



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

11th May, 2026

BSE Limited Corporate Relationship Deptt. PJ Towers, 25 th Floor, 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
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SUB: OUTCOME OF THE MEETING OF BOARD OF DIRECTORS HELD TODAY, 11th MAY, 2026 AS PER REGULATION 30 AND 33 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“SEBI LODR REGULATIONS”)

Dear Sir/Madam,

The Board of Directors of NDR Auto Components Limited (“Company”) at their meeting held on May 11, 2026, *inter alia*, has considered and transacted the following businesses:

1. Approved the Annual Standalone and Consolidated Financial Statements for the Financial year ended March 31, 2026.
2. Approved the Audited Standalone and Consolidated Financial Results for the quarter and Financial Year ended March 31, 2026. (Enclosed as Annexure I)
3. Took note of the Auditors’ Report on the Audited Financial Results for the quarter and Financial Year ended March 31, 2026, issued by the Statutory Auditors, M/s S.R. Batliboi & Co., LLP, Chartered Accountants, along with Unmodified Opinion. (Enclosed as Annexure II)
4. The Board has considered and approved the draft notice of 7th Annual General Meeting (AGM) of the Company and decided to hold 7th Annual General Meeting of the Company on Monday, July 27, 2026, through VC or OAVM.
5. Considered and approved the Directors’ Report, Management Discussion and Analysis and Corporate Governance Report for the year ended March 31, 2026.
6. Pursuant to Regulation 43 of the SEBI Regulations, the Board of Directors has recommended dividend @ 40% i.e. Rs. 4/- per Equity share of Rs. 10/- each of the Company for the financial year ended 31st March, 2026. The dividend, after the approval of the shareholders, shall be paid within 30 days of declaration.
7. The record date/ cut off date for the purpose of Dividend is 20th July, 2026.

Registered office: Level-5, Regus Caddie Commercial Tower, Hospitality District Aerocity, IGI Airport, New Delhi 110037 **Tel.:** +91 011-6654 4976



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8. Upon recommendation of the Nomination and Remuneration Committee, Board of Directors of the Company, subject to the approval of shareholders of the Company, approved the re-appointment of Mr. Pranav Relan (DIN: 07177944), as Whole-time Director for another term of 3 (three) consecutive years from 27th October, 2026 to 26th October, 2029. (Enclosed as Annexure III).
9. Upon recommendation of the Nomination and Remuneration Committee, Board of Directors of the Company, subject to the approval of shareholders of the Company, approved the re-appointment of Mr. Ayush Relan (DIN: 07716326), as Whole-time Director for another term of 3 (three) consecutive years from 02nd January, 2027 to 01st January, 2030. (Enclosed as Annexure IV).
10. Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, subject to the approval of shareholders of the Company, approved the re-appointment of Mr. Rajat Bhandari (DIN: 02154950), as Whole-time Director for another term of 3 (three) consecutive years from 02nd January, 2027 to 01st January, 2030. (Enclosed as Annexure V).
11. The Board has approved the transfer of the company's Seat Trim business related to certain models by way of slump sale as a going concern to its wholly owned subsidiary, NDR Auto Component South Private Limited. (Enclosed as Annexure VI).
12. The Board has approved the transfer of the company's Sunshade business by way of slump sale as a going concern to its Joint Venture, NDR Hayashi Automotive India Private Limited. (Enclosed as Annexure VII).
13. Approved to invest an amount of Rs. 6 crores in the equity shares of the NDR Hayashi Automotive India Private Limited, a joint venture of the Company by way of subscribing to the Rights Issues offer of NDR Hayashi Automotive India Private Limited. (Enclosed as Annexure VIII).

The Board meeting commenced at 12:15 p.m. and concluded at 01:40 p.m. This may please also be treated as a Price Sensitive information under SEBI(PIT)Regulations, 2015.

Thanking you,
For **NDR Auto Components Limited**

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

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STATEMENT OF AUDITED STANDALONE ASSETS AND LIABILITIES AS AT MARCH 31, 2026**(Rs. in lakhs, except as otherwise stated)**

	Particulars	As at 31st March, 2026 (Audited)	As at 31st March, 2025 (Audited)
	ASSETS		
1	Non-current assets		
	a) Property plant & equipment	20,125.26	12,413.36
	b) Capital work in progress	818.54	2,770.31
	c) Intangible assets	1.75	5.85
	d) Right-of-use assets	3,940.72	2,879.37
	e) Financial assets		
	i) Investments	2,465.00	165.00
	ii) Loans	200.00	1,000.00
	iii) Others financial assets	287.48	230.40
	f) Other non-current assets	369.71	1,518.92
	g) Deferred tax assets (net)	26.99	42.16
	h) Non-current tax assets (net)	55.64	38.34
	Total non-current assets	28,291.09	21,063.71
2	Current assets		
	a) Inventories	4,770.76	4,427.84
	b) Financial assets		
	i) Trade receivables	10,081.65	9,348.14
	ii) Cash and cash equivalents	1,333.58	5,080.06
	iii) Bank balances other than (ii) above	715.46	1,206.72
	iv) Loans	-	700.00
	v) Other financial assets	578.09	30.04
	c) Other current assets	444.70	549.17
	Total current assets	17,924.24	21,341.97
	TOTAL ASSETS	46,215.33	42,405.68
	EQUITY AND LIABILITIES		
1	Equity		
	a) Equity share capital	2,378.53	2,378.53
	b) Other equity	26,327.92	21,670.69
	Total equity	28,706.45	24,049.22
2	LIABILITIES		
	Non- Current liabilities		
	a) Financial liabilities		
	i) Lease liabilities	2,892.42	2,863.61
	b) Provisions	267.92	156.20
	Total Non-current liabilities	3,160.34	3,019.81
	Current liabilities		
	a) Financial liabilities		
	i) Lease liabilities	451.40	377.80
	ii) Trade payables		
	- Total outstanding dues of micro enterprises and small enterprises	987.85	824.88
	- Total outstanding dues of creditors other than micro enterprises and small enterprises	11,486.03	12,283.37
	iii) Other financial liabilities	572.97	357.02
	b) Other Current Liabilities		
	i) Contract Liabilities	418.76	919.66
	ii) Other Current Liabilities	356.24	503.24
	c) Provisions	75.29	43.74
	d) Current tax liability (net)	-	26.94
	Total current liabilities	14,348.54	15,336.65
	TOTAL EQUITY AND LIABILITIES	46,215.33	42,405.68

For and on behalf of Board of Directors

Pranav Relan
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Date: 2026.05.11 13:03:31
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Whole Time DirectorPLACE: Gurugram
DATE: May 11, 2026

NDR Auto Components Limited

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STATEMENT OF AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER & YEAR ENDED MARCH 31, 2026

(Rs. in lakhs, except per share data)

S. No.	Particulars	Quarter Ended			Year Ended	
		31-03-2026 (Audited)	31-12-2025 (Unaudited)	31-03-2025 (Audited)	31-03-2026 (Audited)	31-03-2025 (Audited)
1	Income:					
	Revenue from operations	22,906.85	20,829.39	19,204.26	82,253.80	71,277.91
	Other Income	88.16	65.13	118.43	486.46	576.17
	Total income	22,995.01	20,894.52	19,322.69	82,740.26	71,854.08
2	Expenses					
	a) Cost of materials consumed	16,913.59	15,954.63	14,472.82	61,510.85	54,421.97
	b) (Increase)/Decrease in inventories of finished goods and work-in-progress	175.21	(219.25)	(37.28)	(211.40)	(158.24)
	c) Employee benefits expenses	752.84	727.00	642.58	2,867.78	2,161.19
	d) Finance costs	98.90	78.65	80.24	326.96	323.47
	e) Depreciation and amortisation expense	571.23	557.93	420.17	2,105.45	1,611.57
	f) Other expenses	2,416.60	2,098.81	2,059.02	9,006.59	7,520.61
	Total expenses	20,928.37	19,197.77	17,637.55	75,606.23	65,880.57
3	Profit before exceptional items and tax (1-2)	2,066.64	1,696.75	1,685.14	7,134.03	5,973.51
4	Exceptional items (refer note no. 5)	-	64.75	-	64.75	-
5	Profit before tax (3-4)	2,066.64	1,632.00	1,685.14	7,069.28	5,973.51
6	Tax expenses					
	a) Current tax	509.19	383.76	392.41	1,739.49	1,469.32
	b) Adjustment of tax relating to earlier years	-	9.68	-	9.68	-
	c) Deferred tax expense/(credit)	2.13	(3.19)	4.14	15.17	(4.19)
	Total tax expense	511.32	390.25	396.55	1,764.34	1,465.13
7	Profit for the period/ year (5-6)	1,555.32	1,241.75	1,288.59	5,304.94	4,508.38
8	Other comprehensive income					
	(a) Re-measurement gains/ (loss) on defined benefit plans - not to be reclassified to profit and loss in subsequent periods	23.77	(12.37)	1.02	8.52	(5.77)
	(b) Income tax effect on above	(5.97)	3.11	(0.26)	(2.14)	1.45
	Total other comprehensive income for the period/year, net of tax	17.80	(9.26)	0.76	6.38	(4.32)
9	Total comprehensive income for the period/ year, net of tax (7+8)	1,573.12	1,232.49	1,289.35	5,311.32	4,504.06
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	2,378.53
11	Other equity as shown in the Audited balance sheet				26,327.92	21,670.69
12	Earning per equity share (EPS)* (nominal value of Rs.10/- each) :					
	a) Basic (Rs.)	6.54	5.22	5.42	22.30	18.95
	b) Diluted (Rs.)	6.54	5.22	5.42	22.30	18.95
	* EPS not annualised except annual					

For and on behalf of Board of Directors

Pranav
Relan

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Pranav Relan
Date: 2026.05.11
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PLACE: Gurugram
DATE: May 11, 2026

Pranav Relan
Whole Time Director

NDR Auto Components Limited

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STATEMENT OF AUDITED STANDALONE CASH FLOWS FOR YEAR ENDED MARCH 31, 2026

(Rs. in lakhs, except as otherwise stated)

	For the Year Ended 31st March, 2026 (Audited)	For the Year Ended 31st March, 2025 (Audited)
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	7,069.28	5,973.51
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation and amortization expenses	2,105.45	1,611.57
Loss/ (Profit) on sale of property, plant and equipment (net)	9.49	(20.35)
Finance cost	60.00	90.13
Interest on lease liabilities	266.96	233.34
Interest (Income)	(103.66)	(259.78)
Dividend (Income)	(198.00)	(144.95)
Net (gain) on sale of investment	-	(32.66)
Unrealised (gain)/ loss on foreign exchange fluctuation	10.22	1.11
Liabilities no longer required written back	(41.76)	(39.91)
Operating profit before working capital changes	9,177.98	7,412.01
Adjustments for changes in working capital :		
(Increase)/decrease in inventories	(342.92)	(1,454.45)
(Increase)/decrease in trade receivables	(733.51)	(636.55)
(Increase)/decrease in other financial assets	(1,695.53)	(50.58)
(Increase)/decrease in other assets	87.75	480.07
Increase/(decrease) in trade payables	(602.83)	2,971.96
Increase/(decrease) in other liabilities	(647.90)	1,200.26
Increase/(decrease) in other financial liabilities	652.06	(83.62)
Increase/(decrease) in contract liabilities	(500.90)	-
Increase/(decrease) in provisions	151.79	88.57
Cash generated from operating activities	5,545.99	9,927.67
Income tax paid (net of refunds)	(1,795.55)	(1,545.34)
Net cash flows from operating activities	3,750.44	8,382.33
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipments and intangibles including capital work in progress, capital advances and capital creditors	(6,154.32)	(4,798.70)
Proceeds from sale of property, plant and equipment	18.78	37.61
Loan repaid by related parties	1,700.00	-
Deposits made during the year	(2,520.94)	(8,583.40)
Proceeds from maturity of bank deposits during the year	3,017.97	8,548.77
Dividend received from associates	198.00	144.95
Purchase of investments in subsidiaries and joint venture	(2,300.00)	(1,569.42)
Sale of current investments	-	1,716.88
Interest income received	95.77	254.09
Net cash (used in) investing activities	(6,144.74)	(4,249.22)
C. CASH FLOWS FROM FINANCING ACTIVITIES:		
(Repayments) of borrowings	-	(170.01)
Dividend paid on equity shares	(648.33)	(441.50)
Payment of principal portion of lease liabilities	(386.55)	(305.93)
Interest paid on lease liabilities	(257.46)	(233.34)
Interest paid	(59.84)	(91.22)
Net cash (used in) financing activities	(1,352.18)	(1,242.00)
Net decrease in cash and cash equivalents (A+B+C)	(3,746.48)	2,891.11
Cash and cash equivalents at the beginning of the period	5,080.06	2,188.95
Cash and cash equivalents at the end of the period	1,333.58	5,080.06
Components of cash and cash equivalents		
Cash and cash equivalents		
Balance with Banks:		
On current accounts	0.12	457.20
Surplus in cash credit account	232.16	21.56
Fixed deposits account with a original maturity of less than three months	1,100.00	4,600.00
Cash on hand	1.30	1.30
Net cash and cash equivalents as at 31st March	1,333.58	5,080.06

Note: The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7 statement of cash flows.

For and on behalf of Board of Directors

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DATE: May 11, 2026

Pranav Relan
Whole Time Director

NOTES TO THE STATEMENT OF AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2026

- 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 During 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 has now 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 order (including the penalty order) is still awaited. The total demand orders against assessment year 2022-23 amounts to Rs. 134 lakhs (including penalties). 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 statements.
- 5 Effective 21 November 2025, The Government of India has consolidated multiple existing labour legislations into a unified framework comprising four Labour Codes (collectively referred to as the 'New Labour Codes'). These legislative changes have revised the definition of wages for the purpose of computation of employee benefits and expanded the scope and eligibility of certain employee related social security benefits. Following a comprehensive assessment conducted by the Company, information currently available and consistent with the FAQs on key accounting implications arising from the New Labour Codes issued by the Institute of Chartered Accountants of India, the Company has evaluated the incremental impact resulting from the implementation of these codes. Given the materiality, regulatory-driven nature and non-recurring aspect of this impact, the Company has recognized an exceptional item in the standalone financial statements for the year ended March 31, 2026, amounting to Rs. 64.75 lakhs (which includes gratuity and compensated absences). The Company will continue to monitor developments and clarifications from the Government regarding other aspects of the New Labour Codes and will make appropriate accounting adjustments as necessary based on these developments.
- 6 Subject to the approval of the shareholders in the ensuing Annual General Meeting of the company, the Board of Directors has recommended the final dividend of 40% i.e. Rs. 4 per share of the face value of Rs. 10 each aggregating to Rs. 951.41 lakhs.
- 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 above standalone financial results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on May 11, 2026.

For and on behalf of Board of Directors

Pranav
Relan

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by Pranav Relan
Date: 2026.05.11
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PLACE: Gurugram
DATE: May 11, 2026

Pranav Relan
Whole Time Director

S.R. BATLIBOI & CO. LLP

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

**To
The Board of Directors of
NDR Auto Components Limited**

Report on the audit of the Standalone Financial Results

Opinion

We have audited the accompanying statement of quarterly and year to date standalone financial results of NDR Auto Components Limited (the "Company") for the quarter ended March 31, 2026 and for the year ended March 31, 2026 ("Statement"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the Statement:

- i. is presented in accordance with the requirements of the Listing Regulations in this regard; and
- ii. gives a true and fair view in conformity with the applicable accounting standards and other accounting principles generally accepted in India, of the net profit and other comprehensive income and other financial information of the Company for the quarter ended March 31, 2026 and for the year ended March 31, 2026.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Results" 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter – Income Tax Search

We draw attention to note 4 of the standalone financial results which describes the uncertainty relating to 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 opinion is not modified in respect of this matter.

S.R. BATLIBOI & Co. LLP

Management's Responsibilities for the Standalone Financial Results

The Statement has been prepared on the basis of the standalone annual financial statements. The Board of Directors of the Company are responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit and other comprehensive income of the Company and other financial information in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 the 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 Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Statement, the Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is 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 the Statement.

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

- Identify and assess the risks of material misstatement of the Statement, 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 control 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 with reference to financial statements 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 the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' 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 financial results 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 Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.

S.R. BATLIBOI & Co. LLP

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.

Other Matter

The Statement includes the results for the quarter ended March 31, 2026 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2026 and the published unaudited audited year-to-date figures up to the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

Amit Chugh  Digitally signed by
Amit Chugh
Date: 2026.05.11
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per Amit Chugh

Partner

Membership No.: 505224

UDIN: 26505224TOUFOX2896

Place: Gurugram

Date: May 11, 2026

NDR Auto Components Limited
Regd. Office : Level - 5, Regus Caddie Commercial Tower, Hospitality District Aerocity, IGI Airport, New Delhi - 110037
CIN: L29304DL2019PLC347460
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STATEMENT OF AUDITED CONSOLIDATED ASSETS AND LIABILITIES AS AT MARCH 31, 2026

(Rs. in lakhs, except per share data)

	As at 31st March, 2026 (Audited)	As at 31st March, 2025 (Audited)
ASSETS		
1 Non-current assets		
a) Property plant & equipment	20,159.15	12,413.36
b) Capital work in progress	1,934.94	2,770.31
c) Intangible assets	15.61	5.85
d) Right-of-use assets	6,774.41	2,879.37
e) Investments accounted for using equity method	8,252.15	6,346.76
f) Financial assets		
i) Loans	-	1,000.00
ii) Others financial assets	420.26	230.40
g) Deferred tax assets (net)	42.42	42.16
h) Non-current tax assets (net)	55.64	38.34
i) Other non-current assets	535.78	1,518.92
Total non-current assets	38,190.36	27,245.47
2 Current assets		
a) Inventories	4,770.76	4,427.84
b) Financial assets		
i) Trade receivables	10,081.65	9,348.14
ii) Cash and cash equivalents	1,510.28	5,080.06
iii) Bank balances other than (ii) above	815.46	1,206.72
iv) Loans	-	700.00
v) Other financial assets	315.73	24.80
c) Other current assets	617.73	554.41
Total current assets	18,111.61	21,341.97
TOTAL ASSETS	56,301.97	48,587.44
EQUITY AND LIABILITIES		
1 Equity		
a) Equity share capital	2,378.53	2,378.53
b) Other equity	33,393.34	27,852.45
Total equity	35,771.87	30,230.98
2 LIABILITIES		
Non- Current liabilities		
a) Financial liabilities		
i) Lease liabilities	5,442.61	2,863.61
b) Provisions	267.92	156.20
Total Non-current liabilities	5,710.53	3,019.81
Current liabilities		
a) Financial liabilities		
i) Lease liabilities	727.46	377.80
ii) Trade payables		
- Total outstanding dues of micro enterprises and small enterprises	988.99	824.88
- Total outstanding dues of creditors other than micro enterprises and small enterprises	11,507.22	12,283.37
iii) Other financial liabilities	717.80	357.02
b) Other current liabilities		
i) Contract Liabilities	418.76	919.66
ii) Other Current Liabilities	365.26	503.24
c) Provisions	75.29	43.74
d) Current tax liability (net)	18.79	26.94
Total current liabilities	14,819.57	15,336.65
TOTAL EQUITY AND LIABILITIES	56,301.97	48,587.44

PLACE: Gurugram
DATE: May 11, 2026

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Pranav Relan
Whole Time Director

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 AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER & YEAR ENDED MARCH 31, 2026

(Rs. in lakhs, except per share data)

S. No.	Particulars	Quarter Ended			Year Ended	
		31-03-2026 (Audited)	31-12-2025 (Unaudited)	31-03-2025 (Audited)	31-03-2026 (Audited)	31-03-2025 (Audited)
1	Income:					
	Revenue from operations	22,906.85	20,829.39	19,204.26	82,253.80	71,277.91
	Other Income	81.76	69.17	118.43	290.89	432.17
	Total income	22,988.61	20,898.56	19,322.69	82,544.69	71,710.08
2	Expenses					
	a) Cost of materials consumed	16,913.59	15,954.63	14,472.82	61,510.85	54,421.97
	b) (Increase)/Decrease in inventories of finished goods and work-in-progress	175.21	(219.25)	(37.28)	(211.40)	(158.24)
	c) Employee benefits expenses	752.84	727.00	642.58	2,867.78	2,161.19
	d) Finance costs	99.96	78.65	80.24	328.02	323.47
	e) Depreciation and amortisation expense	575.48	557.93	420.17	2,109.70	1,611.57
	f) Other expenses	2,416.60	2,098.81	2,059.02	9,020.95	7,520.61
	Total expenses	20,933.68	19,197.77	17,637.55	75,625.90	65,880.57
3	Share of profit of associate	380.70	269.20	331.61	1,194.25	939.89
4	Share of profit of joint venture	(67.76)	0.98	19.08	(84.96)	21.52
5	Profit before exceptional items and tax (1-2+3+4)	2,367.87	1,970.97	2,035.83	8,028.08	6,790.92
6	Exceptional items (refer note no. 5)	-	64.75	-	64.75	-
7	Profit before tax (5-6)	2,367.87	1,906.22	2,035.83	7,963.33	6,790.92
8	Tax expenses					
	a) Current tax	526.49	385.25	392.41	1,759.46	1,469.32
	b) Adjustment of tax relating to earlier years	-	9.68	-	9.68	-
	c) Deferred tax expense/(credit)	(3.85)	(8.12)	4.14	(0.26)	(4.19)
	Total tax expense	522.64	386.81	396.55	1,768.88	1,465.13
9	Profit for the period / year (7-8)	1,845.23	1,519.41	1,639.28	6,194.45	5,325.79
10	Other comprehensive income					
	(a) Re-measurement gains/ (loss) on defined benefit plans - not to be reclassified to profit and loss in subsequent periods	23.77	(12.36)	1.02	8.52	(5.77)
	b) Gains/(losses) on share of other comprehensive income of associate and Joint ventures	(2.11)	(4.54)	4.71	(5.86)	1.09
	c) Income tax relating to items above note no 10(a)	(5.97)	3.10	(0.26)	(2.14)	1.45
	Total other comprehensive income for the period/year, net of tax	15.69	(13.80)	5.47	0.52	(3.23)
11	Total comprehensive income for the period/year, net of tax (9+10)	1,860.92	1,505.61	1,644.75	6,194.97	5,322.56
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	2,378.53
13	Paid-up equity share capital (face value of Rs.10/- per share)					27,852.45
14	Earning per equity share (EPS)* (nominal value of Rs.10/- each) :					
	a) Basic (Rs.)	7.76	6.39	6.89	26.04	22.39
	b) Diluted (Rs.)	7.76	6.39	6.89	26.04	22.39

* EPS not annualised except annual

For and on behalf of Board of Directors

Pranav Relan
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Pranav Relan
 Whole Time Director

PLACE: Gurugram
 DATE: May 11, 2026

STATEMENT OF AUDITED CONSOLIDATED CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2026

(Rs. in lakhs, except as otherwise stated)

	For the Year Ended 31st March, 2026 (Audited)	For the Year Ended 31st March, 2025 (Audited)
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	7,963.33	6,790.92
Adjustments to reconcile profit before tax to net cash flows:		
Share of profit of associate	(1,194.25)	(939.89)
Share of profit of joint ventures	84.96	(21.52)
Depreciation and amortization expenses	2,109.70	1,611.57
Loss/ (Profit) on sale of property, plant and equipment (net)	9.49	(20.35)
Finance cost	61.06	90.13
Interest on lease liabilities	266.96	233.34
Interest (Income)	(106.09)	(259.78)
Dividend (Income)	-	(0.95)
Net (gain) on sale of investment	-	(32.66)
Unrealised (gain)/ loss on foreign exchange fluctuation	10.22	1.11
Liabilities no longer required written back	(41.76)	(39.91)
Operating profit before working capital changes	9,163.62	7,412.01
Adjustments for changes in working capital :		
(Increase)/decrease in inventories	(342.92)	(1,454.45)
(Increase)/decrease in trade receivables	(733.51)	(636.55)
(Increase)/decrease in other financial assets	(1,581.97)	(50.58)
(Increase)/decrease in other assets	(80.04)	480.07
Increase/(decrease) in trade payables	(580.50)	2,971.96
Increase/(decrease) in other liabilities	(638.88)	1,200.26
Increase/(decrease) in other financial liabilities	652.06	(83.62)
Increase/(decrease) in contract liabilities	(500.90)	-
Increase/(decrease) in provisions	151.79	88.57
Cash generated from operating activities	(3,654.87)	2,515.66
Income tax paid (net of refunds)	(1,796.73)	(1,545.34)
Net cash flows from operating activities	(5,451.60)	970.32
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipments and intangibles including capital work in progress, capital advances and capital creditors	(7,343.96)	(4,798.70)
Proceeds from sale of property, plant and equipment	18.78	37.61
Loan repaid by related parties	1,700.00	-
Deposits made during the year	(8,051.02)	(8,583.40)
Proceeds from maturity of bank deposits during the year	8,447.97	8,548.77
Dividend received from associate	198.00	144.95
Purchase of investments in joint venture	(1,000.00)	(1,569.42)
Sale of current investments	-	1,716.88
Interest income received	108.98	254.09
Net cash (used in) investing activities	(5,921.25)	(4,249.21)
C. CASH FLOWS FROM FINANCING ACTIVITIES:		
(Repayments) of borrowings	-	(170.01)
Dividend paid on equity shares	(648.33)	(441.50)
Payment of principal portion of lease liabilities	(384.49)	(305.93)
Interest paid on lease liabilities	(266.96)	(233.34)
Interest paid	(60.90)	(91.22)
Net cash (used in) financing activities	(1,360.68)	(1,242.00)
Net decrease in cash and cash equivalents (A+B+C)	(3,569.78)	2,891.11
Cash and cash equivalents at the beginning of the period	5,080.06	2,188.95
Cash and cash equivalents at the end of the period	1,510.28	5,080.06
Components of cash and cash equivalents		
Cash and cash equivalents		
Balance with Banks:		
On Current accounts	176.82	457.20
Surplus in cash credit account	232.16	21.56
Fixed deposits account with a original maturity of less than three months	1,100.00	4,600.00
Cash on hand	1.30	1.30
Net cash and cash equivalents	1,510.28	5,080.06

Note: The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7 statement of cash flows.

NOTES TO THE STATEMENT OF AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2026

- 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 During 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 has now 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 order (including the penalty order) is still awaited. The total demand orders against assessment year 2022-23 amounts to Rs. 134 lakhs (including penalties). As per Group'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 consolidated financial statements.
- 5 Effective 21 November 2025, The Government of India has consolidated multiple existing labour legislations into a unified framework comprising four Labour Codes (collectively referred to as the 'New Labour Codes'). These legislative changes have revised the definition of wages for the purpose of computation of employee benefits and expanded the scope and eligibility of certain employee related social security benefits. Following a comprehensive assessment conducted by the Group, information currently available and consistent with the FAQs on key accounting implications arising from the New Labour Codes issued by the Institute of Chartered Accountants of India, the Group has evaluated the incremental impact resulting from the implementation of these codes. Given the materiality, regulatory-driven nature and non-recurring aspect of this impact, the Group has recognized an exceptional item in the consolidated financial statements for the year ended March 31, 2026, amounting to Rs. 64.75 lakhs (which includes gratuity and compensated absences). The Group will continue to monitor developments and clarifications from the Government regarding other aspects of the New Labour Codes and will make appropriate accounting adjustments as necessary based on these developments.
- 6 Subject to the approval of the shareholders in the ensuing Annual General Meeting of the company, the Board of Directors has recommended the final dividend of 40% i.e. Rs. 4 per share of the face value of Rs. 10 each aggregating to Rs. 951.41 lakhs.
- 7 The Group had discontinued recognizing its share of losses of Rs. 12.17 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.
- 8 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.
- 9 The Consolidated financial results include the results of the company, 2 subsidiary companies, 1 associate company and 3 joint venture companies.
- 10 The above consolidated financial results have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on May 11, 2026.

PLACE: Gurugram
DATE: May 11, 2026

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Pranav Relan
Whole Time Director

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

To
The Board of Directors of
NDR Auto Components Limited

Report on the audit of the Consolidated Financial Results**Opinion**

We have audited the accompanying statement of quarterly and year to date consolidated financial results of NDR Auto Components Limited ("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 March 31, 2026 and for the year ended March 31, 2026 ("Statement"), attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and financial information of the subsidiaries, associate and joint ventures, the Statement:

- i. 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 Auto Components Safety Systems Private Limited – Subsidiary
 - e) NDR Hayashi Automotive India Private Limited – Joint Venture
 - f) NDR Auto Components South Private Limited – Subsidiary
- ii. are presented in accordance with the requirements of the Listing Regulations in this regard; and
- iii. gives a true and fair view in conformity with the applicable accounting standards and other accounting principles generally accepted in India, of the consolidated net profit and other comprehensive income and other financial information of the Group for the quarter ended March 31, 2026 and for the year ended March 31, 2026.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Results" section of our report. We are independent of the Group, its associate and joint ventures in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in "Other Matter" paragraph below, is sufficient and appropriate to provide a basis for our opinion.

S.R. BATLIBOI & CO. LLP

Emphasis of Matter – Income Tax Search

We draw attention to note 4 of the consolidated financial results which describes the uncertainty relating to 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 opinion is not modified in respect of this matter.

Management’s Responsibilities for the Consolidated Financial Results

The Statement has been prepared on the basis of the consolidated annual financial statements. The Holding Company’s Board of Directors are responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit and other comprehensive income and other financial information of the Group including its associate and joint ventures in accordance with the applicable accounting standards prescribed under Section 133 of the Act 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 respective Board of Directors of the companies included in the Group including its associate and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective company(ies) 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 the 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 Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Statement by the Directors the Holding Company, as aforesaid.

In preparing the Statement, the respective Board of Directors of the companies included in the Group including its associate and joint ventures are responsible for assessing the ability of their respective company(ies) to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate and joint ventures are also responsible for overseeing the financial reporting process of their respective company(ies).

Auditor’s Responsibilities for the Audit of the Consolidated Financial Results

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is 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 the Statement.

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

- Identify and assess the risks of material misstatement of the Statement, 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 control 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

S.R. BATLIBOI & Co. LLP

opinion on whether the company has adequate internal financial controls with reference to financial statements 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 the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' 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 ability of the Group and its associates and joint ventures 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 financial results 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 Group and its associate and joint ventures to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results of the entities within Group and its associates and joint ventures of which we are the independent auditors and whose financial information we have audited, to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of the financial information of such entities included in the Statement of which we are the independent auditors. For the other entities included in the statement, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding company and such other entities included in the statement of which we are the independent auditors 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.

We also performed procedures in accordance with the Master Circular issued by the Securities Exchange Board of India under Regulation 33 (8) of the Listing Regulations, to the extent applicable.

Other Matter

The accompanying Statement includes the audited financial statements in respect of:

- 2 subsidiaries, whose financial statements include total assets of Rs. 4,771.82 lakhs as at March 31, 2026, total revenues of Rs. Nil and Rs. Nil, total net loss after tax of Rs. 32.62 lakhs and Rs. 14.97 lakhs, total comprehensive loss of Rs. 32.62 lakhs and Rs. 14.97 lakhs, for the quarter and the year ended on that date respectively, and net cash inflows of Rs. 176.70 lakhs for the year ended March 31, 2026, as considered in the Statement which have been audited by their respective independent auditors.
- 2 joint ventures, whose financial statements include Group's share of net loss of Rs. 67.77 lakhs and Rs. 84.96 lakhs and Group's share of total comprehensive loss of Rs. 67.44 lakhs and Rs. 84.64 lakhs for the quarter and for the year ended March 31, 2026 respectively, as considered in the Statement whose financial statements, other financial information have been audited by their respective independent auditors.

The independent auditor's report on the financial statements of these entities have been furnished to us by the Management and our opinion on the Statement in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint ventures is based solely on the reports of such auditors and the procedures performed by us as stated in paragraph above.

Our opinion on the Statement is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors and the Financial Results certified by the Management.

S.R. BATLIBOI & Co. LLP

The Statement includes the results for the quarter ended March 31, 2026 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2026 and the published unaudited audited year-to-date figures up to the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

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Amit Chugh
Date: 2026.05.11
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per Amit Chugh

Partner

Membership No.: 505224

UDIN: 26505224OTSNZA1417

Place: Gurugram

Date: May 11, 2026



NDR AUTO COMPONENTS LIMITED

Corporate office: Plot No.1, Maruti Joint Venture Complex, Gurugram, Haryana-122015
CIN: L29304DL2019PLC347460
Email id: contact@nacl.co.in

Website: www.ndrauto.com

Phone No.: 9643339870-74

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:

SR. NO.	PARTICULARS	DETAILS
(a)	Reason for change viz. appointment, resignation, removal, death or otherwise	Re-appointment of Mr. Pranav Relan (DIN: 07177944), as Whole-time Director for another term of 3 (three) consecutive years from 27th October, 2026 to 26th October, 2029, has been recommended to shareholders for approval.
(b)	Date of appointment/ cessation (as applicable) term of appointment	Date of Appointment: The Board at its Meeting held on 11th May 2026 approved and recommended the re-appointment of Mr. Pranav Relan as Whole Time Director of the Company. Term of Appointment: Three years w.e.f. 27th October, 2026 to 26th October, 2029.
(c)	Brief profile (in case of appointment)	He is Graduate in Economics from Emory College of Arts and Sciences, Emory University, Georgia, United States and has also cleared certification examination in "NISM – Series – VIII: Equity Derivatives Certification Examination. He has wide experience in automobile industry and is presently involved in the day-to-day management, with focus on operational excellence, further improvements and growth of NDR Auto Components Limited. He has rich experience in the Stock Market and managing

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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

		internal financial controls, operating controls and compliance controls of Company. He has an experience of three years, from 21st July, 2015 to 20th July, 2018 in a Company having membership of National Stock exchange of India and having membership of Future and Cash market segment. Mr. Pranav has also worked with Bharat Seats Limited as Assistant Chief Operating Officer and handled internal financial controls, operating controls and compliance controls.
(d)	Shareholding, if any, in the company	Nil
(e)	Disclosure of Relationships between Directors (in case of Appointment of a Director)	Father: Mr. Rohit Relan Brothers: Mr. Rishabh Relan and Mr. Ayush Relan
(f)	Information as required pursuant to BSE Circular with ref. no. LIST/COM P/14/2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/CML/2018/24, dated 20 th June, 2018	Mr. Pranav Relan is not debarred from holding the office of Director by virtue of any order issued by SEBI or any other Authority

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Tel.: +91 011-6654 4976



NDR AUTO COMPONENTS LIMITED

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CIN: L29304DL2019PLC347460
Email id: contact@nacl.co.in

Website: www.ndrauto.com

Phone No.: 9643339870-74

Annexure IV

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:

SR. NO.	PARTICULARS	DETAILS
(a)	Reason for change viz. appointment, resignation, removal, death or otherwise	Re-appointment of Mr. Ayush Relan (DIN: 07716326), as Whole-time Director for another term of 3 (three) consecutive years from 02 nd January, 2027 to 01 st January, 2030, has been recommended to shareholders for approval.
(b)	Date of appointment/ cessation (as applicable) term of appointment	Date of Appointment: The Board at its Meeting held on 11th May 2026 approved and recommended the re-appointment of Mr. Ayush Relan as Whole Time Director of the Company. Term of Appointment: Three years w.e.f. 02 nd January, 2027 to 01 st January, 2030.
(c)	Brief profile (in case of appointment)	Mr. Ayush Relan is Bachelor of Science in Business Administration with specialization in Entrepreneurship & Marketing from North Eastern University in Boston, U.S.A. He has wide experience in automobile industry and is presently involved in the day-to-day management, with focus on operational excellence, further improvements and growth of NDR Auto Components Limited. Since January 2, 2021, Mr. Ayush Relan is the Wholetime

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		Director of NDR Auto Components Limited. In past, Mr. Ayush Relan has also worked as Asst. Chief Operating Officer in Bharat Seats Limited.
(d)	Shareholding, if any, in the company	Nil
(e)	Disclosure of Relationships between Directors (in case of Appointment of a Director)	Father: Mr. Rohit Relan Brothers: Mr. Rishabh Relan and Mr. Pranav Relan
(f)	Information as required pursuant to BSE Circular with ref. no. LIST/COM P/14/2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/CML/2018/24, dated 20 th June, 2018	Mr. Ayush Relan is not debarred from holding the office of Director by virtue of any order issued by SEBI or any other Authority

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Annexure V

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:

SR. NO.	PARTICULARS	DETAILS
(a)	Reason for change viz. appointment, resignation, removal, death or otherwise	Re-appointment of Mr. Rajat Bhandari (DIN: 02154950), as Whole-time Director for another term of 3 (three) consecutive years from 02 nd January, 2027 to 01 st January, 2030 has been recommended to shareholders for approval.
(b)	Date of appointment/ cessation (as applicable) term of appointment	Date of Appointment: The Board at its Meeting held on 11th May 2026 approved and recommended the re-appointment of Mr. Rajat Bhandari as Whole Time Director of the Company. Term of Appointment: Three years w.e.f. 02 nd January, 2027 to 01 st January, 2030.
(c)	Brief profile (in case of appointment)	Mr. Rajat Bhandari is a Chartered Accountant & a Company Secretary with over 40 years of post-qualification experience in Indian automotive component industry. He has worked across various functions such as Finance, Secretarial, Purchase & Supply Chain in various companies of Escorts group, Federal Mogul Goetze India Limited and Bharat seats Limited.
(d)	Shareholding, if any, in the company	Nil
(e)	Disclosure of Relationships between Directors (in case of Appointment of a Director)	Nil

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(f)	Information as required pursuant to BSE Circular with ref. no. LIST/COM P/14/2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/CML/2018/24, dated 20 th June, 2018	of Mr. Rajat Bhandari is not debarred from holding the office of Director by virtue of any order issued by SEBI or any other Authority
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Annexure VI

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:

Sr. No.	Particulars	Description	
		Sr. No.	Particulars
1	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year		
		Revenue from operations	11.51 Cr (1.4%)
		Total Income	11.51 Cr (1.4%)
		Net worth	NA
		Turnover	11.51 Cr (1.4%)
2	Date on which the agreement for sale has been entered into	11 th May 2026	
3	The expected date of completion of sale/disposal	29 th May 2026	
4	Consideration received from such sale/disposal	Rs. 9.48 crore proposed value of transaction	
5	Brief details of buyers and whether any of the buyers belong to the promoter/promoter group/group companies. If yes, details thereof	NDR Auto Components Limited (“NDR”) proposed transfer of its Seat Trim business related to certain models, on slump sale basis, to the newly incorporated wholly owned subsidiary, NDR Auto Components South Pvt Ltd (“NACSPL”) .	
6	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length.	Yes, transaction would fall within RPT. Yes it is at arm’s length basis.	
7	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations.	Not Applicable	



NDR AUTO COMPONENTS LIMITED

Corporate office: Plot No.1, Maruti Joint Venture Complex, Gurugram, Haryana-122015

CIN: L29304DL2019PLC347460

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Additional disclosures as the transaction is on slump sale basis:

8	Name of the entity (ies) forming part of the Slump Sale, details in brief such as, size, turnover etc.	NDR Auto Components Limited (“NDR”) proposed transfer of its Seat trim business related to certain models, on slump sale basis, to the newly incorporated wholly owned subsidiary, NDR Auto Components South Pvt Ltd (“NACSPL”) .
9	Area of business of the entity(ies)	Seller: Auto Components Industry Buyer: Auto Components Industry
10	Rationale for Slump Sale	The proposed transaction is aimed to drive significant operational efficiencies by eliminating redundancies, and amplifying reach to our core customer base. This move will not only enhance product portfolio and core capabilities but also optimize resource allocation. Ultimately, this reorganization creates a more simplified and agile corporate structure, positioning the companies for accelerated and sustainable long-term growth.
11	In case of cash consideration – amount or otherwise share exchange ratio	Slump sale valuation of said business as per valuation report is Rs. 9.48 Cr
12	Brief details of change in shareholding pattern (if any) of listed entity.	No change in shareholding pattern.

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Annexure VII

The details as required pursuant to SEBI Master circular no. HO/49/14/14(7)2025-CFDPOD2/1/3762/2026 dated January 30, 2026, are given below:

Sr. No.	Particulars	Description	
		Sr. No.	Particulars
1	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year	Revenue from operations	23.12 Cr (2.81%)
		Total Income	23.12 Cr (2.81%)
		Net worth	NA
		Turnover	23.12 Cr (2.81%)
2	Date on which the agreement for sale has been entered into	11 th May 2026	
3	The expected date of completion of sale/disposal	1 st June 2026	
4	Consideration received from such sale/disposal	Rs. 9.44 crore proposed value of transaction	
5	Brief details of buyers and whether any of the buyers belong to the promoter/promoter group/group companies. If yes, details thereof	NDR Auto Components Limited (“NDR”) proposed transfer of its Sunshade Manufacturing Business, on slump sale basis, to the newly incorporated Joint Venture company, NDR Hayashi Automotive India Pvt Ltd (“NHAI”) .	
6	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length.	Yes, transaction would fall within RPT. Yes it is at arm’s length basis.	
7	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations.	Not applicable	



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

Additional disclosures as the transaction is on slump sale basis:

8	Name of the entity (ies) forming part of the Slump Sale, details in brief such as, size, turnover etc.	NDR Auto Components Limited (“NDR”) proposed transfer of its Sunshade business, on slump sale basis, to the newly incorporated Joint Venture company, NDR Hayashi Automotive India Pvt Ltd (“NHAI”) .
9	Area of business of the entity(ies)	Seller: Auto Components Industry Buyer: Auto Components Industry
10	Rationale for Slump Sale	The proposed transaction is aimed to drive significant operational efficiencies by eliminating redundancies, and amplifying reach to our core customer base. This move will not only enhance product portfolio and core capabilities but also optimize resource allocation. Ultimately, this reorganization creates a more simplified and agile corporate structure, positioning the companies for accelerated and sustainable long-term growth.
11	In case of cash consideration – amount or otherwise share exchange ratio	Slump sale valuation of said business as per valuation report is Rs. 9.44 Cr
12	Brief details of change in shareholding pattern (if any) of listed entity.	No change in shareholding pattern.

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Annexure VIII

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 Hayashi Automotive India Private Limited, a joint venture 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"	NDR Hayashi Automotive India Private Limited, being joint venture 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 meeting future working capital requirements and funding the project of the Company and other General Corporate Purpose
Brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable
Indicative time period for completion of the acquisition	NDR Hayashi Automotive India 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 and details thereof and whether the same is done at "arm's length";	The Company has subscribed to the Rights Issued offer of Sixty lakh Equity Shares of Face Value of Rs. 10/- each amounting to Rs. Six Crore only
Cost of acquisition and/or the price at which the shares are acquired	The Company has subscribed to the Rights Issued offer of Sixty lakh Equity Shares of Face Value of Rs. 10/- each amounting to Rs. Six Crore only
Percentage of shareholding / control acquired and / or number of shares acquired	NDR Hayashi Automotive India Private Limited is a joint venture of the Company, and the Board of Directors of the Company has approved to invest an amount of Rs. 6 crores by way of subscription to the Rights Issue offer of NDR Hayashi Automotive India Private Limited.
Brief background about the entity acquired in terms of products/line of business acquired, date of	NDR Hayashi Automotive India Private Limited, was incorporated on October 10,

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incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)

2025, as a joint venture of the Company for manufacturing of auto components including Ambient Light, Carpet, Dash Inner, Rear Shade, Tonner Cover etc.