NDR AUTO COMPONENTS LIMITED

Corporate office: Plot No.1, Maruti Joint Venture Complex, Gurugram, Haryana-122015
CIN: L29304DL2019PLC347460 **Website:** www.ndrauto.com
Email id: contact@nacl.co.in **Phone No.**: 9643339870-74

August 10, 2026

BSE Limited Corporate Relationship Deptt. PJ Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 543214	National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G-Block Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Trading Symbol: NDRAUTO

SUB: OUTCOME OF THE MEETING OF BOARD OF DIRECTORS HELD TODAY, 10TH AUGUST, 2026
REF: REGULATION 30 AND 33 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('Listing Regulations')

Dear Sir/Madam,

The Board of Directors of NDR Auto Components Limited ('the Company') at their meeting held on August 10, 2026 inter alia considered and transacted the following businesses:

1. Pursuant to Regulation 33 of the Listing Regulations, the Board has approved the Unaudited Standalone and Consolidated Financial Results for the quarter ended on 30th June, 2026 and noted the Limited Review Report of Statutory Auditors thereon which did not contain any qualification or adverse remark/modified opinion. The same are attached as **Annexure I (coly)**.

2. Pursuant to the provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, approval granted by the members of the Company through Postal Ballot on September 12, 2024 and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company approved grant of 66,641 stock options to the eligible employees of the Company and Bharat Seats Limited, an associate company, under NDR Auto Components Limited Stock Option Plan, 2024 ('ESOP Plan') which shall vest subject to fulfillment of vesting conditions on or before the vesting date.

3. Approved to invest an amount of Rs. 8 crore in 80 lakh equity shares of NDR Auto Components South Private Limited, a wholly owned subsidiary Company by way of subscribing to the Rights Issue offer made by NDR Auto Components South Private Limited.

The details as required pursuant to SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 ('SEBI Circular') for serial no. 2 and 3 are annexed as **Annexure II and III** respectively.

The Board meeting commenced at 12 Noon and concluded at 1:00 p.m.

NDR AUTO COMPONENTS LIMITED

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CIN: L29304DL2019PLC347460 **Website:** www.ndrauto.com
Email id: contact@nacl.co.in **Phone No.**: 9643339870-74

This may be treated as price sensitive information under SEBI (PIT) Regulations.

Thanking you,

For **NDR Auto Components Limited**

Rajat Bhandari Digitally signed by Rajat Bhandari Date: 2026.08.10 13:02:56 +05'30'

Rajat Bhandari
Executive Director and Company Secretary
DIN: 02154950
Encl: As Above

Annexure I

NDR Auto Components Limited

Regd. Office : Level - 5, Regus Caddie Commercial Tower, Hospitality District Aerocity, IGI Airport, New Delhi - 110037
CIN: L29304DL2019PLC347460
WEBSITE: www.ndrauto.com; E-mail: cs@ndrauto.com, Phone: +91 9643339870-74

STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2026

(Rs. in lakhs, except per share data)

S. No.	Particulars	Quarter Ended			Year Ended
		30-06-2026	31-03-2026	30-06-2025	31-03-2026
		(Unaudited)	(Audited)	(Unaudited)	(Audited)
1	**Income:**				
	Revenue from operations	22,359.85	22,906.85	18,521.95	82,253.80
	Other income	120.87	88.16	59.02	486.46
	Total income	**22,480.72**	**22,995.01**	**18,580.97**	**82,740.26**
2	**Expenses**				
	a) Cost of materials and components consumed	16,157.49	16,913.59	13,598.33	61,510.85
	b) (Increase)/decrease in inventories of finished goods and work in progress	305.21	175.21	(21.63)	(211.40)
	c) Employee benefits expense	786.87	752.84	655.75	2,867.78
	d) Finance costs	74.23	98.90	67.70	326.96
	e) Depreciation and amortization expenses	633.13	571.23	475.65	2,105.45
	f) Other expenses	2,566.87	2,416.60	2,302.94	9,006.59
	Total expenses	**20,523.80**	**20,928.37**	**17,078.74**	**75,606.23**
3	**Profit before exceptional items and tax (1-2)**	**1,956.92**	**2,066.64**	**1,502.23**	**7,134.03**
4	**Exceptional items (refer note 5)**	-	-	-	64.75
5	**Profit before tax (3-4)**	**1,956.92**	**2,066.64**	**1,502.23**	**7,069.28**
6	**Income Tax expenses**				
	a) Current tax	506.06	509.19	391.23	1,739.49
	b) Deferred tax expense/(credit)	(21.32)	2.13	(7.38)	15.17
	c) Adjustment of tax relating to earlier years	-	-	-	9.68
	Total tax expense	**484.74**	**511.32**	**383.85**	**1,764.34**
7	**Net Profit for the period/ year (5-6)**	**1,472.18**	**1,555.32**	**1,118.38**	**5,304.94**
8	**Other comprehensive income for the period/ year**				
	(a) Re-measurement gains/ (loss) on defined benefit plans	2.12	23.77	(1.44)	8.52
	(b) Income-tax relating to items that will not be reclassified to profit or loss in subsequent periods/ years	(0.53)	(5.97)	0.36	(2.14)
	Total other comprehensive income for the period/ year, net of tax	**1.59**	**17.80**	**(1.08)**	**6.38**
9	**Total comprehensive income for the period/ year, net of tax (7+8)**	**1,473.77**	**1,573.12**	**1,117.30**	**5,311.32**
10	**Paid-up equity share capital (face value of Rs.10/- per share)**	2,378.53	2,378.53	2,378.53	2,378.53
11	**Other equity as shown in the Audited balance sheet**				26,327.92
12	**Earning per equity share (EPS)* (nominal value of Rs.10/- each) :**				
	a) Basic earning per share (Rs.)	6.19	6.54	4.70	22.30
	b) Diluted earning per share (Rs.)	6.19	6.54	4.70	22.30
	*** EPS not annualised except annual**				

NOTES :

1 The above standalone financial results of NDR Auto Components Limited ("the Company") have been prepared in accordance with Indian Accounting Standards (IND AS) as prescribed under section 133 of the Companies Act, 2013 read with the relevant rules and amendments thereto and the other accounting principles generally accepted in India.

2 The Sales/Purchase have been recognised based on contract price with the customers/vendors which are subject to escalations and de-escalations basis annual price revision. The Company estimated such escalations and de-escalations on best estimate basis and these will be formalised by year end.

3 In line with the provisions of IND AS-108 - Operating Segment, the Company is engaged in the business of manufacturing of different seating systems and components for automobiles including two wheeler, which constitute single reporting business segment and the company operates only in one geographical segment -India. Accordingly, there are no separate reportable segments.

4 In the financial year 2023-24, the Income Tax Department ('the department') conducted a search under section 132 of the Income Tax Act, 1961 at certain premises of the Company including manufacturing locations and residence of few of its employees/key managerial personnel.
The Company received demand orders amounting to Rs. 502.20 Lakhs (excluding penalties) for the Assessment Years 2020-21 to 2024-25, along with a penalty demand order of Rs. 142.20 lakhs for the Assessment Year 2021-22 and 2022-23. Further the penalty demand orders for AY 2023-24 and AY 2024-25 were dropped by the Income tax department. The Company filed appeals against the tax and penalty demand orders received from the department with the Commissioner of Income Tax (Appeals). Further, the Company also filed rectification application of Rs. 389.98 lakhs concerning the outstanding demand.
The Company received orders from the Commissioner of Income Tax (Appeals) reducing the demand to Rs. 366.89 lakhs for the Assessment Years 2020-21 to 2024-25, except for Assessment Year 2022-23, for which the appellate order (including the penalty order) is still awaited. The total demand orders against assessment year 2022-23 amounts to Rs. 134 lakhs (including penalties). The Company has filed appeals before the appropriate higher authorities against the demand orders received.
As per Company's own assessment and based on legal advice, management is confident of favorable outcome for such appeals. Pending outcome of appeal proceedings, no adjustment has been made to these standalone financial results.

5 In the financial year 2025-26, the company recognised exceptional items amounting to Rs. 64.75 lakhs, representing an expense towards employee benefit obligations arising from the implementation of the Code on Wages, 2019.

6 The figures for the last quarter are the balancing figures between audited figures in respect of the full financial year upto March 31, 2026 and the unaudited published year to date figures upto December 31, 2025 being the date of the end of the third quarter of the financial year which were subjected to limited review.

7 The above standalone financial results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on August 10, 2026.

For and on behalf of Board of Directors

Pranav Relan
Digitally signed by Pranav Relan
Date: 2026.08.10 12:04:15 +05'30'

PLACE: Gurugram
DATE: August 10, 2026

Pranav Relan
Whole Time Director

67, Institutional Area
Sector 44, Gurugram - 122 003
Haryana, India

Tel: +91 124 681 6000

Independent Auditor's Review Report on the Quarterly Unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review Report to
The Board of Directors
NDR Auto Components Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results of NDR Auto Components Limited (the "Company") for the quarter ended June 30, 2026 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

2. The Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

5. **Emphasis of matter – Income Tax Search**

   We draw attention to note 4 of the standalone financial results which describes the uncertainty relating to the outcome of a search conducted by the Income Tax Department in an earlier year, under Section 132 of the Income Tax Act, 1961, at certain premises of the Company including manufacturing locations and residence of few of its employees/key managerial personnel.

   Our conclusion is not modified in respect of this matter.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm registration number: 301003E/E300005

Amit Chugh Digitally signed by Amit Chugh Date: 2026.08.10 12:22:47 +05'30'

per Amit Chugh
Partner
Membership No.: 505224
UDIN: 26505224BLMYUF5353
Place: Gurugram
Date: August 10, 2026

NDR Auto Components Limited

Regd. Office : Level - 5, Regus Caddie Commercial Tower, Hospitality District Aerocity, IGI Airport, New Delhi - 110037
CIN: L29304DL2019PLC347460
WEBSITE: www.ndrauto.com; E-mail: cs@ndrauto.com, Phone: +91 9643339870-74

STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2026

(Rs. in lakhs, except per share data)

S. No.	Particulars	Quarter Ended			Year Ended
		30-06-2026	31-03-2026	30-06-2025	31-03-2026
		(Unaudited)	(Audited)	(Unaudited)	(Audited)
1	**Income:**				
	Revenue from operations	22,145.27	22,906.85	18,521.95	82,253.80
	Other Income	109.80	81.76	59.02	290.89
	Total income	**22,255.07**	**22,988.61**	**18,580.97**	**82,544.69**
2	**Expenses**				
	a) Cost of materials and components consumed	16,020.22	16,913.59	13,598.33	61,510.85
	b) (Increase)/decrease in inventories of finished goods and work in progress	226.43	175.21	(21.63)	(211.40)
	c) Employee benefits expense	787.46	752.84	655.75	2,867.78
	d) Finance costs	74.23	99.96	67.70	328.02
	e) Depreciation and amortization expenses	638.46	575.48	475.65	2,109.70
	f) Other expenses	2,576.48	2,416.60	2,302.94	9,020.95
	Total expenses	**20,323.28**	**20,933.68**	**17,078.74**	**75,625.90**
3	**Profit before share of profit/ (loss) of associate and joint ventures, exceptional items and tax (1-2)**	**1,931.79**	**2,054.93**	**1,502.23**	**6,918.79**
4	**Share of profit of associate and joint ventures (net of tax)**	**178.32**	**312.94**	**241.22**	**1,109.29**
5	**Profit before exceptional items and tax (3+4)**	**2,110.11**	**2,367.87**	**1,743.45**	**8,028.08**
6	**Exceptional items (refer note 5)**	-	-	-	64.75
7	**Profit before tax (5-6)**	**2,110.11**	**2,367.87**	**1,743.45**	**7,963.33**
8	**Income Tax expenses**				
	a) Current tax	510.60	526.49	391.23	1,759.46
	b) Adjustment of tax relating to earlier years	-	-	-	9.68
	c) Deferred tax expense/(credit)	(40.83)	(3.85)	(7.38)	(0.26)
	Total tax expense	**469.77**	**522.64**	**383.85**	**1,768.88**
9	**Net Profit for the period / year (7-8)**	**1,640.34**	**1,845.23**	**1,359.60**	**6,194.45**
10	**Other comprehensive income for the period/ year**				
	(a) Re-measurement gains/ (loss) on defined benefit plans	2.12	23.77	(1.44)	8.52
	b) Gains/(losses) on share of other comprehensive income of associate and joint ventures	(1.55)	(2.11)	0.39	(5.86)
	c) Income-tax relating to items that will not be reclassified to profit or loss in subsequent periods/ years	(0.53)	(5.97)	0.36	(2.14)
	Total other comprehensive income for the period/ year, net of tax	**0.04**	**15.69**	**(0.69)**	**0.52**
11	**Total comprehensive income for the period/ year, net of tax (9+10)**	**1,640.38**	**1,860.92**	**1,358.91**	**6,194.97**
12	**Paid-up equity share capital (face value of Rs.10/- per share)**	2,378.53	2,378.53	2,378.53	2,378.53
13	**Other equity as shown in the Audited balance sheet**				33,393.34
14	**Earning per equity share (EPS)* (nominal value of Rs.10/- each) :**				
	a) Basic earning per share (Rs.)	6.90	7.76	5.72	26.04
	b) Diluted earning per share (Rs.)	6.90	7.76	5.72	26.04
	*** EPS not annualised except annual**				

NOTES :

1 The above consolidated financial results of NDR Auto Components Limited ("the Company", its subsidiaries, its joint ventures and associates together referred "the Group") have been prepared in accordance with Indian Accounting Standards (IND AS) as prescribed under section 133 of the Companies Act, 2013 read with the relevant rules and amendments thereto and the other accounting principles generally accepted in India.

2 The Sales/Purchase have been recognised based on contract price with the customers/vendors which are subject to escalations and de-escalations basis annual price revision. The Group estimated such escalations and de-escalations on best estimate basis and these will be formalised by year end.

3 In line with the provisions of IND AS-108 - Operating Segment, the Group is engaged in the business of manufacturing of different seating systems and components for automobiles including two wheeler, which constitute single reporting business segment and the group operates only in one geographical segment -India. Accordingly, there are no separate reportable segments.

4 In the financial year 2023-24, the Income Tax Department ('the department') conducted a search under section 132 of the Income Tax Act, 1961 at certain premises of the Company including manufacturing locations and residence of few of its employees/key managerial personnel.
The Group received demand orders amounting to Rs. 502.20 Lakhs (excluding penalties) for the Assessment Years 2020-21 to 2024-25, along with a penalty demand order of Rs. 142.20 lakhs for the Assessment Year 2021-22 and 2022-23. Further the penalty demand orders for AY 2023-24 and AY 2024-25 were dropped by the Income tax department. The Group filed appeals against the tax and penalty demand orders received from the department with the Commissioner of Income Tax (Appeals). Further, the Group also filed rectification application of Rs. 389.98 lakhs concerning the outstanding demand.
The Group received orders from the Commissioner of Income Tax (Appeals) reducing the demand to Rs. 366.89 lakhs for the Assessment Years 2020-21 to 2024-25, except for Assessment Year 2022-23, for which the appellate order (including the penalty order) is still awaited. The total demand orders against assessment year 2022-23 amounts to Rs. 134 lakhs (including penalties). The Group has filed appeals before the appropriate higher authorities against the demand orders received.
As per Group's own assessment and based on legal advice, management is confident of favourable outcome for such appeals. Pending outcome of appeal proceedings, no adjustment has been made to these consolidated financial results.

5 In the financial year 2025-26, the Group recognised exceptional items amounting to Rs. 64.75 lakhs, representing an expense towards employee benefit obligations arising from the implementation of the Code on Wages, 2019.

6 The Group had discontinued recognizing its share of losses of Rs. 12.27 lakhs from its investment in Toyota Boshoku Relan India Private Limited (joint venture) after the accumulated losses exceeded the carrying amount of the investment of Rs. 0.50 lakhs. If the joint venture subsequently reports profits, the Group will resume recognizing its share of profits only after the profits equal the previously unrecognized losses.

7 The figures for the last quarter are the balancing figures between audited figures in respect of the full financial year upto March 31, 2026 and the unaudited published year to date figures upto December 31, 2025 being the date of the end of the third quarter of the financial year which were subjected to limited review.

8 The Consolidated financial results include the results of the company, 2 subsidiary companies, 1 associate company and 3 joint venture companies.

9 The above consolidated financial results have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on August 10, 2026.

For and on behalf of Board of Directors

Pranav Relan
Digitally signed by Pranav Relan
Date: 2026.08.10 12:05:27 +05'30'

PLACE: Gurugram
DATE: August 10, 2026

Pranav Relan
Whole Time Director

67, Institutional Area
Sector 44, Gurugram - 122 003
Haryana, India

Tel: +91 124 681 6000

Independent Auditor's Review Report on the Quarterly Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review Report to
The Board of Directors
NDR Auto Components Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results of NDR Auto Components Limited (the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associate and joint ventures for the quarter ended June 30, 2026 (the "Statement") attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

2. The Holding Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Holding Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

   We also performed procedures in accordance with the Master Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

4. The statement includes the results of the following entities:
   a) Bharat Seats Limited – Associate
   b) Toyo Sharda India Private Limited – Joint Venture
   c) Toyota Boshoku Relan India Private Limited – Joint Venture
   d) NDR Hayashi Automotive India Private Limited – Joint Venture
   e) NDR Auto Components Safety Systems Private Limited –Subsidiary
   f) NDR Auto Components South Private Limited – Subsidiary

5. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. **Emphasis of matter – Income Tax Search**

   We draw attention to note 4 of the consolidated financial results which describes the uncertainty relating to the outcome of a search conducted by the Income Tax Department in an earlier year, under Section 132 of the Income Tax Act, 1961, at certain premises of the Company including manufacturing locations and residence of few of its employees/key managerial personnel.

   Our conclusion is not modified in respect of this matter.

7. The accompanying Statement includes unaudited interim financial results and other unaudited financial information in respect of:

   a) 2 subsidiaries, whose unaudited interim financial results and other unaudited financial information reflect total revenues of Rs. 301.34 lakhs, total net profit after tax of Rs. 4.06 lakhs and total comprehensive income of Rs. 4.06 lakhs for the quarter ended June 30, 2026.

   b) 2 joint ventures, whose unaudited interim financial results and other unaudited financial information includes Group's share of net loss after tax of Rs. 57.74 lakhs and Group's share of total comprehensive loss of Rs. 57.74 lakhs for the quarter ended June 30, 2026.

   The unaudited interim financial results and other unaudited financial information of these subsidiaries and joint ventures have not been reviewed by their auditors and have been approved and furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the affairs of these subsidiaries and joint ventures, is based solely on such unaudited interim financial results and other unaudited financial information. According to the information and explanations given to us by the Management, these unaudited interim financial results are not material to the Group.

   Our conclusion on the Statement in respect of matters stated in para 7 above is not modified with respect to financial results/financial information certified by the Management.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm registration number: 301003E/E300005

Amit Chugh
Digitally signed by Amit Chugh
Date: 2026.08.10 12:23:11 +05'30'

per Amit Chugh
Partner
Membership No.: 505224
UDIN: 26505224AELVPB1821
Place: Gurugram
Date: August 10, 2026

Annexure II

The details as required pursuant to SEBI Master circular no. HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30, 2026, are given below:

Grant of Stock Options		
Sl. No.	**Particulars**	**Details**
1	Brief details of options granted	Grant of 66,641 stock options to the eligible employees of the Company and Bharat Seats Limited, its associate company
2	Whether the scheme is in terms of SEBI (SBEB) Regulations, 2021 (if applicable)	Yes
3	Total number of shares covered by these options;	66,641 Equity shares (each stock option is convertible into 1 equity share of face value of Rs. 10 each).
4	Pricing formula/Exercise Price	Rs. 500.50/- 35% discount to be given on Closing Price of the shares on 14th May, 2026 at NSE. (Closing Price at NSE on 14th May, 2026 was Rs. 770/-. Accordingly, Exercise Price per share at 35% discount is Rs. 500.50/-)
5	Options vested	Subject to fulfilment of conditions of grant, the stock options shall vest not earlier than 2 years from the date of grant.
6	Time within which option may be exercised;	Subject to fulfilment of conditions of grant, options shall be exercisable within 5 years from the vesting date.
Note: The requirements under Clause 10(g) to (n) of Para B of Part A of Annexure 18 of the said SEBI Circular are not applicable in this case.		

Annexure III

The details as required pursuant to SEBI Master circular no. HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30, 2026, are given below:

Acquisition (including agreement to acquire)	
Name of the target entity, details in brief such as size, turnover etc.	NDR Auto Components South Private Limited, a wholly owned subsidiary of the Company
Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	Yes, NDR Auto Components South Private Limited, being a wholly owned subsidiary of the Company, is a related party of the Company. This transaction is on an arm's length basis.
Industry to which the entity ~~being acquired~~ belongs	Auto Components Industry
Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	For funding the project of NDR Auto Components South Private Limited
Brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable
Indicative time period for completion of the acquisition	NDR Auto Components South Private Limited will allot equity shares to the Company as per statutory timelines.
Consideration - whether cash consideration or share swap or any other form and details of the same	The Company will subscribe to the Rights Issue offer of Eighty lakh Equity Shares of the Face Value of Rs. 10/- each amounting to Rs. Eight Crore only
Cost of acquisition and/or the price at which the shares are acquired	The Company will subscribe to the Rights Issue offer of Eighty lakh Equity Shares of the Face Value of Rs. 10/- each amounting to Rs. Eight Crore only
Percentage of shareholding / control acquired and / or number of shares acquired	NDR Auto Components South Private Limited is a wholly owned subsidiary of the Company. The Board of Directors of the Company approved to invest an amount of Rs. 8 crore by way of subscription to the

	Rights Issue offer of NDR Auto Components South Private Limited.
Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	NDR Auto Components South Private Limited, was incorporated on November 7, 2025, as a wholly owned subsidiary of the Company for manufacturing of frame structures, Seat Covers (Trims), and other plastic/metal/polyurethane-based automotive components. History of last 3 years turnover: As on March 31, 2026, the turnover of the Company was Nil. Presence: India