Audit Matter to be reported.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act 2013, ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to

continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAS, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements.

1. As required by the Companies (Auditor's Report) Order, 2020("the Order") issued by the Central Government in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. We are enclosing our report in terms of Section 143 (5) of the Act, on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, in the "**Annexure B**" on the directions issued by the Comptroller and Auditor General of India.

3. As required by section 143(3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   c. The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report agree with the books of account;

   d. In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under Section 133 of the Act, read with relevant rule issued there under.

   e. On the basis of written representations received from the Directors as on 31st March, 2026, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026, from being appointed as a director in terms of Section 164 (2) of the Act.

   f. With respect to the adequacy of Internal financial controls over financial reporting of the company and the operating effectiveness of such control, refer to our separate report in "**Annexure C**".

   g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanation given to us:

      i. The Company does not have any pending litigations which would impact its financial position.

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. There were no amounts, which were required to be transferred, to the Investor Education and Protection Fund by the Company.

      iv. The Company has not declared or paid any dividend during the year. Hence, the compliances with section 123 of Companies Act 2013, is not applicable.

      v. Proviso to Rule 3(1) of the Companies (Accounts) Rule, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 01, 2023. The Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated for all transactions recorded in software and the audit trail feature has not been tampered with and the audit trail has been preserved by the company as per the statutory requirements for records and retention.

For **S.P. AGARWAL & CO.**
Chartered Accountants
Firm Registration No.000988N

Sd/-
(SHREE PRAKASH AGARWAL)
Partner
Membership No. 010188
UDIN: 26010188HXCNDB1617

Place: New Delhi
Dated: 17.04.2026

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in the report members of **TERRA CLEAN LIMITED** on the standalone financial statements as of and for the year ended 31st March, 2026)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets,

(a) i. The company has not maintained any records showing particulars of property, plant and equipment. As reported to us, the company do not have any property, plant and equipment during the year,

ii. The Company is maintaining records showing particulars of intangible assets. (Accounting Software)

(b) The management of Company has informed that the company does not have any fixed assets comprising 'property, plant and equipment & 'investment property' during the year therefore no physical verification has been conducted.

(c) According to the information and explanations given to us, the company does not have any immovable property therefore no title deeds were produced before us.

(d) The Company has not revalued any of its property, plant and equipment and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at 31st March, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. (a) According to the information and explanations given to us, the company is not maintaining any records of and does not have any inventories during the year, therefore no physical verification has been conducted.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not been sanctioned working capital limits in excess of five crore rupees, during any point of time for the year ending 31st March 2026, in aggregate, from banks and financial institutions on the basis of security of current assets.

iii. (a) During the year, the Company has not made investments, provided loans, advances in the nature of loan, provided guarantee or security to any other entity, except Bank Guarantees given in favour of Central Transmission Utilities of India Limited for Rs. 458.41 Crores, Gujarat Energy Transmission Corporation Limited for Rs. 144 Crores and Gujarat Urja Vikas Nigam Limited for RS. 27.84 Crores.

(b) The company has not granted any loans or advances in the nature of loan, therefore, requirements as per clause (b)(c)(d)(e)(f) of para 3(iii) are not applicable.

iv. As per the financial statements and as informed to us, the company has not made any loans or investments covered u/s 185 and 186 of the Companies Act, 2013.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits within the meaning of sections 73, 74, 75 and 76 of the companies act and rules made thereunder to the extent notified. Hence, reporting under clause 3(v) of the Order is not applicable.

vi. The provisions of Section 148(1) towards maintenance of cost records are not applicable to the company. Accordingly, reporting under clause (vi) of the order is not applicable.

vii. In respect of statutory dues:

(a) According to the information and explanation given to us and the records of the company examined by us, in our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods

and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues, as applicable to it with the appropriate authorities.

(b) According to information and explanation given to us by the management, and the records of the company examined by us, there are no statutory dues referred to in sub-clause (a) which have not been deposited on account of any dispute.

viii. According to the information and explanation given to us and the records of the company examined by us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. (a) According to the records of the company examined by us and the information and explanation given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender to any lender during the year.

(b) According to the information and explanation given to us and on the basis of our audit procedure, we report that the company has not been declared wilful defaulter by any bank or financial institution or other lender.

(c) According to the information and explanation given to us, the company has not taken any term loans during the year.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long term purposes by the company.

(e) According to the information and explanation given to us and the records of the company examined by us, the company has not taken any funds from any entity / person on account of / to meet the obligations of its associate.

(f) The Company has not raised any loans during the year on the pledge of securities held in its associate company and hence reporting on clause 3(ix)(f) of the Order is not applicable.

x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) According to information and explanation given to us, the Company has not made any preferential allotment or private placement of Shares or convertible debentures (fully, partially or optionally convertible) during the year.

xi. (a) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of material fraud by the company or on the company, noticed or reported during the year, nor have we been informed of any such case by the management.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.

xii. The company is not a Nidhi Company and hence Nidhi Rules, 2014 along with reporting under clause 3(xii) of the order are not applicable.

xiii. In our opinion, the Company has entered into transactions with related parties in compliance with the provision of Section 177 and 188 of the Companies Act, 2013. The details of such related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards (Ind As 24 – related party disclosures) as specified u/s 133 of the act, read with Rule 7 of the companies (accounts) Rules 2014.

xiv. According to the information and explanations given to us, the company has provided the Internal Audit Report for the year and which has been considered by us.

xv. The company has not entered into any non-cash transactions with its directors or persons connected with its directors. Accordingly, the provision of clause 3(xv) of the order is not applicable to the company.

xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable to the company.

(b) The company has not conducted non-banking financial activities or housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the order is not applicable to the company.

(c) The company is not a Core investment company (CIC) as defined in the regulation made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the order is not applicable to the company.

(d) There is no group company/ Core Investment Company. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

xvii. The company has incurred cash losses amounting to Rs. 9,76,23,573 during the financial year and Rs. 4,41,04,504 during the immediately preceding financial year, as per the statement of profit and Loss.

xviii. There has been no resignation of the statutory auditors during the year and accordingly, the provisions of clause 3(xviii) of the Order is not applicable.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. The provisions of Section 135 towards corporate social responsibility are not applicable to the company.

xxi. The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the company. Accordingly, no comments have been included in respect of said clause under this report.

For **S.P. AGARWAL & CO.**
Chartered Accountants
Firm Registration No.000988N

Sd/-
(SHREE PRAKASH AGARWAL)
Partner
Membership No. 010188
UDIN: 26010188HXCNDB1617

Place: New Delhi
Dated: 17.04.2026

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 2 under "Other legal and regulatory requirements" of our report of even date)

Sl. No	Directions	Action Taken	Impact on Standalone Financial Statements
1	Assess the fair valuation of all investments, both quoted and unquoted, made directly by the Company or through trusts, for post-retirement benefits of employees. This includes verifying valuation methodologies, ensuring consistency with Ind AS, and reviewing supporting documentation. The auditor shall provide a brief note on the valuation approach, its reasonability, and compliance with applicable regulations, reporting any material deviations or misstatements.	The Company is a wholly owned subsidiary of Indian Oil Corporation Ltd. The Company has not made any investments for post- retirement benefits of employees since it is having all employees on deputation from the parent company.	Nil
2	Whether the Company has a system in place to process all accounting transactions through an IT system? If yes, whether a review of this system and controls that are significant to the Company's financial reporting process, as well as cybersecurity, has been carried out by Information Security Auditing Organizations empaneled by CERT-In at a minimum frequency of once in a year, and whether material discrepancies found, if any, have been suitably reported? The implications of processing accounting transactions outside the IT system on the integrity of accounts, along with financial implications, may also be reported.	The Company has implemented SAP-ERP system during the year, earlier to which it was using Tally Prime (Edit Log) Silver accounting software to record its transactions. Since Q3 of FY 2025-26, transactions have been recorded in SAP-ERP system. Since it was a first year of implementation therefore, no review has been carried out by Information Security Auditing Organizations empaneled by CERT for the year.	Nil
3	Whether funds (grants/subsidy, etc.) received/receivable for specific schemes from Central/State Government or its agencies were properly accounted for as per the applicable accounting standards or norms, and whether the received funds were utilized as per their terms and conditions? Whether accounting of interest earned on grants received has been done as per the terms and conditions of the grant? List the cases of deviation.	The Company has no funds (grants/ subsidy etc.) received / receivable for specific schemes from central / state government or its agencies	Nil
4	Whether the Company has identified Key Risk Areas? If yes, whether the company has formulated any Risk Management Policy to mitigate these risks? If yes: (a) Whether the Risk Management Policy has been formulated considering global best practices? (b) Whether the Company has identified its data assets and whether they have been valued appropriately?	The Company was incorporated last year and yet to commence revenue operations. The Company has identified key risk areas and is in the process of formulating its policies relating to: (a) The Risk Management policy considering global best practices. (b) Identification of its data assets.	Nil

Sl. No	Directions	Action Taken	Impact on Standalone Financial Statements
5	Whether the Company is complying with the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable rules and regulations of SEBI, Department of Investment and Public Asset Management (DIPAM), Ministry Of Corporate Affairs (MCA), Department of Public Enterprises (DPE), Reserve Bank of India (RBI), Telecom Regulatory Authority of India ('IRAI), CERT-In, Ministry of Electronics and Information Technology (MeitY), and National Payments Corporation of India (NPCI), wherever applicable? If not, the cases of deviation may be highlighted.	The Company is an unlisted wholly owned subsidiary of Indian Oil Corporation Ltd. which is a listed company. The rules and regulations of SEBI, DIPAM, DPE, RBI, TRAI, CERT-1n, MeitY, NPCI, as applicable to the company are being complied with.	Nil

For **S.P. AGARWAL & CO.**
Chartered Accountants
Firm Registration No.000988N

Sd/-
(SHREE PRAKASH AGARWAL)
Partner
Membership No. 010188
UDIN: 26010188HXCNDB1617

Place: New Delhi
Dated: 17.04.2026

ANNEXURE 'C' TO THE INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over standalone financial reporting of **TERRA CLEAN LIMITED** ("the Company") as of 31st March, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over standalone financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over standalone Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over standalone financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over standalone Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over standalone financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over standalone financial reporting and their operating effectiveness. Our audit of internal financial controls over standalone financial reporting included obtaining an understanding of internal financial controls over standalone financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over standalone financial reporting.

Meaning of Internal Financial Controls over Standalone Financial Reporting

A company's internal financial control over standalone financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over standalone financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial

statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Limitations of Internal Financial Controls over standalone Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over standalone financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over standalone financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2026, based on the internal control over standalone financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over standalone Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S.P. AGARWAL & CO.**
Chartered Accountants
Firm Registration No.000988N

Sd/-
(SHREE PRAKASH AGARWAL)
Partner
Membership No. 010188
UDIN: 26010188HXCNDB1617

Place: New Delhi
Dated: 17.04.2026

BALANCE SHEET

(Figures in ₹'000)

Particulars	Notes	As at 31st March 2026	As at 31st March 2025
ASSETS			
Non-Current Assets			
(a) Property, Plant & Equipments			-
(b) Capital Work in Progress	3	99,871.94	16,172.77
(c) Investment Property			
(d) Other Intangible Assets	4	291.77	25.76
(e) Intangible Assets under Development			
(f) Financial Assets			
(g) Deferred Tax Assets (net)			
(h) Other non-current assets			
Total Non-Current Assets (A)		**1,00,163.71**	**16,198.53**
Current Assets			
(a) Inventories			
(b) Financial Assets			
(i) Investments			
(ii) Trade Receivables			
(iii) Cash & Cash equivalents	5	2,29,684.63	92,118.08
(iv) Other Bank Balances	6	50,000.00	3,62,784.53
(v) Loans			
(vi) Other Financial Assets	7	5,818.40	5,969.35
(c) Current Tax Assets (Net)			-
(d) Other Current Assets	8	36,317.28	7,429.95
Total Current Assets (B)		**3,21,820.31**	**4,68,301.91**
Total Assets (A+B)		**4,21,984.02**	**4,84,500.44**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	9	5,00,000.00	5,00,000.00
(b) Other Equity	10	(1,41,769.60)	(44,105.24)
Equity attributable to equityholders of the company		**3,58,230.40**	**4,55,894.76**
Total Equity (C)		**3,58,230.40**	**4,55,894.76**
Liabilities			
Non-Current Liabilities		-	-
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings			
(ii) Trade payables			
(iii) Total outstanding dues to MSME	11A	0.00	7.58
(iv) Total outstanding dues of creditors other than MSME	11B & 11C	19,171.89	4,919.89
(v) Other Financial Liabilities	11D	41,429.32	21,508.50
(b) Other Current Liabilities	12	3,152.41	2,169.71
(c) Provisions			**-**
(d) Current Tax Liabilities (net)			
Total Current Liabilities (D)		**63,753.63**	**28,605.68**
Total Equity and Liabilities (C+D)		**4,21,984.02**	**4,84,500.44**

The Accompanying Notes from 1 to 15 form an integral part of this Financial Statements.

As per our report of even date
For S.P. Agarwal & Co.
Chartered Accountants
Firm Registration Number: 000988N

[Shree Prakash Agarwal]
Partner
Membership No. 010188

Place : New Delhi
Dated : 17.04.2026

Sd/-
(AV Raghunandhan)
Chairman
DIN : 10570608

Sd/-
(Joydeep Chaudhury)
Director
DIN : 10648490

Sd/-
(Nitin Kumar)
Director
DIN : 11237687

Sd/-
(Atul J Parmar)
Chief Executive Officer

Sd/-
(Pankaj Kr. Singh)
Chief Finance Officer

Sd/-
(Samrat Sethia)
Company Secretary

STATEMENT OF PROFIT & LOSS

(Figures in ₹'000)

Particulars		Notes	For the year ended 31.03.2026	For the period ended 31.03.2025
(I)	**Revenue from Operations**		-	-
(II)	**Other Income**	13	26,487.13	18,553.75
(III)	**Total Income (I+II)**		**26,487.13**	**18,553.75**
(IV)	**Expenses**			
	Depreciation/Amortization/ Impairment expense		40.79	0.74
	Other Expenses	14	1,24,110.71	62,658.25
	Total Expenses		**1,24,151.50**	**62,658.99**
(V)	**Profit/ (Loss) before exceptional items and Tax (III-IV)**		**(97,664.36)**	**(44,105.24)**
(VI)	Exceptional Items		-	-
(VII)	**Profit/ (Loss) before Tax (V-VI)**		**(97,664.36)**	**(44,105.24)**
(VIII)	Tax expense		-	-
(IX)	**Profit/ (Loss) for the period from continuing operations (VII-VIII)**		**(97,664.36)**	**(44,105.24)**
(X)	Profit/(Loss) from discontinued operations		-	-
(XI)	Tax expense of discontinued operations		-	-
(XII)	Profit/(Loss) from discontinued operations (after Tax) (X-XI)		-	-
(XIII)	Share in JV's/Associate's profit/(loss)		-	-
(XIV)	**Profit/ (Loss) for the Period (IX+XII+XIII)**		**(97,664.36)**	**(44,105.24)**
	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss			
	(ii) Income tax relating to items that will not be reclassified to profit or loss			
	B (i) Items that will be reclassified to profit or loss			
	(ii) Income tax relating to items that will be reclassified to profit or loss			
(XV)	**Total Other Comprehensive Income**			
(XVI)	**Total Comprehensive Income for the period (XIV+XV) (Comprising Profit (Loss) and Other Comprehensive Income for the period)**		**(97,664.36)**	**(44,105.24)**
	Paid Up Equity Share Capital (Face Value Rs. 10 Per Equity Share)		**5,00,000.00**	**5,00,000.00**
(XVII)	Earnings per equity share (for continuing operation) in ₹/Share :			
	(1) Basic		(1.953)	(0.882)
	(2) Diluted		(1.953)	(0.882)
(XVIII)	Earnings per equity share (for discontinued operation) in ₹/Share :			
	(1) Basic		-	-
	(2) Diluted		-	-
(XIX)	Earnings per equity share (for discontinued & continuing operation) in ₹/Share :			
	(1) Basic		(1.953)	(0.882)
	(2) Diluted		(1.953)	(0.882)

The Accompanying Notes from 1 to 15 form an integral part of this Financial Statements.

As per our report of even date
For S.P. Agarwal & Co.
Chartered Accountants
Firm Registration Number: 000988N

[Shree Prakash Agarwal]
Partner
Membership No. 010188

Place : New Delhi
Dated : 17.04.2026

Sd/-
(AV Raghunandhan)
Chairman
DIN : 10570608

Sd/-
(Joydeep Chaudhury)
Director
DIN : 10648490

Sd/-
(Nitin Kumar)
Director
DIN : 11237687

Sd/-
(Atul J Parmar)
Chief Executive Officer

Sd/-
(Pankaj Kr. Singh)
Chief Finance Officer

Sd/-
(Samrat Sethia)
Company Secretary

STATEMENT OF CASH FLOWS

(Figures in ₹'000)

	Particulars	For the year ended 31.03.2026	For the period ended 31.03.2025
A	CASH FLOWS FROM OPERATING ACTIVITIES		
1	**Profit / (Loss) after prior period and exceptional items but Before Tax**	**(97,664.36)**	**(44,105.24)**
2	Adjustments For		
	Add:-Depreciation & Amortization	40.79	0.74
	Less:-Interest Income	25,982.57	18,103.75
3	Operating Profit/ (Loss) before Working Capital Changes (1+2)	(1,23,606.14)	(62,208.25)
4	Change in Working Capital (excluding Cash & Cash Equivalents):		
	(Increase) / Decrease in Sundry Debtors	944.00	(944.00)
	(Increase) / Decrease in Loans & Advances	(4,326.55)	-
	(Decrease) / Increase in Current Liabilities & Provisions	35,147.95	28,605.68
	(Decrease) / Increase in Bank Borrowings for Working Capital		-
	Change in Working Capital	31,765.40	27,661.68
5	Cash Generated From Operations (3+4)	(91,840.74)	(34,546.57)
6	Less : Taxes paid (Net of Refunds)		-
7	**Net Cash Flow generated from / (used in) Operating Activities (5-6)**	**(91,840.74)**	**(34,546.57)**
B	**Cash Flow from Investing Activities:**		
	Purchase of Property, Plant & Equipment and Intangible Assets	(306.80)	(26.50)
	Expenditure on Construction Work in Progress	(83,699.17)	(16,172.77)
	Investments in Fixed Deposits	3,12,784.53	(3,62,784.53)
	Increase in Other Financial Assets	(24,560.79)	(7,429.95)
	Interest Income on Fixed Deposits	25,189.52	13,078.40
	Net Cash Flow generated from / (used in) Investing Activities	**2,29,407.29**	**(3,73,335.35)**
C	**Cash Flow From Financing Activities:**		
	Increase in Share Capital	-	5,00,000.00
	Net Cash Flow generated from / (used in) Financing Activities	**-**	**5,00,000.00**
D	**Net Change in Cash & Cash Equivalents (A+B+C)**	**1,37,566.55**	**92,118.08**
E1	Cash & Cash Equivalents as at end of the year		
	In Imprest	15.00	-
	In Current Account	19,473.97	8,350.07
	In Fixed Deposit - Maturity within 3 months	2,10,195.66	83,768.01
E2	Less: Cash & Cash Equivalents as at the beginning of year		
	In Imprest	-	
	In Current Account	8,350.07	-
	In Fixed Deposit - Maturity within 3 months	83,768.01	-
	Net Change in Cash & Cash Equivalents (E1 - E2)	**1,37,566.55**	**92,118.08**

The above cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standards 7 (Ind As-7) on "Statement of Cash Flow"

As per our report of even date
For S.P. Agarwal & Co.
Chartered Accountants
Firm Registration Number: 000988N

[Shree Prakash Agarwal]
Partner
Membership No. 010188

Place : New Delhi
Dated : 17.04.2026

Sd/-
(AV Raghunandhan)
Chairman
DIN : 10570608

Sd/-
(Joydeep Chaudhury)
Director
DIN : 10648490

Sd/-
(Nitin Kumar)
Director
DIN : 11237687

Sd/-
(Atul J Parmar)
Chief Executive Officer

Sd/-
(Pankaj Kr. Singh)
Chief Finance Officer

Sd/-
(Samrat Sethia)
Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31.03.2026

A. EQUITY SHARE CAPITAL

(Figures in ₹'000)

Particulars	Balance as at 31.03.2026	Changes In Equity Share Capital during the period	Balance as at 31.03.2025
5,00,00,000 Equity Shares of Rs.10/- each	**5,00,000.00**	**0.00**	**5,00,000.00**

B. OTHER EQUITY

(Figures in ₹'000)

Particulars	Retained Earnings	Total
Balance as at 31.03.2025	**(44,105.24)**	**(44,105.24)**
Additions during the period	(97,664.36)	(97,664.36)
Adjustments during the period	-	-
Changes in accounting policy or prior period errors	-	-
Total comprehensive income during the period	-	-
Appropriations	-	-
Transfer to / from General reserve	-	-
Transfer to / from Other reserves	-	-
Interim Dividend	-	-
Final Dividend	-	-
Corporate Dividend Tax	-	-
Adjustment of Pre-operative expenses	-	-
Balance as at 31.03.2026	**(1,41,769.60)**	**(1,41,769.60)**

As per our report of even date
For S.P. Agarwal & Co.
Chartered Accountants
Firm Registration Number: 000988N
[Shree Prakash Agarwal]
Partner
Membership No. 010188

Place : New Delhi
Dated : 17.04.2026

Sd/-
(AV Raghunandhan)
Chairman
DIN : 10570608

Sd/-
(Joydeep Chaudhury)
Director
DIN : 10648490

Sd/-
(Nitin Kumar)
Director
DIN : 11237687

Sd/-
(Atul J Parmar)
Chief Executive Officer

Sd/-
(Pankaj Kr. Singh)
Chief Finance Officer

Sd/-
(Samrat Sethia)
Company Secretary

Information of the Company, Accounting Policy and Other Notes

Note-1: Corporate Information

Terra Clean Limited (the "Company") is a company domiciled in India and has been incorporated under the provisions of The Companies Act, 2013 applicable in India having Corporate Identification Number U35107DL2024GOI432137. The registered office of the company is located at NBCC Commercial Space, 10 Floor,Tower 2, Kidwai Nagar, Sarojini Nagar, South West Delhi, Delhi, India, 110023. Terra Clean Ltd. (TeCL), incorporated on 31.05.2024, is a wholly owned subsidiary of Indian Oil Corporation Ltd. (IndianOil). The main objectives of the Company are to carry on business of power generation through non- conventional / renewable energy sources in all its aspects whether wind, hydro, solar, tidal, geothermal, biomass, wave, waste, hybrid or any other form and production of green molecules etc.

Note-2: Basis of Preparation of Financial Statements & Significant Accounting Policies

a. Basis of Preparation

The Financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under The Companies (Indian Accounting Standard Rule) 2015 as amended by The Companies Indian Accounting Standard Amendment Rules 2016 and the relevant provision of The Companies Act, 2013.

b. Basis of Accounting Policies

The company prepared its financial statements under the accrual basis of accounting, recognizing revenues and expenses when they are incurred, rather than when cash is received or paid.

i. Financial Year

The Financial year of the company shall begin on 01.04.2025 and end on 31.03.2026. For the comparative period, the Financial year of the company shall begin on 31.05.2024 (date of incorporation of company) and end on 31.03.2025

ii. Revenue Recognition

Revenue has been recognized in accordance with the applicable accounting standards, considering criteria such as the transfer of control of goods or services to the customer. Sale of Tender documents are not in the ordinary course of business and has been treated as forming part of Indirect income.

iii. Expense Recognition

Expenses has been recorded in the period in which they are incurred, following the matching principle.

iv. Property, Plant & Equipments (PPE)

Fixed assets has been recorded at cost and depreciated over their estimated useful lives using the Straight-Line method. Intangible assets, viz. Accounting software, ERP License are being amortised over their respective contractual periods.

v. Inventory Valuation

Inventory shall be valued at the lower of cost and net realizable value, using the Weighted Average method. No inventory is available as on closing date.

vi. Accounts Receivable and Payable

Accounts receivable has been recorded at the amount expected to be collected, with provisions for doubtful debts as necessary. Accounts payable has been recorded at the amount due to suppliers and creditors.

vii. Financial Reporting

Financial statements shall be prepared on a Quarterly basis, and reviewed for accuracy before approval.

viii. Internal Controls

Adequate internal controls has been established to safeguard assets, prevent fraud, and ensure accuracy in financial reporting.

ix. Policy Review and Amendments

This Accounting Policy shall be reviewed periodically and updated as necessary to reflect changes in accounting standards or business operations.

x. Manpower Expenses

All the manpower at Terra Clean Limited is on deputation basis from Indian Oil Corporation Limited.

Note 2B: Other Notes

(i) Terra Clean Limited has issued Bank Guarantees worth Rs. 630.25 Crores in favour of CTUIL/GETCO/GUVNL for the purpose of obtaining connectivity in multiple areas like Bhachau, Morena, Pali, Kurnool, Khavda, Solapur, Ananthpur, Davangere, Shri Sathya Sai, Bhalgamda, Sisrana. These Bank Guarantees were taken from Axis Bank Limited.

(ii) Terra Clean Limited, TeCL has also received Bank Guarantees from multiple bidders worth Rs. 4.72 Crores.

NOTE 3 : CAPITAL WIP

(Figures in ₹'000)

Current Year	Plant Development Expenses
Gross Carrying Amount:	
Opening Balance as on 01.04.2025	16,172.77
Additions-Plant Development Expenses (CWIP)	83,699.17
Capitalisation/ Deletions	
Closing Balance as on 31.03.2026	**99,871.94**
Provision and Impairment	
Opening Balance as on 01.04.2025	-
Charge for the period	-
Impairment	-
Deletions/Adjustments	-
Closing Balance as on 31.03.2026	**-**
Net Carrying Amount	
Closing Balance as on 31.03.2026	**99,871.94**

(Figures in ₹'000)

Previous Year	Plant Development Expenses
Gross Carrying Amount:	
As at 31 May 2024 (Date of Incorporation)	-
Additions-Plant Development Expenses (CWIP)	16,172.77
Capitalisation/ Deletions	
As at 31 March 2025	**16,172.77**

Previous Year	Plant Development Expenses
Provision and Impairment	
As at 31 May 2024 (Date of Incorporation)	-
Charge for the period	-
Impairment	-
Deletions/Adjustments	-
As at 31 March 2025	**-**
Net Carrying Amount	
As at 31 March 2025	**16,172.77**

NOTE 4 : Other Intangible Assets

(Figures in ₹'000)

Current Year	Computer Software
Gross Carrying Amount:	
Opening Balance as on 01.04.2025	26.50
Additions	306.80
Deletions/Adjustments	-
Closing Balance as on 31.03.2026	**333.30**
Accumulated amortisation and Impairment	
Opening Balance as on 01.04.2025	0.74
Charge for the period	40.79
Impairment	-
Deletions/Adjustments	-
Closing Balance as on 31.03.2026	**41.53**
Net Carrying Amount	**291.77**

(Figures in ₹'000)

Previous Year	Computer Software
Gross Carrying Amount:	
As at 31 May 2024 (Date of Incorporation)	-
Additions	26.50
Deletions/Adjustments	-
As at 31 March 2025	**26.50**
Accumulated amortisation and Impairment	
As at 31 May 2024 (Date of Incorporation)	-
Charge for the period	0.74
Impairment	-
Deletions/Adjustments	-
As at 31 March 2025	**0.74**
Net Carrying Amount	**25.76**

NOTE - 5: CASH AND BANK BALANCES

(Figures in ₹'000)

Particulars	As at 31st March 2026	As at 31st March 2025
CURRENT ASSETS		
Cash and Cash equivalents	15.00	
Balances with banks		
i. Balances in Curent Accounts	19,473.97	8,350.07
i. Balances in Deposit Accounts with maturity of 3 months or less	2,10,195.66	83,768.01
	2,29,684.63	**92,118.08**

NOTE - 6: OTHER BANK BALANCE

(Figures in ₹'000)

Particulars	As at 31st March 2026	As at 31st March 2025
Fixed Deposit	50,000.00	3,62,784.53
	50,000.00	**3,62,784.53**

NOTE - 7: OTHER FINANCIAL ASSETS

(Figures in ₹'000)

Particulars	As at 31st March 2026	As at 31st March 2025
Other Financial Assets		
Recoverable from CTUIL		**944.00**
Accrued interest on fixed deposit	5,818.40	5,025.35
Total Other Financial Assets	**5,818.40**	**5,969.35**

NOTE - 8: OTHER CURRENT ASSETS

(Figures in ₹'000)

Particulars	As at 31st March 2026	As at 31st March 2025
Advance to Vendor	4,326.55	
TDS Receivable	2,015.05	1,307.84
ITC Available	29,408.97	5,902.04
Pre Paid Expenses	566.71	220.07
	36,317.28	**7,429.95**

NOTE - 9: EQUITY SHARE CAPITAL

(Figures in ₹'000)

Particulars	As at 31st March 2026	As at 31st March 2025
Authorised		
250,00,00,000 Equity Shares of Rs.10/- each	2,50,00,000.00	2,50,00,000.00
	2,50,00,000.00	**2,50,00,000.00**
Issued, Subscribed and Paid-up		
5,00,00,000 Equity shares of Rs. 10/- each	5,00,000.00	5,00,000.00
	5,00,000.00	**5,00,000.00**

1 Shares in the company held by each shareholder holding more than 5% Shares

Name of Shareholder	No.of Shares Held (Face value of ₹10 each)	% of Total Shares
Indian Oil Corporation Limited	5,00,00,000	100.00%

2 The Company has only one class of equity shares having a face value Rs. 10/- per share. The holders of the equity shares are entitled to receive dividends as declared from time to time and are entitled to voting rights proportionate to their share holding at the meeting of shareholders.

3 The Company is Wholly Owned Subsidiary of Indian Oil Corporation Limited.

NOTE 10 : OTHER EQUITY

(Figures in ₹'000)

Current Year	Retained Earnings	Total
Opening Balance as on 01.04.2025	**(44,105.24)**	**(44,105.24)**
Additions during the period	(97,664.36)	(97,664.36)
Adjustments during the period	-	-
Changes in accounting policy or prior period errors	-	-
Total comprehensive income during the period	-	-
Appropriations	-	-
Transfer to / from General reserve	-	-
Transfer to / from Other reserves	-	-
Interim Dividend	-	-
Final Dividend	-	-
Corporate Dividend tax	-	-
Adjustment of Pre-operative expenses	-	-
Closing Balance as on 31.03.2026	**(1,41,769.60)**	**(1,41,769.60)**

(Figures in ₹'000)

Previous Year	Retained Earnings	Total
Balance as at 31.05.2024	**-**	**-**
Additions during the period	(44,105.24)	(44,105.24)
Adjustments during the period	-	-
Changes in accounting policy or prior period errors		-
Total comprehensive income during the period		
Appropriations		
Transfer to / from General reserve		-
Transfer to / from Other reserves		-
Interim Dividend		-
Final Dividend		-
Corporate Dividend tax		-
Adjustment of Pre-operative expenses		-
BALANCE SHEET AS AT 31.03.2025	**(44,105.24)**	**(44,105.24)**

NOTE - 11 : OTHER FINANCIAL LIABILITIES

(Figures in ₹'000)

Particulars	As at 31st March 2026	As at 31st March 2025
CURRENT LIABILITIES		
A. Dues To MSME		7.58
B. Dues To Related Parties	15,044.97	4,913.91
C. Dues To Others	4,126.92	5.98
D. Others		
Security Deposit	2,562.46	
Earnest Money Deposit	784.00	3,600.00
Outstanding Expenses	38,082.86	17,908.50
	41,429.32	21,508.50
	60,601.21	**26,435.97**

NOTE - 12 : OTHER CURRENT LIABILITIES

(Figures in ₹'000)

Particulars	As at 31st March 2026	As at 31st March 2025
Tax deducted at Source-GST	518.60	237.84
Tax deducted at Source-Income Tax	2,555.88	1,517.70
GST Payable	77.94	414.17
	3,152.42	**2,169.71**

NOTE - 13 : OTHER INCOME

(Figures in ₹'000)

Particulars	For the year ended 31.03.2026	For the period ended 31.03.2025
Other Income		
Interest on fixed deposits	25,982.57	18,103.75
Miscellaneous Income	504.56	450.00
	26,487.13	**18,553.75**

NOTE 14 : OTHER EXPENSES

(Figures in ₹'000)

Particulars	For the year ended 31.03.2026	For the period ended 31.03.2025
Audit Fees - Statutory Auditors	50.00	50.00
Audit Fees - Others	87.00	2.50
Bank Charges	8.11	0.02
Business Travel	2,557.80	-
Communication Exp	20.91	-
Consultant Fees	96,807.75	28,647.69
Certification Fees	47.00	-
Conference Participation Fee	190.00	-

Particulars	For the year ended 31.03.2026	For the period ended 31.03.2025
ERP Exp- SAP Charges	7,880.83	-
EDP Expenses	600.46	-
Interest Expenses	2.99	2.11
Manpower Expenses	11,789.55	2,952.40
Legal Fees	476.50	2,430.55
Credit Rating Fees	97.80	-
Electronic Portal Charges	1,639.51	101.93
Meeting & Conference Exp	663.25	7.58
Secretarial Fees	310.95	225.00
Printing & Stationery	80.98	37.99
Training Expenses	624.88	-
Other Expenses	174.43	38.84
Preliminary Expenses	-	28,161.64
Total	**1,24,110.71**	**62,658.25**

NOTE 14A : Additional Information as per Schedule - III of Companies Act 2013

1. RATIOS

Particulars	Numerator	Denominator	FY 2025-26
Current Ratio (Times)	Current Assets	Current Liabilities	5.05 times
Debt Equity Ratio (Times)	Total Debt (i.e, Non-Current Borrowings + Current Borrowings)	Total Equity	No Debt
Return on Equity (%)	Profit after Tax	Average Total Equity	-23.99%
Inventory Turnover Ratio (Times)	Sales (Net of Discounts)	Average Inventory	No inventory
Trade Payables Turnover (Times)	Purchase of Raw Material +Purchase of Stock-in-trade+Other Expenses	Average Trade Payables	No Purchases of Raw material; No Trade Payable
Trade Receivables Turnover (Times)	Sales (Net of Discounts)	Average Trade Receivables	No Sales; NoTrade Receivable
Net Capital Turnover (Times)	Sales (Net of Discounts)	Average Working Capital (i.e, Current Assets-Current Liabilities)	No Sales
Net Profit Ratio (%)	Profit after Tax	Revenue from Operations	No Revenue from operations
Return on Capital Employed (%)	Profit before Tax + Finance Cost	Average of (Total Equity+Total Debt+Deferred Tax Liabilities)	-23.99%
Return on Investment (%)	Closing value of investment + Dividend during the year - (Opening Value of Investment + Additional Investment during the year)	Opening Value of Investment + (Additional Investment during the year - Dividend during the year)/2	No investments

Since company was incorporated on 31st May, 2024, previous period ending 31st March 2025, was a truncated period, and hence ratios for comparative period are not computed.

NOTE 14B : Additional Information as per Schedule - III of Companies Act 2013

2. OTHER STATUTORY INFORMATION

1 The Company does not own any immovable properties as at 31 March 2026. Accordingly, the requirement relating to title deeds of immovable properties being held in the name of the Company is not applicable.

2 The Company did not have any Property, Plant and Equipment during the current year or previous year. Accordingly, the requirement relating to revaluation of Property, Plant and Equipment is not applicable.

3 The Company has not granted any loans or advances in the nature of loans to promoters, directors, Key Managerial Personnel, or related parties. Accordingly, the related disclosure requirement is not applicable.

4 The Company has Capital Work-in-Progress amounting to Rs. 99,871.94 thousand as at 31 March 2026. CWIP ageing provided below:

(Figures in ₹'000)

CWIP	Amount in CWIP for the period of				Total (Amt in₹)
Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	83,699.17	16,172.77	-	-	99,871.94

5 The Company does not have any Intangible Assets under Development as at 31 March 2026. Accordingly, the related disclosure requirement is not applicable.

6 The Company does not hold any Benami property and no proceedings have been initiated or are pending against the Company as at 31 March 2026 under the Benami Transactions (Prohibition) Act, 1988 and the rules made thereunder.

7 The Company has sanctioned working capital limits of Rs. 5 Crores. Monthly returns or statements of current assets filed by the Company with these and no material discrepancies have been found therein. banks are in agreement with the books of accounts

8 The Company has not been declared a wilful defaulter by any bank, financial institution or other lender during the year ended 31 March 2026.

9 The Company has not entered into any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

10 There were no charges or satisfaction of charges pending to be registered with the Registrar of Companies beyond the statutory period as at 31 March 2026.

11 The Company is a wholly owned subsidiary of Indian Oil Corporation Limited and does not have any subsidiary companies. Accordingly, compliance with the number of layers of companies is not applicable to the Company.

12 The required financial ratios are disclosed in Note No. 14A to the financial statements.

13 The Company has not entered into any scheme of arrangement under Sections 230 to 237 of the Companies Act, 2013.

14 The Company has not advanced, loaned or invested any funds (whether from borrowed funds, share premium or any other source or kind of funds) to any person(s) or entity(ies), including foreign entities (Intermediaries), with the understanding, whether recorded in writing or otherwise, that such Intermediaries shall directly or indirectly lend, invest, provide any guarantee or security, or utilise the funds in any other manner for the benefit of any other person(s) or entity(ies).

15 As at 31 March 2026 and 31 March 2025, the Company has received MSME status confirmations from vendors under the Micro, Small and Medium Enterprises Development Act, 2006. However, disclosures relating to

amounts unpaid as at the year end together with interest paid/payable under the said Act, wherever applicable, have not been separately provided. The amount due to such enterprises has been disclosed in Note No. 11A to the financial statements.

NOTE 15 : Additional Information

1 Company has no employees on payroll

2 There is no contingent liability as on 31.03.2026

3 There are no Micro, Small and Medium Enterprises as defined in Micro, Small and Medium Enterprises Development Act, 2006 to whom the company own dues.

4 Transaction with related parties

Related Parties :

a) Indian Oil Corporation Ltd. (Holding Co.)

(Figures in ₹'000)

Transactions with Related Parties :	For the year ended 31.03.2026	For the period ended 31.03.2025
Deputation expenses for the officers of IOCL posted at Terra Clean Ltd.	74,188.86	15,156.38
ERP - SAP Implementation, License and AMC Charges	9,661.40	-
Pre-Incorporation Expenses	-	27,065.65

(Figures in ₹'000)

Other dues to related parties	As at 31 March 2026	As at 31 March 2025
Indian Oil Corporation Ltd.	15,044.97	4,913.94

5 The details of leadership team are as follows:

Chairman & Directors of Terra Clean Limited during FY 2025-26

Shri Aravally Venkata Raghunandhan, Chairman

Shri Pravin Dongre, Director (till 25.03.2026)

Shri Rani Venkatanaga Vishweshwar, Director (till 13.08.2025)

Shri Nitin Kumar, Director (w.e.f. 13.08.2025)

Shri Joydeep Choudhury, Director (w.e.f. 25.03.2026)

Key Managerial Personnels

Shri Atul J. Parmar, Chief Executive Officer

Shri Samrat Sethia, Company Secretary

Shri Pankaj Kumar Singh, Chief Finance Officer

6 Auditors Remuneration Rs. 52,500, include Audit Fees Rs. 50,000 & Reimbursement of expenses Rs. 2,500/-

As per our report of even date
For S.P. Agarwal & Co.
Chartered Accountants
Firm Registration Number: 000988N
[Shree Prakash Agarwal]
Partner
Membership No. 010188

Place : New Delhi
Dated : 17.04.2026

Sd/-
(AV Raghunandhan)
Chairman
DIN : 10570608

Sd/-
(Joydeep Chaudhury)
Director
DIN : 10648490

Sd/-
(Nitin Kumar)
Director
DIN : 11237687

Sd/-
(Atul J Parmar)
Chief Executive Officer

Sd/-
(Pankaj Kr. Singh)
Chief Finance Officer

Sd/-
(Samrat Sethia)
Company Secretary

प्रधान निदेशक लेखापरीक्षा (तेल एवं गैस), मुंबई
भारतीय लेखापरीक्षा एवं लेखा विभाग
सी- 25, ऑडीट भवन, 8 वाँ तल, बांद्रा कुर्ला कॉम्प्लेक्स,
बांद्रा (पू), मुंबई - 400 051

SUPREME AUDIT INSTITUTION OF INDIA
लोकहितार्थ सत्यनिष्ठा
Dedicated to Truth in Public Interest

Principal Director of Audit (Oil & Gas), Mumbai
Indian Audit & Accounts Department
C-25, Audit Bhavan, 8th Floor, Bandra - Kurla Complex,
Bandra (East), Mumbai – 400 051.

Date: _____

No: पीडीए(oil&gas)/मुंबई/रिपोर्ट/TCL/लेखों/25-26/t-2209/483 **26 मई 2026**

सेवा में,

अध्यक्ष,
टेरा क्लीन लिमिटेड
दसवीं मंजिल, एनबीसीसी कार्यालय ब्लॉक,
पूर्वी किदवई नगर, दिल्ली – 110023

विषय: कंपनी के अधिनियम 2013 के धारा 143(6)(b) के अधीन टेरा क्लीन लिमिटेड के 31 मार्च 2026 को समाप्त लेखों पर भारत के नियंत्रक-महालेखापरीक्षक की टिप्पणीयाँ।

महोदय,

मैं टेरा क्लीन लिमिटेड के 31 मार्च 2026 को समाप्त लेखों पर कंपनी के अधिनियम 2013 के धारा 143(6)(b) के अधीन भारत के नियंत्रक-महालेखापरीक्षक की टिप्पणीयाँ प्रेषित कर रहा हूँ।

वार्षिक आम सभा में लेखों तथा नियंत्रक-महालेखापरीक्षक के टिप्पणीयों को अंगीकरण करने के कार्यवाही के कार्यवृत्त की एक प्रतिलिपि इस कार्यालय को प्रेषित करें। साथ में प्रकाशित वार्षिक रिपोर्ट की 05 प्रतिलिपियाँ भेजें।

कृपया इस पत्र की पावती भेजें।

भवदीय,

26.05.26

विशाल चवरे
प्रधान निदेशक लेखापरीक्षा (तेल एंव गैस), मुंबई

संलग्न: यथोपरि

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF TERRA CLEAN LIMITED FOR THE YEAR ENDED 31 MARCH 2026

The preparation of financial statements of **Terra Clean Limited** for the year ended 31 March 2026 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 is the responsibility of the management of the company. The statutory auditor appointed by the Comptroller and Auditor General of India under section 139(5) of the Act is responsible for expressing opinion on the financial statements under section 143 of the Act based on independent audit in accordance with standards on auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 17 April 2026.

I, on behalf of the Comptroller and Auditor General of India, have decided not to conduct the supplementary audit of the financial statements of **Terra Clean Limited** for the year ended 31 March 2026 under section 143(6)(a) of the Act.

For and on the behalf of the
Comptroller & Auditor General of India

26.05.26

Vishal Chawre
Principal Director of Audit (Oil & Gas), Mumbai

Place: Mumbai
Date: 26 May 2026

Notes



TERRA CLEAN LIMITED

(A Wholly owned Subsidiary of Indian Oil Corporation Ltd.)

NBCC Commercial Space. 10th Floor, Tower-2, Kidwai Nagar, Sarojni Nagar, South-West Delhi, Delhi- 110023
Website: www.terraclean.in Email id: connect@terraclean.in