

R.S. Bhatia

M.A., F.C.S.

Company Secretary in Practice

CP No.: 2514

Peer Review No.:1496/2021

J-17, (Basement) Lajpat Nagar III,
New Delhi-110024

Ph. 011-41078605 M: 9811113545

PAN No. AAFPB5130M

GST No: 07AAFPB5130M1ZX

Email: bhatia_r_s@hotmail.com

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities and Exchange Board of India
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,

The Members of

NDR Auto Components Limited

CIN L29304DL2019PLC347460

Regd. Off.: Level 5, Regus Caddie Commercial Tower Hospitality District,
Aerocity, IGI Airport, New Delhi, India, 110037

I, Rupinder Singh Bhatia, Company Secretary in Practice, have been appointed as the Secretarial Auditor vide a resolution passed by the Board of Directors of NDR Auto Components Limited (hereinafter referred to as, the 'Company'), having CIN: L29304DL2019PLC347460 and having its registered office at Level 5, Regus Caddie Commercial Tower Hospitality District, Aerocity, IGI Airport, New Delhi, India, 110037, in its meeting held on May 9, 2025, and approved by shareholders on July 10, 2025. This certificate of the compliance, for the year ended March 31, 2026, is issued pursuant to Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations").

Verification:

The Company has not implemented the NDR Auto Components Limited Stock Option Plan, 2024 (NDR ESOP 2024) during the financial year 2025-26. However, it is confirmed that the said scheme is prepared in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("Regulations") and in accordance with the special Resolution(s) passed by the members of the Company through postal ballot on September 12, 2024.

To ensure the compliant, I have examined the following:

1. Scheme received from/furnished by the Company;
2. Resolutions passed at the meeting of the Board of Directors;
3. Shareholders resolutions passed at the General Meeting(s)/ by way of postal ballot;
4. Relevant provisions of Companies Act, 2013 and Rules made thereunder;



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5. Relevant provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

6. Other relevant document/ filing/ records/ information as sought and made available to me and the explanations provided by the Company;

Management Responsibility:

It is the responsibility of the Management of the company to implement the scheme(s) including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Certification:

In my opinion and to the best of my information and according to the verifications as considered necessary and explanations furnished to me by the Company and its Officers, I certify that the Company has not implemented the 'NDR ESOP 2024', however, it is confirmed that the said scheme is prepared in accordance with the applicable provisions of the Regulations and special Resolution(s) passed by the members of the Company through postal ballot on September 12, 2024. Further, during the financial year ending March 31, 2026, no grant(s) and or/allotment(s) were made under NDR ESOP 2024.

Note:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. My responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an expression of opinion.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.



R.S. Bhatia

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Practicing Company Secretary

C.P. No.: 2514

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UDIN: F002599H000707611

Date: June 29, 2026

Place: New Delhi