



7th ANNUAL REPORT 2025-2026

NDR AUTO COMPONENTS LIMITED

Corporate Information**Board of Directors**

- | | |
|-----------------------------|--|
| 1. Mr. Sanjiv Kapur | Chairman and Director (DIN: 00755441) |
| 2. Mr. Rohit Relan | Co-Chairman and Director (DIN: 00257572) |
| 3. Ms. Shyamla Khera | Independent Director (DIN: 06929439) |
| 4. Ms. Vanita Chhabra | Independent Director (DIN: 02161276) |
| 5. Ms. Deepa Gopalan Wadhwa | Independent Director (DIN: 07862942) |
| 6. Mr. Rishabh Relan | Director (DIN: 07726444) |
| 7. Mr. Pranav Relan | Whole Time Director (DIN: 07177944) |
| 8. Mr. Ayush Relan | Whole Time Director (DIN: 07716326) |
| 9. Mr. Rajat Bhandari | Executive Director & Company Secretary (DIN: 02154950) |

Corporate Identity Number

CIN: L29304DL2019PLC347460

Bankers

ICICI Limited

HDFC Bank Limited

Yes Bank Limited

Registered OfficeLevel-5, Regus Caddie Commercial Tower Hospitality District Aerocity,
IGI Airport New Delhi South West New Delhi DL 110037 IN**Works**Plant I C506, Block-C, Pioneer Industrial Park (Village Bhudaka), Pathredi,
Gurugram, Haryana

Plant II Plot No. 8, Sector 37, Gurugram, Haryana

Plant III Plot No 293, Road No 2 (KIADB) Industrial Area 2nd Phase Harohalli
Karnataka Taluk, Ramanagara Dist. 562112 (Bengaluru)Plant IV New Survey/ Block No.30 (Old Revenue Survey no. 403/9) Moje Naviyani,
Taluka Dasada, Distt. Surenderanagar, Part of Nihon Industrial Park,
Gujarat**Auditors**

M/s S.R. Batliboi & Co. LLP, Chartered Accountants

Listed at

BSE Limited

National Stock Exchange of India Limited

Chief Financial Officer

Mr. Vikram Krishan Rathi

Company Secretary and Compliance Officer

Mr. Rajat Bhandari

Registrar and Share Transfer AgentBeetal Financial & Computer Services (P) Limited,
Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir, New Delhi 110062

Phone: +01129961281

Email id: beetal@beetalfinancial.com

www.beetalfinancial.com

E-Mail and Website

cs@ndrauto.com, www.ndrauto.com

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NDR AUTO COMPONENTS LIMITED

CIN: L29304DL2019PLC347460

Registered Office: Level-5, Regus Caddie Commercial Tower, Hospitality District Aerocity, IGI Airport, New Delhi 110037
Tel.: +91 9643339870 Email: cs@ndrauto.com Website: www.ndrauto.com

NOTICE

NOTICE is hereby given that the Seventh Annual General Meeting (AGM) of the members of NDR Auto Components Limited ("the Company") will be held on Monday, 27th July, 2026 at 11:00 a.m. through Video Conferencing ('VC') / other Audio Visual Means ('OAVM'), to transact the following businesses. The deemed venue of the meeting shall be the Registered Office of the Company at Level-5, Regus Caddie Commercial Tower, Hospitality District Aerocity, IGI Airport, New Delhi 110037.

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March 2026, together with the reports of the Board of Directors and Auditors thereon and in this regard, to give assent or dissent to the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statements, both standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2026 including the audited Balance Sheets as at 31st March, 2026, the Statements of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

2. **To declare dividend on the equity shares for the financial year ended March 31, 2026, and in this regard, to give assent or dissent to the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company, dividend at the rate of Rs. 4/- per Equity Share of Rs. 10/- each on the paid-up equity share capital of the Company be and is hereby declared to be paid to the members of the Company."

3. **To appoint Mr. Ayush Relan (DIN: 07716326), who retires by rotation at this meeting as a director and being eligible offers himself for re-appointment and in this regard, to give assent or dissent to the following resolution as an Ordinary Resolution:**

"RESOLVED THAT Mr. Ayush Relan (DIN: 07716326), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. **To appoint Mr. Rajat Bhandari (DIN: 02154950), who retires by rotation at this meeting as a Director and being eligible offers himself for re-appointment and in this regard, to give assent or dissent to the following resolution as an Ordinary Resolution:**

"RESOLVED THAT Mr. Rajat Bhandari (DIN: 02154950), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESSES:

5. **To re-appoint Mr. Pranav Relan (DIN: 07177944) as a Wholetime Director of the Company and in this regard, to give assent or dissent to the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to Section 196, 197, 203 and Schedule V and all other applicable provisions of the Companies Act, 2013, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions of the "Listing Regulations" and in accordance with the recommendation made by the Nomination and Remuneration Committee and by the Board, consent be and is hereby accorded for re-appointment of Mr. Pranav Relan (DIN: 07177944) as a Whole Time Director for a further period of three years with effect from 27th October, 2026 to 26th October, 2029 on the following terms and conditions:

- A. Tenure: Three years i.e. from 27th October 2026 to 26th October 2029.
- B. Remuneration:
 - I. Basic Salary: Rs.10,00,000 p.m. with a provision of annual increment of 10% per annum.
 - II. Perquisites and Allowances: Upto a maximum of 50% of Salary p.m. Additionally entitled to company car along with reimbursement of car running & maintenance and driver expenses.
- C. In addition to above, contribution to provident fund, payment of gratuity and leave encashment will be as per the Company's policy and the same will not be accounted for the purpose of value of perquisites.
- D. Medclaim for self and family under floater coverage of Rs. 24 lakhs.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, the Company shall pay to Mr. Pranav Relan same remuneration as stated above.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution and for the matter connected herewith or incidental thereto."

6. To re-appoint Mr. Ayush Relan (DIN: 07716326) as a Wholetime Director of the Company and in this regard, to give assent or dissent to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 196, 197, 203 and Schedule V and all other applicable provisions of the Companies Act, 2013, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions of the "Listing Regulations" and in accordance with the recommendation made by the Nomination and Remuneration Committee and by the Board, consent be and is hereby accorded for re-appointment of Mr. Ayush Relan (DIN: 07716326) as a Whole Time Director for a period of further three years with effect from 2nd January, 2027 to 1st January, 2030 on the following terms and conditions:

- A. Tenure: Three years i.e. from 2nd January, 2027 to 1st January, 2030.
- B. Remuneration:
 - I. Basic Salary: Rs.10,00,000 p.m. with a provision of annual increment of 10% per annum.
 - II. Perquisites and Allowances: Upto a maximum of 50% of Salary p.m. Additionally entitled to company car along with reimbursement of car running & maintenance and driver expenses.
- C. In addition to above, contribution to provident fund, payment of gratuity and leave encashment will be as per the Company's policy and the same will not be accounted for the purpose of value of perquisites.
- D. Mediciam for self and family under floater coverage of Rs. 24 lakhs.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, the Company shall pay to Mr. Ayush Relan same remuneration as stated above.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution and for the matter connected herewith or incidental thereto."

7. To re-appoint Mr. Rajat Bhandari (DIN: 02154950) as a Wholetime Director of the Company and in this regard, to give assent or dissent to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 196, 197, 203 and Schedule V and all other applicable provisions of the Companies Act, 2013, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions of the "Listing Regulations" and in accordance with the recommendation made by the Nomination and Remuneration Committee and by the Board, consent be and is hereby accorded for re-appointment of Mr. Rajat Bhandari (DIN: 02154950) as a Whole Time Director (designated as Executive Director and Company Secretary) for a period of three years with effect from 2nd January, 2027 to 1st January, 2030 on the following terms and conditions:

- A. Tenure: Three years i.e. from 2nd January, 2027 to 1st January, 2030.
- B. Remuneration:
 - I. Basic Salary: Rs. 5,84,500 p.m. with a provision of annual increment of 10% per annum.
 - II. Perquisites and Allowances: Upto a maximum of 50% of Salary p.m. Additionally entitled to company car along with reimbursement of car running & maintenance and driver expenses.
 - III. Variable pay: 15% of Basic salary, Perquisites and Allowances.
- C. In addition to above, contribution to provident fund and leave encashment will be as per the Company's policy and the same will not be accounted for the purpose of value of perquisites.
- D. Mediciam for self and family under floater coverage of Rs. 24 lakhs.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, the Company shall pay to Mr. Rajat Bhandari same remuneration as stated above.

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution and for the matter connected herewith or incidental thereto."

For **NDR AUTO COMPONENTS LIMITED**

Date: May 11, 2026
Place: Gurugram

Rajat Bhandari
Executive Director & Company Secretary
DIN: 02154950

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business as set out under item no. 5 to item no. 7 and the relevant details pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment(s)/ re-appointment at this Annual General Meeting ("AGM") are annexed.
2. The Ministry of Corporate Affairs ('MCA') vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 5, 2020 read with other related circulars including the latest being General Circular No. 03/2025 dated September 22, 2025 ('MCA Circulars'), had permitted to hold AGM through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') facility without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') and MCA Circulars and circulars issued by SEBI in this regard ('SEBI Circulars'), 7th AGM of the Company is being held through VC/OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 7th AGM shall be the Registered Office of the Company.
3. Corporate members are requested to send at beetalrta@gmail.com or cs@ndrauto.com before e-voting/ attending annual general meeting, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013.
4. Payment of dividend as recommended by the Board of Directors, if approved at the AGM, will be made between 27th July 2026 to 25th August 2026 to those shareholders whose names appear in the Register of Members on Monday, 20th July, 2026 ("Record Date/cut-off date") and those whose names appear as Beneficial Owners as at the close of the business hours on Monday, 20th July, 2026 as per the details to be furnished by the Depositories, viz. NSDL and CDSL for this purpose.
5. Members who hold shares in dematerialised form may kindly note that their Bank Account details, registered against their respective depository accounts, will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, BEETAL Financial & Computer Services Pvt Ltd. cannot act on any request received directly from the members holding shares in dematerialised form, for deletion of or change in such Bank Account details. Members who wish to change such Bank Account details are therefore requested to advise their Depository Participants about such change with complete details of Bank Account.
6. Members holding shares in physical form may kindly note that in reference to SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders holding securities in physical form, whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024.

In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, the dividend shall be paid only through electronic mode with effect from April 01, 2024 upon furnishing all the aforesaid details in entirety.

In case of non-submission of above details dividend will not be paid and kept with the company and will be paid only when complete details are submitted.
7. Members are requested to note that, dividends if not encashed for a period of seven years from the date of transfer to unpaid dividend account of the Company, are liable to be transferred to the IEPF. The shares in respect of such unclaimed dividend if not encashed for a consecutive period of 7 (seven) years are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members are requested to claim their dividends from the Company within the stipulated timeline.
8. Members may note that, in terms of the Listing Regulations the equity shares of the Company can only be transferred in dematerialized form.
9. The Securities and Exchange Board of India (SEBI) has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://ndrauto.com/investor-service-request/>
10. To prevent fraudulent transactions, members are requested to notify any change in address or demise of any member, as soon as possible.
11. Members holding shares in electronic mode:
 - a. are requested to submit their PAN and Bank account details to their respective DPs with whom they are maintaining their demat accounts.
 - b. are advised to contact their respective DPs for registering the nomination.
 - c. are requested to register/ update their email address with their respective DPs for receiving all communications from the Company electronically.

12. Electronic copy of the Notice of the Seventh Annual General Meeting and Annual Report for 2025-26 is being sent to all the members whose email IDs are registered with the Company/Depository Participant.
13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to cs@ndrauto.com.
14. Members are requested to send their queries, if any, on the accounts and operations of the Company to the Company Secretary at least 7 days before the Annual General Meeting. The Company has designated an exclusive e-mail ID namely, cs@ndrauto.com for receiving and addressing investors' grievances.
15. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on the cutoff date i.e. Monday, 20th July, 2026, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9:00 A.M. (IST) on Thursday, 23rd July 2026 and will end at 5:00 P.M. (IST) on Sunday, 26th July 2026. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members who are present in the AGM through video conferencing facility and have not cast their vote by remote e-voting shall be eligible to vote at the AGM through e-voting system. (Refer note no. 17 for detailed procedure to vote through e-voting). Members whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions are requested to refer the instructions provided at note no. 17.
16. The Company has appointed Mr. R.S. Bhatia, Company Secretary in Practice, (Membership Number: FCS 2599, CP No. 2514) and failing him, Mr. Hardev Singh, Company Secretary in Practice, (Membership Number: FCS 6673, CP No.3317) to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
17. The facility of casting the votes by the members using an electronic voting system will be provided by National Securities Depository Limited (NSDL).

NSDL e-Voting System-Remote e-voting and e-voting during AGM

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, 7th AGM of the Company is being held through VC/OAVM facility, without the physical presence of Members at a common venue.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.ndrauto.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Thursday, 23rd July, 2026 at 09:00 A.M. and ends on Sunday, 26th July, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 20th July 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 20th July 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

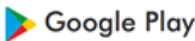
Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.

	4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - 8. Now, you will have to click on "Login" button.
 - 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

- 1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- 3. Now you are ready for e-Voting as the Voting page opens.
- 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rsbhatacs@aol.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, DVP at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- 1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA at cs@ndrauto.com/beetal@beetalfinancial.com.
- 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA at cs@ndrauto.com/beetal@beetalfinancial.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- 3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@ndrauto.com. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.

For **NDR AUTO COMPONENTS LIMITED**

Rajat Bhandari

Executive Director & Company Secretary
DIN: 02154950

Date : May 11, 2026
Place : Gurugram

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 5:**

Mr. Pranav Relan (DIN: 07177944) is presently working as a Whole Time Director. His present term will expire on 26th October 2026. The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee and subject to approval of the members, re-appointed Mr. Pranav Relan as a Whole Time Director for another term of 3 years i.e. from October 27, 2026, to October 26, 2029.

Mr. Pranav Relan 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.

Based on the strong performance of the Company under the leadership of Mr. Pranav Relan, the Nomination and Remuneration Committee recommended the reappointment of Mr. Pranav Relan as a Whole Time Director of the Company for a further period of 3 years i.e., from October 27, 2026 to October 26, 2029 on the terms and conditions including remuneration, as contained in this explanatory statement.

Accordingly, the Board of Directors, at its meeting held on May 11, 2026, based on the recommendation of Nomination and Remuneration Committee and subject to approval of members, approved the re-appointment of Mr. Pranav Relan as a Whole time Director of the Company for a further period of 3 years i.e. from October 27, 2026 to October 26, 2029, on the terms and conditions, including the remuneration payable to Mr. Pranav Relan, as contained in this explanatory statement.

The Company has received all statutory disclosures/ declarations from Mr. Pranav Relan, and he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. A copy of notice is available for inspection by the members at the registered office of the Company. He is part of the promoter group of the Company and he along with other Person acting in concert with him controls the majority of shareholding of the Company. Mr. Pranav Relan has also confirmed that he is not debarred from holding the office of director by virtue of the SEBI Order in this regard and pursuant to circular dated 20/06/2018 issued by BSE Limited and the NSE pertaining to the enforcement of the SEBI orders regarding appointment of directors by the listed companies.

Pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time members approval is sought for the re-appointment of Mr. Pranav Relan (DIN: 07177944) as a Whole Time Director and remuneration payable to him.

Also, Members may please note that as per provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, if the annual remuneration payable to any executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity, approval of the shareholders by way of Special Resolution is required. As the total remuneration payable to Mr. Pranav Relan and his brother Mr. Ayush Relan may exceed the said limits, member's approval by way of Special Resolution is sought. The Board recommends this resolution as set forth in the Notice as Item No. 5 for the approval of members as a Special Resolution. Members approval by way of Special Resolution is also required for payment of the proposed remuneration as per provisions of Schedule V of the Companies Act, 2013. Hence, the resolution.

General Information pursuant to the provision of schedule V of the Companies Act, 2013 is as under:

I. General information:

1. Nature of industry: The Company is engaged in Automobile Industry
2. Date or expected date of commencement of commercial production: The Company is already in production for more than six years.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable, the Company is an existing one.
4. Financial performance based on given indicators:

Particulars	2025-26	2024-25
Revenue from operations (Gross)	82,740.26 Lakhs	71,854.08 Lakhs
Net Profit after tax	5,304.94 Lakhs	4,508.38 Lakhs
Dividend	Rs.4/- per equity share	Rs.2.75/- per equity share

Foreign investments or collaborations, if any- NIL

II. Information about Mr. Pranav Relan, Whole Time Director:**1. Background details:**

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 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.

2. Past remuneration:

(Rs. in Lakhs)

Salary	68.84
Allowances and Perquisites	34.42
Contribution to P.F. & Gratuity	8.26
Total	111.52

3. Recognition or awards: Nil**4. Job profile and his suitability:** He is presently involved in the day-to-day management, with focus on operational excellence, further improvements and growth of NDR Auto Components Limited.**5. Remuneration:**

- I. Basic Salary: Rs.10,00,000 p.m. with a provision of annual increment of 10% per annum.
- II. Perquisites and Allowances: Upto a maximum of 50% of Salary p.m. Additionally entitled to company car along with reimbursement of car running & maintenance and driver expenses.
- III. In addition to above, Contribution to provident fund, payment of gratuity and leave encashment will be as per the Company's policy and the same will not be accounted for the purpose of value of perquisites
- IV. Mediclaim for self and family under floater coverage of Rs. 24 lakhs.
- V. In the event of loss or inadequacy of profit in any financial year, the Company shall pay to Mr. Pranav Relan same remuneration as stated above.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Considering the turnover of the Company and responsibilities of Mr. Pranav Relan, the remuneration being paid to the Whole Time Director is reasonable and in line with the remuneration levels in the industry across the country and befits his position.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Except for the remuneration as Whole Time Director, Mr. Pranav Relan has no other pecuniary relationship with the Company. Mr. Pranav Relan is related to Mr. Rohit Relan, Director of the Company, who is his father and Mr. Rishabh Relan and Mr. Ayush Relan, Directors, who are his brothers.

III. Other information:**1. Reasons of loss or inadequate profits:** There is no losses in the Company. Further, Company has already received fresh projects, the benefits of which are likely to accrue in future years.**2. Steps taken or proposed to be taken for improvement**

The Company has taken the following steps to improve the profitability: a) Cost reduction and productivity improvement. b) Upgrading the Seating frame and trim manufacturing facilities to International Standard

3. Expected increase in productivity and profits in measurable terms

With the above measures, the operating efficiencies and profits of the Company are expected to increase significantly

Except Mr. Pranav Relan himself, his father Mr. Rohit Relan and his brothers Mr. Rishabh Relan and Mr. Ayush Relan none of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution. The above may be treated as a written memorandum setting out the terms of appointment of Mr. Pranav Relan as per provisions of section 190 of the Companies Act, 2013.

Item No. 6:

Mr. Ayush Relan (DIN: 07716326) is presently working as a Whole Time Director. His present term will expire on 1st January, 2027. The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee and subject to approval of the members, re-appointed Mr. Ayush Relan as a Whole Time Director for another term of 3 years i.e. from 2nd January, 2027 to 1st January, 2030.

Mr. Ayush Relan 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.

Accordingly, the Board of Directors, at their meeting held on May 11, 2026, based on the recommendation of Nomination and Remuneration Committee and subject to approval of members, approved the re-appointment of Mr. Ayush Relan as a Whole time Director of the Company for a further period of 3 years i.e. from 2nd January, 2027 to 1st January, 2030, on the terms and conditions, including the remuneration payable to Mr. Ayush Relan, as contained in this explanatory statement.

The Company has received all statutory disclosures/ declarations from Mr. Ayush Relan, and he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. A copy of notice is available for inspection by the members at the registered office of the Company. He is part of the promoter group of the Company and he along with other Person acting in concert with him controls the majority of shareholding of the Company. Mr. Ayush Relan has also confirmed that he is not debarred from holding the office of director by virtue of the SEBI Order in this regard and pursuant to circular dated 20/06/2018 issued by BSE Limited and the NSE pertaining to the enforcement of the SEBI orders regarding appointment of directors by the listed companies.

Pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time members approval is sought for the re-appointment of Mr. Ayush Relan (DIN: 07716326) as a Whole Time Director and remuneration payable to him.

Also, Members may please note that as per provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 if the annual remuneration payable to any executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity, approval of the shareholders by way of Special Resolution is required. As the total remuneration payable to Mr. Ayush Relan and his brother Mr. Pranav Relan may exceed the said limits, member's approval by way of Special Resolution is sought. The Board recommends this resolution as set forth in the Notice as Item No. 6 for the approval of members as a Special Resolution. Members approval by way of Special Resolution is also required for payment of the proposed remuneration as per provisions of Schedule V of the Companies Act, 2013. Hence, the resolution.

General Information pursuant to the provision of schedule V of the Companies Act, 2013 is as under:

I. General information:

1. Nature of industry: The Company is engaged in Automobile Industry
2. Date or expected date of commencement of commercial production: The Company is already in production for more than six years.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable, the Company is an existing one.
4. Financial performance based on given indicators:

Particulars	2025-26	2024-25
Revenue from operations (Gross)	82,740.26 Lakhs	71,854.08 Lakhs
Net Profit after tax	5,304.94 Lakhs	4,508.38 Lakhs
Dividend	Rs.4/- per equity share	Rs.2.75/- per equity share

Foreign investments or collaborations, if any- NIL

II. Information about Mr. Ayush Relan, Whole Time Director:**1. Background details:**

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 Director of NDR Auto Components Limited. In past, Mr. Ayush Relan has also worked as Asst. Chief Operating Officer in Bharat Seats Limited.

2. Past remuneration:

(Rs. in Lakhs)

Salary	67.63
Allowances and Perquisites	33.82
Contribution to P.F. & Gratuity	8.12
Total	109.57

3. Recognition or awards: Nil

4. Job profile and his suitability: He is presently involved in the day-to-day management, with focus on operational excellence, further improvements and growth of NDR Auto Components Limited.

5. Remuneration:

- I. Basic Salary: Rs.10,00,000 p.m. with a provision of annual increment of 10% per annum.
- II. Perquisites and Allowances: Upto a maximum of 50% of Salary p.m. Additionally entitled to company car along with reimbursement of car running & maintenance and driver expenses.
- III. In addition to above, Contribution to provident fund, payment of gratuity and leave encashment will be as per the Company's policy and the same will not be accounted for the purpose of value of perquisites
- IV. Medclaim for self and family under floater coverage of Rs. 24 lakhs.
- V. In the event of loss or inadequacy of profit in any financial year, the Company shall pay to Mr. Ayush Relan same remuneration as stated above.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Considering the turnover of the Company and responsibilities of Mr. Ayush Relan, the remuneration being paid to the Whole Time Director is reasonable and in line with the remuneration levels in the industry across the country and befits his position.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Except for the remuneration as Whole Time Director and his shareholding, Mr. Ayush Relan has no other pecuniary relationship with the Company. Mr. Ayush Relan is related to Mr. Rohit Relan, Director of the Company, who is his father and Mr. Rishabh Relan and Mr. Pranav Relan, Directors, who are his brothers.

III. Other information:

1. Reasons of loss or inadequate profits: There is no losses in the Company. Further, Company has already received fresh projects, the benefits of which are likely to accrue in future years.

2. Steps taken or proposed to be taken for improvement

The Company has taken the following steps to improve the profitability: a) Cost reduction and productivity improvement. b) Upgrading the Seating frame and trim manufacturing facilities to International Standard

3. Expected increase in productivity and profits in measurable terms

With the above measures, the operating efficiencies and profits of the Company are expected to increase significantly

Except Mr. Ayush Relan himself, his father Mr. Rohit Relan and his brothers Mr. Rishabh Relan and Mr. Pranav Relan none of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution. The above may be treated as a written memorandum setting out the terms of appointment of Mr. Ayush Relan as per provisions of section 190 of the Companies Act, 2013.

Item No. 7

Mr. Rajat Bhandari (DIN: 02154950) is presently working as a Whole Time Director, designated as Executive Director and Company Secretary. His present term will expire on 1st January, 2027. The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee and subject to approval of the members, re-appointed Mr. Bhandari as a Whole Time Director for another term of 3 years i.e. from 2nd January, 2027 to 1st January, 2030.

Mr. Rajat Bhandari is a Chartered Accountant & a Company Secretary with over 40 years of post-qualification experience in Indian automotive component industry.

Accordingly, the Board of Directors, at its meeting held on May 11, 2026, based on the recommendation of Nomination and Remuneration Committee and subject to approval of members, approved the re-appointment of Mr. Rajat Bhandari as a Whole time Director of the Company for a further period of 3 years i.e. from 2nd January, 2027 to 1st January, 2030, on the terms and conditions, including the remuneration payable to Mr. Rajat Bhandari, as contained in this explanatory statement.

The Company has received all statutory disclosures/ declarations from Mr. Rajat Bhandari, and he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. A copy of notice is available for inspection by the members at the registered office of the Company. Mr. Rajat Bhandari has also confirmed that he is not debarred from holding the office of director by virtue of the SEBI Order in this regard and pursuant to circular dated 20/06/2018 issued by BSE Limited and the NSE pertaining to the enforcement of the SEBI orders regarding appointment of directors by the listed companies.

Pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time members approval is sought for the re-appointment of Mr. Rajat Bhandari (DIN: 02154950) as a Whole Time Director and remuneration payable to him. The Board recommends this resolution as set forth in the Notice as Item No. 7 for the approval of members as a Special Resolution. Members approval by way of Special Resolution is also required for payment of the proposed remuneration as per provisions of Schedule V of the Companies Act, 2013.

General Information pursuant to the provision of schedule V of the Companies Act, 2013 is as under:

I. General information:

1. Nature of industry: The Company is engaged in Automobile Industry
2. Date or expected date of commencement of commercial production: The Company is already in production for more than six years.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable, the Company is an existing one.
4. Financial performance based on given indicators:

Particulars	2025-26	2024-25
Revenue from operations (Gross)	82,740.26 Lakhs	71,854.08 Lakhs
Net Profit after tax	5,304.94 Lakhs	4,508.38 Lakhs
Dividend	Rs.4/- per equity share	Rs.2.75/- per equity share

Foreign investments or collaborations, if any- NIL

II. Information about Mr. Rajat Bhandari, Whole Time Director:

1. Background details:

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.

2. Past remuneration:

(Rs. in Lakhs)

Salary	59.41
Allowances and Perquisites	45.50
Contribution to P.F. & Gratuity	7.13
Total	112.04

3. Recognition or awards: Nil

4. Job profile and his suitability: His job profile comprises of handling internal financial controls, operating controls and compliance controls

5. Remuneration:

- I. Basic Salary: Rs.5,84,500 p.m. with a provision of annual increment of 10% per annum.
- II. Perquisites and Allowances: Upto a maximum of 50% of Salary p.m. Additionally entitled to company car along with reimbursement of car running & maintenance and driver expenses.
- III. Variable pay: 15% of Basic salary, Perquisites and Allowances.
- IV. In addition to above, Contribution to provident fund and leave encashment will be as per the Company's policy and the same will not be accounted for the purpose of value of perquisites
- V. Mediciclaim for self and family under floater coverage of Rs. 24 lakhs.
- VI. In the event of loss or inadequacy of profit in any financial year, the Company shall pay to Mr. Rajat Bhandari same remuneration as stated above.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Considering the turnover of the Company and responsibilities of Mr. Rajat Bhandari, the remuneration being paid to the Whole Time Director is reasonable and in line with the remuneration levels in the industry across the country and befits his position.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Except for the remuneration as Whole Time Director, Mr. Rajat Bhandari has no other pecuniary relationship with the Company.

III. Other information:

1. Reasons of loss or inadequate profits: There is no losses in the Company. Further, Company has already received fresh projects, the benefits of which are likely to accrue in future years.

2. Steps taken or proposed to be taken for improvement

The Company has taken the following steps to improve the profitability: a) Cost reduction and productivity improvement. b) Upgrading the Seating frame and trim manufacturing facilities to International Standard

3. Expected increase in productivity and profits in measurable terms

With the above measures, the operating efficiencies and profits of the Company are expected to increase significantly

Except Mr. Rajat Bhandari himself, none of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Rajat Bhandari as per provisions of section 190 of the Companies Act, 2013.

For **NDR AUTO COMPONENTS LIMITED**

Date : May 11, 2026

Place : Gurugram

Rajat Bhandari
Executive Director & Company Secretary
DIN: 02154950

Annexure I
INFORMATION REQUIRED TO BE FURNISHED UNDER SECRETARIAL STANDARD-2 AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

As required under Listing Regulations and Secretarial Standard-2, the particulars of Directors who are proposed to be re-appointed, during the year under review are furnished below:

Name of Directors	Mr. Pranav Relan	Mr. Ayush Relan	Mr. Rajat Bhandari
Date of birth	09/06/1992	09/06/1992	16/02/1964
Nationality	Indian	Indian	Indian
DIN	07177944	07716326	02154950
Date of first appointment on the board of the Company	23rd October, 2020	23rd October, 2020	30th November, 2020
Qualification	Graduate in Economics from Emory College of Arts and Science	Bachelor of Science in Business Administration with specialization in Entrepreneurship & Marketing	Chartered Accountant and Company Secretary
Experience including expertise in specific functional area	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 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.	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 Director of NDR Auto Components Limited. In past, Mr. Ayush Relan has also worked as Asst. Chief Operating Officer in Bharat Seats Limited.	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.
Terms & conditions of appointment/re-appointment	As per the resolution at item no. 5 of the Notice convening Annual General meeting.	As per the resolution at item no. 3 and 6 of the Notice convening Annual General meeting.	As per the resolution at item no. 4 and 7 of the Notice convening Annual General meeting.
Remuneration last drawn, including sitting fees, if any	Details provided in Explanatory Statement	Details provided in Explanatory Statement	Details provided in Explanatory Statement
Remuneration proposed to be paid	As per the resolution at item no. 5 of the Notice convening Annual General meeting.	As per the resolution at item no. 6 of the Notice convening Annual General meeting.	As per the resolution at item no. 7 of the Notice convening Annual General meeting.

NDR AUTO COMPONENTS LIMITED

Relationship with other directors/ KMP	Mr. Rohit Relan is father and, Mr. Rishabh Relan and Mr. Ayush Relan are brothers	Mr. Rohit Relan is father, Mr. Rishabh Relan and Mr. Pranav Relan are brothers	Nil
Number of meetings of the board attended during the year	5	5	5
Chairmanships / Directorships held in other companies as on 31.03.2026	Toyota Boshoku Relan India Private Limited NDR Auto Components South Private Limited NDR Auto Components Safety Systems Private Limited NDR Hayashi Automotive India Private Limited, Chairman	Toyo Sharda India Private Limited Toyota Boshoku Relan India Private Limited NDR Auto Components South Private Limited NDR Auto Components Safety Systems Private Limited	Toyo Sharda India Private Limited
Chairmanships / memberships of committees of other companies as on 31.03.2026	None	None	None
No. of shares held in the Company as on 31.03.2026	Nil However, during the financial year, The Promoters i.e. Mr. Rohit Relan, Mrs. Ritu Relan, Mr. Rishabh Relan, Mr. Pranav Relan and Mr. Ayush Relan executed Gift Deeds dated 26th September 2025 for the purpose of transferring 1,73,95,361 equity shares and voting rights held by them to the family trust and Mr. Pranav Relan is one of beneficiary of that trust.	Nil However, during the financial year, The Promoters i.e. Mr. Rohit Relan, Mrs. Ritu Relan, Mr. Rishabh Relan, Mr. Pranav Relan and Mr. Ayush Relan executed Gift Deeds dated 26th September 2025 for the purpose of transferring 1,73,95,361 equity shares and voting rights held by them to the family trust and Mr. Ayush Relan is one of beneficiary of that trust.	Nil
Confirmation pursuant to BSE circular dated 20.06.2018	Mr. Pranav Relan has confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority.	Mr. Ayush Relan has confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority.	Mr. Rajat Bhandari has confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority.

COMMUNICATION ON TAX DEDUCTION AT SOURCE (TDS) ON DIVIDEND DISTRIBUTION

The Company is required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend paid does not exceed Rs.10,000/-. The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company.

RESIDENT SHAREHOLDERS:
A.1 Tax Deductible at Source for Resident Shareholders

S. No.	Particulars	Withholding tax rate	Documents required (if any)
1	Valid PAN updated in the Company's Register of Members	10%	No document required (if no exemption is sought)
2	No PAN/Valid PAN not updated in the Company's Register of Members	20%	No document required (if no exemption is sought)
3	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 395(1) of Income Tax Act, 2025	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority

A.2 No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit and register following documents as mentioned in column no.4 of the below table with the Company / Beetal financial & Computers Services (Pvt.) Limited

S. No.	Particulars	Withholding tax rate	Documents required (if any)
1	Submission of Form 121	nil	Declaration in Form No. 121, fulfilling certain conditions.
2	Shareholders to whom section 393(4) of the Income Tax Act, 2025 does not apply such as LIC, GIC, etc.	nil	Documentary evidence that the said provisions are not applicable.
3	Shareholder covered u/s 393(5) of Income Tax Act, 2025 such as Government, RBI, corporations established by Central Act & mutual funds.	nil	Documentary evidence for coverage u/s 393(5) of Income Tax Act, 2025
4	Category I and II Alternative Investment Fund NIL SEBI registration certificate to claim benefit under section 400(1) of Income Tax Act, 2025	nil	SEBI registration certificate to claim benefit under section 400(1) of Income Tax Act, 2025
5	Recognised provident funds • Approved superannuation fund • Approved gratuity fund	nil	Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT)
6	National Pension Scheme	nil	No TDS as per section 393(9) of Income Tax Act, 2025

B. NON-RESIDENT SHAREHOLDERS:

Withholding tax on dividend payment to non-resident shareholders if the non-resident shareholders submit and register following document as mentioned in column no.4 of the below table with the Company / Beetal Financial & Computer Services (Pvt.) Limited.

S. No.	Particulars	Withholding tax rate	Documents required (if any)
1	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	FPI registration number / certificate.
2	Other Non-resident shareholders	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	To avail beneficial rate of tax treaty following tax documents would be required: 1. Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received 2. PAN 3. Form 41 filled & duly signed 4. Self-declaration for non-existence of permanent establishment/ fixed base in India (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Company)
3	Indian Branch of a Foreign Bank	Nil	Lower tax deduction certificate obtained from Income Tax Authority Self- declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank
4	Availability of Lower/NIL tax deduction certificate issued by Income Tax Department u/s 395(1) of Income Tax Act, 2025	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority

- (i) Shareholders will be able to download the TDS certificate from the Income Tax Department's website <https://incometaxindiaefiling.gov.in> (refer to Form 168).
- (ii) The aforesaid documents such as Form 121, documents under section 393(5), 400(1), FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be emailed at beetal@beetalfinancial.com on or before July 12, 2026 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any communication on the tax determination/deduction received post July 12th, 2026 shall not be considered.
- (iii) Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company / Beetal Financial & Computer Services (Pvt.) Limited.
- (iv) In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.
- (v) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.
- (vi) This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

BOARD'S REPORT

Your directors take pleasure in presenting the 7th Annual Report together with the Audited Accounts for the financial year ended 31st March, 2026.

STANDALONE FINANCIAL SUMMARY

Rupees in Lakhs

Particulars	2025-2026	2024-2025
Revenue from Operations	82,253.80	71,277.91
Other Income	486.46	576.17
Profit before Financial Cost, Depreciation & Exceptional Items	9,566.44	7,908.55
Less: Finance Costs	326.96	323.47
Profit before Depreciation, Exceptional Items & Taxation	9,239.48	7,585.08
Less:		
A) Depreciation	2,105.45	1,611.57
B) Exceptional Items	64.75	-
C) Provision for Taxation		
- Current Tax	1,749.17	1,469.32
- Deferred Tax	15.17	(4.19)
Net Profit after Tax	5,304.94	4,508.38
Add: Other Comprehensive Income, Net of Taxes	6.38	(4.32)
Total Comprehensive Income for the year	5,311.32	4,504.06
Balance Carried Forward to Balance Sheet	5,311.32	4,504.06

COMPANY AFFAIRS AND PERFORMANCE

The Company operates in the auto components industry and is engaged in production and manufacturing of seat frames and trims for four-wheeler and two-wheeler vehicles and other accessories relating to car seats.

The Board of Directors of the Company, at its meeting held on February 11, 2025, approved the setting up of a manufacturing facility for the project of seat insert fabric for four-wheelers. For undertaking this project, the Company incorporated a wholly owned subsidiary (WOS) in the name of NDR Auto Components Safety Systems Private Limited, vide Certificate of Incorporation dated May 13, 2025, issued by the Registrar of Companies, Central Registration Centre.

Further, Board of Directors of the Company at their meeting held on May 09, 2025, approved forming an 50:50 JV company with Hayashi Telemu Corporation, Japan namely NDR Hayashi Automotive India Private Limited for undertaking manufacturing of auto components mainly NVH Parts, Ambient Lighting, Tonneau Cover & Rear Shade.

Further, Board of Directors of the Company at their meeting held on August 11, 2025, approved setting up of a manufacturing facility for frame structures, Seat Covers (Trims), and other plastic/metal/polyurethane-based automotive components and for undertaking that project Company formed a wholly owned subsidiary Company namely NDR Auto Components South Private Limited.

Also, during the year under review, Company entered into Space/Sub-License Agreement with Aria Hotels and Consultancy Services Private Limited for commercial office space for 7500 Square feet of super built area at Aria Signature Office, JW Marriott Hotel, Aerocity for a total consideration of approximately Rs. 11.25 crores.

FINANCIAL HIGHLIGHTS AND OPERATIONS
Standalone Performance

Your Company's revenue from operations and other income during the financial year under review was Rs.82,740.26 Lakhs as compared to Rs. 71,854.08 Lakhs in previous year showing an increase of 15.15%. The Net Profit after Tax (PAT) was Rs. 5,304.94 Lakhs as compared to Rs. 4,508.38 Lakhs in previous year showing an increase of 17.67% on Standalone basis.

Consolidated Financial Statements

In accordance with Indian Accounting Standard (IND AS) - 110 on Consolidated Financial Statements read with Indian Accounting Standard (IND AS) - 28 on Investments in Subsidiaries, Associates and Joint Ventures, the audited consolidated financial statements are provided in the annual report.

A report containing the names of the companies which are subsidiaries, joint ventures and associates, their performance, financial position and their contribution to the overall performance of the Company as required by the Companies Act, 2013 ('the Act') are provided as an annexure (Form AOC-1) to the consolidated financial statements.

DIVIDEND

Your directors are pleased to recommend for the approval of the shareholders at the ensuing Annual General Meeting, a dividend of 40 % (Rs. 4 /- per equity share) amounting to Rs. 951.41 lakhs for the financial year ended 31.03.2026.

TRANSFER TO RESERVE

During F.Y. 2025-26, the Company has not transferred any amount to General Reserves.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

During the financial year under review no shares were required to be credited to the Investor Education & Protection Fund (IEPF) Authority.

CHANGE IN THE NATURE OF BUSINESS

During the financial year 2025-26 the Company has not changed the nature of its business.

MATERIAL CHANGES & COMMITMENTS

In pursuance to section 134(3)(l) of the Act, no material changes and commitments have occurred after the closure of the financial year to which the financial statements relate till the date of this report, affecting the financial position of the Company.

SHARE CAPITAL

During the financial year 2025-26, there was no change in the Authorised Share Capital of the Company. As on 31.03.2026 Authorized Share Capital of the Company was Rs. 30,00,00,000/- (Rupees Thirty Crore), divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.

In order to streamline the succession and welfare of the family members of Promoters and their lineal descendants, during the year under review, Promoter and Promoter Group of NDR Auto Components Limited transferred 1,73,95,361 (73.13%) Equity Shares of Rs.10/- each by way of gift to Rohit Relan Family Trust on September 26, 2025. Pursuant to SEBI Exemption order dated August 13, 2025, Rohit Relan Family Trust was granted exemption from complying with the requirements of sub-regulation (1) of regulation 3 and regulation 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This transfer did not affect or prejudice the interests of the public shareholders of the Target Company in any manner. The pre-acquisition and post-acquisition shareholding of the promoters and promoter group in the Target Company remained the same in substance.

MATERIAL ORDERS

Pursuant to Rule 8 (5) (vii) of the Companies (Accounts) Rules, 2014, no significant or material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENT

During the year, there was no guarantee given or issued, or securities provided by your Company in terms of section 186 of the Companies Act, 2013 read with the rules issued thereunder. However, Company made investment in the equity shares of Subsidiary Companies namely NDR Auto Components Safety Systems Private Limited and NDR Auto Components South Private Limited and Joint Venture Company namely NDR Hayashi Automotive India Private Limited. Further details in this regard are given in AOC-1 forming part of this report and Note no. 7 of financial statements of the Company.

WEBSITE

As per provisions of the Regulation 46 of the SEBI (LODR), 2015, all necessary information as required to be given to the shareholders/ stakeholders, is available at www.ndrauto.com. Shareholders/ stakeholders are requested to refer to investor section.

RELATED PARTY TRANSACTIONS

All transactions entered with Related Parties during the year under review were on arm's length basis and in the ordinary course of business and the provisions of Section 188(1) of the Act and the Rules made thereunder were not applicable.

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Act in the prescribed Form AOC-2 is annexed to the Board Report as **Annexure-I**.

The Related Party Transactions Policy as approved by the Board is uploaded on the Company's weblink at <https://ndrauto.com/wp-content/uploads/2025/03/Policy-on-Related-Party-Transaction.pdf>

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

As on March 31, 2026, your Company has 2 (two) wholly owned subsidiary Companies namely NDR Auto Components Safety Systems Private Limited and NDR Auto Components South Private Limited, 3 (Three) Joint Venture Companies namely NDR Hayashi Automotive India Private Limited, Toyota Boshoku Relan India Private Limited and Toyo Sharda India Private Limited and 1 (One) Associate Company namely Bharat Seats Limited.

NDR Auto Components Safety Systems Private Limited and NDR Auto Components South Private Limited, two new subsidiaries were incorporated during the year on 13th May 2025 and on 7th November 2025, respectively. Also during the year a new Joint Venture Company namely NDR Hayashi Automotive India Private Limited was incorporated on 10th October 2025.

Information about the Financial Performance / Highlights of performance of the Subsidiaries/ Associate/ Joint Ventures:

Bharat Seats Limited

Your Company owns 28.66% stake in Bharat Seats Limited, which carries on the business of manufacturing Car Seats Assemblies, Carpet Sets for Automobiles and Motorcycle seats. The Company posted a profit after tax of Rs. 4,223.12 Lakhs during the financial year 2025-2026.

Toyo Sharda India Private Limited

Your Company owns 50% stake in Toyo Sharda India Private Limited, which carries on the business of manufacturing of Car Seat Lifter & Recliner. The Company posted a profit after tax of Rs. 25.07 Lakhs during the financial year 2025-2026.

Toyota Boshoku Relan India Private Limited

Your Company owns 50% stake in Toyota Boshoku Relan India Private Limited, which had no operations during the financial year 2025-2026 and incurred loss of Rs. 1.06 Lakhs.

NDR Hayashi Automotive India Private Limited

Your Company owns 50% stake in NDR Hayashi Automotive India Private Limited, which had no operations during the financial year 2025-2026 and incurred loss of Rs. 1.95 Lakhs.

NDR Auto Components Safety Systems Private Limited

Your Company owns 100% stake in NDR Auto Components Safety Systems Private Limited, which had no operations during the financial year 2025-2026 and incurred loss of Rs. 11.09 Lakhs.

NDR Auto Components South Private Limited

Your Company owns 100% stake in NDR Auto Components South Private Limited, which had no operations during the financial year 2025-2026 and incurred loss of Rs. 3.88 Lakhs.

The financial performances of the Subsidiaries, Associate and Joint Venture Companies are disclosed in the financial statements forming part of this annual report. A statement in form AOC-1, containing the salient features of the financial statements of the Subsidiaries/joint ventures/ associate companies is provided as **Annexure II**.

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

The information relating to conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014 is annexed hereto as **Annexure-III**, forming part of this Report.

BOARD ANNUAL EVALUATION

In compliance with the Companies Act, 2013 and Regulation 17(10) of the SEBI (LODR) Regulations, 2015, performance evaluation was carried out of the Board, its Committees and individual Directors, including the Chairman of the Board.

Nomination & Remuneration Committee reviewed the evaluation criteria for the Board, its Committees, Executive and non-executive Directors and Chairman of the Company, considering qualification, expertise, attributes and various parameters based on which evaluation of the Board has to be carried out by the Company.

A meeting of the independent directors was held, which reviewed the performance of the Board (as a whole), Committees of the Board, the non-independent directors and the Chairman.

The evaluation of Independent Directors was carried out by the Board.

This exercise was carried out through a structured evaluation process covering various aspects of the Board such as composition of the Board/ Committees, experience, competencies, performance of specific duties etc. Separate exercise was carried out to evaluate the performance of individual directors, including Board's Chairman who were evaluated on the parameters such as attendance, contribution at the meeting, independent judgment etc. and was found to be satisfactory.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

DIRECTORS

Your Company's Board comprises of an optimum blend of Executive and Non-Executive Directors. The Chairman of the Board is a Non-Executive Director. As on the date of this report, the Board of Directors consists of nine (9) Directors consisting of three (3) Whole-Time Directors and six (6) Non-executive Directors, out of which three (3) are Independent Women Directors. The composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the relevant provisions of the Companies Act, 2013. All the Directors possess requisite qualifications and experience in general corporate

management, strategy, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as Directors of the Company.

Retirement by Rotation

Mr. Ayush Relan (DIN: 07716326) and Mr. Rajat Bhandari (DIN: 02154950) are liable to retire by rotation. The Board recommends their re-appointment to the shareholders.

Further, all the Directors of the Company have given declaration that they are / were not debarred from being appointed / re-appointed or continuing as Director of the Company by the virtue of any order passed by the Ministry of Corporate Affairs or any such Statutory Authority. All the Independent Directors meet/ fulfill the criteria / conditions of Independence as prescribed under the Companies Act, 2013 and are Independent of the Management of the Company.

All the Non-Executive Directors have extensive business experience and are considered by the Board to be independent in character and judgment of the management of the Company and free from any business or other relationship, which could materially interfere with the exercise of their independent judgment and had no pecuniary relationship or transactions with the Company, other than sitting fees paid to them for the purpose of attending meetings of the Board and/ or its Committees.

KEY MANAGERIAL PERSONNEL (KMP)

During the period under review, there were no changes in KMPs, except that Mr. Vikram Krishan Rathi was appointed as Chief Financial Officer w.e.f., 1st April 2025.

DECLARATION BY INDEPENDENT DIRECTORS

Pursuant to the provisions of section 149 (6) of the Act and Regulation 16(1) (b) of the listing regulations, all Independent Directors of the Company have given declaration that they meet the criteria of independence and also registered under Independent Directors Database of Indian Institute of Corporate Affairs.

CORPORATE GOVERNANCE

The Company is committed to maintaining the highest standards of Corporate Governance and adhering to the Corporate Governance requirements as set out by the Regulators/ applicable laws.

The report on Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 been included in this Annual Report as a separate section, along with the certificate of Mr. R S Bhatia, Company Secretary in Practice.

DETAILS OF DEPOSIT AS PROVIDED UNDER CHAPTER V OF THE COMPANIES ACT, 2013

Your Company has neither accepted any deposits nor any deposit is outstanding under Chapter V of the Companies Act, 2013 during the year under review.

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Directors had laid down internal financial controls to be followed by the Company and such policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information. The Audit Committee evaluates the internal financial control system periodically.

MEETINGS OF THE BOARD

Five meetings of the Board of Directors were held during the financial year. For further details, please refer to the Report on Corporate Governance given separately in the Annual Report.

COMMITTEES OF THE BOARD:**A) AUDIT COMMITTEE**

As on March 31, 2026, the Audit Committee comprises of four Non-executive Directors, the composition is specified below:

Sr. No.	Name of Member	Designation	Remarks
1.	Ms. Shyamla Khera	Chairperson	Independent Director
2.	Mr. Rohit Relan	Member	Non-Executive Director – Promoter
3.	Ms. Vanita Chhabra	Member	Independent Director
4.	Ms. Deepa Gopalan Wadhwa	Member	Independent Director

Further, details in reference to meetings of the Committee held during the year are given in the Corporate Governance Report. The Power and Role of the Audit Committee are included in the Corporate Governance Report. All the recommendations made by the Audit Committee were accepted by the Board.

B) Stakeholders Relationship Committee

As on March 31, 2026, the constitution of the Stakeholders Relationship committee was as under:

Sr. No.	Name of Member	Designation	Remarks
1.	Mr. Sanjiv Kapur	Chairperson	Non-Executive Director
2.	Ms. Shyamla Khera	Member	Independent Director
3.	Mr. Rishabh Relan	Member	Non- Executive Director - Promoter
4.	Ms. Deepa Gopalan Wadhwa	Member	Independent Director

Further, details in reference to meetings of the Committee held during the year are given in the Corporate Governance Report.

C) Nomination And Remuneration Committee

As on March 31, 2026, the constitution of the Nomination and Remuneration Committee was as under:

Sr. No.	Name of Member	Designation	Remarks
1.	Ms. Shyamla Khera	Chairperson	Independent Director
2.	Ms. Vanita Chhabra	Member	Independent Director
3.	Mr. Rishabh Relan	Member	Non- Executive Director - Promoter

Further, details in reference to meetings of the Committee held during the year are given in the Corporate Governance Report

D) CSR Committee

As on March 31, 2026, the constitution of the CSR Committee was as under:

Sr. No.	Name of Member	Designation	Remarks
1.	Ms. Vanita Chhabra	Chairperson	Independent Director
2.	Mr. Sanjiv Kapur	Member	Non-Executive Director
3.	Mr. Ayush Relan	Member	Whole Time Director

Further, details in reference to meetings of the Committee held during the year are given in the Corporate Governance Report.

E) Securities Allotment Committee

As on March 31, 2026, the constitution of the Securities Allotment Committee was as under:

Sr. No.	Name of Member	Designation	Remarks
1.	Mr. Sanjiv Kapur	Chairperson	Non-Executive Director
2.	Ms. Shyamla Khera	Member	Independent Director
3.	Mr. Rohit Relan	Member	Non-Executive Director – Promoter
4.	Mr. Rishabh Relan	Member	Non-Executive Director – Promoter

Further, details in reference to meetings of the Committee held during the year are given in the Corporate Governance Report.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis as stipulated under Regulation 34 of the SEBI (LODR) Regulations, 2015 is presented in a separate section, forming part of the Annual Report and annexed as Annexure VII.

AUDIT AND AUDITORS**Statutory Auditors**

M/s S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Regn. No. 301003E/ E300005) were appointed as statutory auditors of the Company at Annual General Meeting (AGM) held on July 10, 2025 for a term of 5 (five) years from conclusion of 6th AGM till the conclusion of 11th AGM, to be held in year 2030.

Auditors' Report

The Auditors' Report given by M/s S.R. Batliboi & Co. LLP, Statutory Auditors on the Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2026 is part of the Annual Report. The Auditors' Report does not contain any qualification, reservation or adverse remark. During the year under review, the Auditor's had not reported any matter under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

Secretarial Auditor

In terms of the SEBI (Listing Obligations & Disclosure Requirements) (Third Amendment) Regulation, 2024, members of the Company at 6th AGM held on July 10, 2025 appointed Mr. R.S. Bhatia (CP No. 2514), Company Secretary in Practice as the Secretarial Auditors of the Company for a term of five consecutive financial years commencing from April 1, 2025 till March 31, 2030.

In accordance with the provisions of the Section 204 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit was carried out by Mr. R.S. Bhatia, Company Secretary in Practice for the Financial year 2025-26. The report on the Secretarial Auditor for the financial year 2025-26 is annexed herewith and marked as Annexure VI to this Report. The report does not contain any qualification, reservation or adverse remark.

Pursuant Regulation 24A of SEBI (LODR) Regulations, 2015, the Company has obtained annual secretarial compliance report from Mr. R.S. Bhatia (CP No. 2514), Company Secretary in Practice and the same shall be submitted to stock exchanges within the prescribed time limits. Secretarial Auditor's had not reported any matter under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

Internal Auditor

Company appointed M/s Grant Thornton Bharat LLP, as the Internal Auditor of the Company, for the financial years 2025-2026 and 2026-2027.

The agencies perform the internal audit, and assess the internal controls and statutory compliances in various areas and provide suggestions for improvement. Independence of internal auditors is ensured through direct reporting to the Audit Committee. Internal Auditors independently evaluate the adequacy of internal controls and concurrently audit the financial transactions and review the various business processes. Internal Audit reports are placed before the Audit Committee of the Board.

Accordingly, the Board is of the opinion that the Company's internal financial controls were adequate and effective as on March 31, 2026.

COST AUDIT

The Company is not required to maintain the cost records as specified by the Central Government under Section 148 (1) of the Act.

ANNUAL RETURN

Pursuant to Sec 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the copy of Annual Return can be accessed at Company's weblink at <https://ndrauto.com/annual-return/>

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company believes in giving back to society and we have taken steps for that. alongside our business priorities, the Company is committed to society as well and this is apparent through our CSR activities.

During the financial year 2025-26, the Company has contributed an amount of Rs. 92 lakhs towards CSR, which is 2% of its average net profits for the preceding three financial years. There is no amount which is lying unspent in respect of the financial year under review.

The relevant disclosure as prescribed under Companies (Corporate Social Responsibility Policy) Rule, 2014, in this regard, is annexed as **Annexure IV**.

Further Board of Directors of the Company at their meeting held on 11th August, 2025, approved creation of a CSR Trust in association/ jointly with Bharat Seats Limited, associate group company, namely NDR Auto & BSL Foundation, as per the provisions of section 135 of the Companies Act, 2013, for undertaking primarily CSR Activities.

The CSR Policy is uploaded on the Company's website at the web link: <https://ndrauto.com/wp-content/uploads/2021/06/CSR-Policy-Final2021.pdf>

PARTICULARS OF EMPLOYEES

Disclosure as required under Sub Rule 2 of Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed hereto as Annexure V.

The ratio of the remuneration of each Director to the median employees' remuneration and other details in terms of Sub Section 12 of Section 197 of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as part of the report as Annexure V.

No. of Employees as on March 31, 2026 of Financial Year

Gender	No. of Employees
Female	5
Male	203
Transgender	0

NOMINATION AND REMUNERATION POLICY OF THE COMPANY RELATING TO DIRECTORS' APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Nomination and Remuneration Policy of the Company for Directors, KMPs, Senior Management and other employees including criteria for determining qualification, positive attributes, independence of a Director, remuneration and other matters provided under sub-section (3) of section 178, is available on the Company's weblink at the <https://ndrauto.com/wp-content/uploads/2025/03/NRC-Policy.pdf>

VIGIL MECHANISM

The Company has in place an established Whistle Blower Policy. The Audit Committee and the Board periodically reviews the policy and its implementation. The purpose of this policy is to provide a framework to promote responsible whistle blowing by employees. The Whistle Blower Policy may be accessed at the Company's weblink at <https://ndrauto.com/wp-content/uploads/2020/10/Whistle-blower-policy.pdf>

DETAILS OF APPLICATION / ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

Neither any application was made nor any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year.

HUMAN RESOURCES

Our relations with the employees are very cordial. Your directors would like to place on record their appreciation of the commitment and efficient services rendered by all employees of the Company, without whose wholehearted efforts, the overall satisfactory performance of the Company would not have been possible.

RISK ASSESSMENT AND RISK MINIMIZATION PROCEDURE

In line with the regulatory requirements, the Company has formally framed a Risk Management policy to identify and assess the key risk areas and monitor them. The Board periodically reviews the risks and suggests steps to be taken to control the risks.

Details on the Company's risk management framework, risk evaluation, risk identification etc. are provided in the Management Discussion and Analysis Report forming part of this report.

ENVIRONMENT

The Company strictly adheres to the provisions of environmental laws. There is no trade effluent generated by the Company which may cause pollution. Our Company is an IATF 16949:2016 certified Company.

LISTING

The Company is listed on BSE Limited and National Stock Exchange of India Limited and the listing fees has been duly paid for the year.

DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In terms of the provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company adopted a policy for prevention of Sexual Harassment of Women at workplace and also set up an Internal Complaints Committee to look into complaints relating to sexual harassment at workplace of any women employee. During the financial year 2025-26 Company has not received any Complaint.

The table below provides details of complaints received/disposed during the financial year 2025-26:

No. of complaints received during the financial year	Nil
No. of complaints disposed during the financial year	Nil
No. of cases pending for more than 90 days	Nil

CONFIRMATION UNDER THE MATERNITY BENEFIT ACT, 1961

During the financial year ended 31st March 2026, your Company was in compliance with the provisions relating to the Maternity Benefit Act, 1961, as amended and hereby confirms adherence to all statutory requirements prescribed under the said Act.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(3)(c) read with 134(5) of the Companies Act, 2013, it is hereby stated that:

- In the preparation of the annual accounts, the applicable accounting standards had been followed;
- Appropriate accounting policies have been selected and applied consistently and judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2026 and of the profit of the Company for the year ended on that date;
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d. The annual accounts have been prepared on a going concern basis;
- e. Internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

EMPLOYEES STOCK OPTION SCHEME

Company has an ESOP Scheme i.e NDR Auto Components Limited Stock Option Plan, 2024 ("NDR ESOP 2024") to create, offer, issue and allot Employee Stock Options ("ESOPs") from time to time in one or more tranches, to the eligible employees, for the benefit of the Employees of the Company and Employees of Group Company(ies). However, the Company has not made any grant of ESOPs till date.

The details of Employee Stock Options which are required to be provided pursuant to Section 62 of the Companies Act, 2013 read with Rules made thereunder and Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI SBEB Regulations) are not applicable to the Company, since during the year there were no options granted pursuant to NDR ESOP 2024.

Certificate from the Secretarial Auditors of the company, confirming that the schemes have been implemented/ or being implemented in accordance with the said SEBI SBEB Regulations, would be placed at the ensuing AGM of the company for inspection by the members.

SHARES**a. Buy Back of Securities**

The Company has not bought back any of its securities during the year under review.

b. Sweat Equity

The Company has not issued any Sweat Equity Shares during the year under review.

c. Bonus Shares

The Company has not issued any Bonus Shares during the year under review.

d. Issue of Shares with differential voting rights

The Company has not issued any shares with differential rights during the year under review.

e. Issue of Shares under Employee Stock Option Scheme

Company has not issued any shares under NDR employee stock option scheme 2024.

f. Issue of shares through private placement – Nil**g. Issue of Shares without differential voting rights – Nil****ACKNOWLEDGMENT**

Your Company has been able to operate efficiently because of its professionalism, creativity, integrity and continuous improvement in all functional areas to ensure efficient utilization of the Company's resources for sustainable and profitable growth. The Directors acknowledge their deep appreciation to employees at all levels for their total dedication, hard work, commitment and collective teamwork, which has enabled the Company to remain at the forefront of the industry despite increased competition and challenges.

Your directors take this opportunity to express their grateful appreciation for the excellent assistance and co-operation received from its customers, your directors also extend their appreciation to Bankers and various departments of Central and State Government(s).

Your directors would also like to thank all the shareholders for their continued support and co-operation.

**On behalf of the Board of Directors
For NDR Auto Components Limited**

Date : May 11, 2026

Place : Gurugram

Rohit Relan
Co-Chairman & Director
(DIN: 00257572)

Pranav Relan
Whole Time Director
(DIN: 07177944)

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis: None

Sl. No.	Name(s) of the related party	Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any:	Date on which the resolution was passed in general meeting as required under first proviso to section 188
NONE								

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sl. No.	Name(s) of the related party	Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any:	Date on which the ordinary resolution was passed in general meeting as required under first proviso to section 188
1.	Bharat Seats Limited	Associate Company	Sale of products, goods, materials, assets or services including reimbursement of expenses,	Transaction of repetitive nature	up to a maximum aggregate value of Rs. 650 Crore in a Financial Year	09.05.2025	Nil	10.07.2025

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures.

Part "A": Subsidiaries

S. No.	1	2
Name of the Subsidiary	NDR Auto Components Safety Systems Private Limited	NDR Auto Components South Private Limited
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	13/05/2025 - 31/03/2026	07/11/2025 - 31/03/2026
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	NA	NA
Share capital (Paid up Capital)	Rs. 12,00,00,000	Rs. 1,00,00,000
Reserves & surplus	Rs. -11,09,000	Rs. -3,88,000
Total assets	Rs. 32,15,48,000	Rs. 15,56,34,000
Total Liabilities	Rs. 20,26,57,000	Rs. 14,60,22,000
Investments	NIL	NIL
Turnover	NIL	NIL
Profit before taxation	Rs. -5,17,000	Rs. -5,26,000
Provision for taxation	Rs. -5,92,000	Rs. 1,38,000
Profit after taxation	Rs. -11,09,000	Rs. -3,88,000
Proposed Dividend	Nil	Nil
% of shareholding	100%	100%

Notes

- Both the subsidiaries have yet to commence operations.
- None of the subsidiaries have been liquidated or sold during the year.

Part “B”: Associates and Joint Ventures
Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Venture

(Currency: Rs. in Lakhs except otherwise specified)

Name of associates/Joint Ventures	Bharat Seats Limited	Toyota Boshoku Relan India Private Limited	Toyo Sharda India Private Limited	NDR Hayashi Automotive India Pvt. Ltd.
1. Latest audited Balance Sheet Date	31st March, 2026	31st March, 2026	31st March, 2026	31st March, 2026
2. Date on which the Associate and Joint Venture was associated or acquired	17th October 1988	21st March, 2014	28th January, 2015	10th October 2025
3. Shares of Associate/Joint Ventures held by the Company on the year end				
a) No. (in no.)	1,80,00,000	5,000	7,50,000	1,60,00,000
b) Amount of Investment in Associates/ Joint Venture	90.00	0.50	75.00	16,00,00,000
c) Extend of Holding (in percentage)	28.66%	50.00%	50.00%	50.00%
4. Description of how there is significant influence	Shareholding	Shareholding	Shareholding	Shareholding
5. Reason why the associate / joint venture is not consolidated	N.A.	N.A.	N.A.	N.A.
6. Net-worth attributable to shareholding as per latest audited Balance Sheet	6582.05	(12.17)	800.90	902.50
7. Profit/Loss for the year				
i. Considered in Consolidation	1210.35	(0.53)	12.54	-97.50
ii. Not Considered in Consolidation	3012.77	(0.53)	12.54	-97.50

Notes

1. NDR Hayashi Automotive India Pvt. Ltd. a joint venture company has yet to commence operations.
2. None of the associates or joint ventures have been liquidated or sold during the year.

**On behalf of the Board of Directors
For NDR Auto Components Limited**

Rohit Relan
Co-Chairman & Director
DIN: 00257572

Pranav Relan
Wholetime Director
DIN: 07177944

Date : May 11, 2026
Place : Gurugram

Vikram Krishan Rathi
Chief Financial Officer

Rajat Bhandari
Executive Director & Company Secretary

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

The disclosures to be made under sub-section (3) (m) of Section 134 of the Companies Act 2013 read with Rule (8) (3) of the Companies (Accounts) Rules, 2014 by your Company are explained as under:

A. CONSERVATION OF ENERGY:**(i) The steps taken for conservation of energy or impact on conservation of energy.****Pathredi Plant**

1. Energy Saving by installing the time in ducting motor when lunch & teatime automatically off.
Energy saving 6,840 KWH/Year
2. Energy saving by auto off the cooling tower fan motor after temperature maintain.
Energy saving 3,500 KWH/Year
3. Energy saving by providing timer in hydraulic SPM machine motor switch off when at ideal condition.
Energy saving 2,340 KWH/Year

Bengaluru Plant

1. Energy Saving by installing of 4 no's HVLS fan in trim line
Energy saving 42,000 KWH/Year
2. Providing auto off time for High Bay Light.
Energy saving 12,000 KWH/Year

NACL Trim Plant

1. Optimization of electricity in a Water supply motor (by installation of auto day timer).
Energy saving 1800 KWH/Year
2. Optimization of electricity in office block area lights by replacement of. CFL (52 W) to LED (18 W)
Energy saving 4896 KWH/Year
3. Optimization of electricity at air compressor by modification of air pipeline at utility area.
Energy saving 17340 KWH/Year

(ii) The steps taken by the Company for utilizing alternate sources of energy:**Pathredi Plant**

Energy saving through solar power plant 2,58,220 KWH/Year

Bengaluru Plant

Energy saving through solar power plant 3,44,376 KWH/Year

NACL Trim Plant

Nil

(iii) The capital investment on energy conservation equipment:**Pathredi Plant**

Nil

Project was implemented under Operational Expenses.

Bengaluru Plant

Nil

Project was implemented under Operational Expenses.

NACL Trim Plant

Nil

Project was implemented under Operational Expenses.

B. TECHNOLOGY ABSORPTION

Detail of Technology imported during last three years reckoned from the beginning of the financial year:

Details of Technology Imported	Year of Import	Has Technology been fully Absorbed
No technology was imported	2022-23	-
Development of new product- "Rear Sunshade" for four wheelers	2023-24	No
Rear Door Sunshade Manufacturing started	2024-25	Yes
Performance & Endurance Testing for Sunshade	2024-25	Yes
Technology imported on Ambient Light for RFQ	2025-26	Yes
Development of 2-New Product- "Ambient Light" for four wheelers	2025-26	Yes
Rear Door Sunshade all Performance Testing In-house in India	2025-26	Yes
Barrel Assembly for Rear Door Sunshade –Design & Development	2025-26	Yes

RESEARCH AND DEVELOPMENT(R&D)

R&D Expenditure: NIL

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The Foreign Exchange earned in terms of actual in-flows during the year and the foreign exchange outgo during the year in terms of actual outflows.

Foreign exchange outflow on account of import of capital goods and raw materials amounted to Rs. 226.24 Lakhs (864.04 Lakhs) and foreign exchange inflow on account of export services rendered amounted to Rs. 41.47 Lakhs.

Annual Report on CSR Activities undertaken by the Company

1. Brief outline on CSR Policy of the Company

The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013.

2. Composition of CSR Committee as on 31st March 2026:

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Ms. Vanita Chhabra	Chairperson (Independent Director)	4	4
2	Mr. Sanjiv Kapur	Member (Non-Executive Non – Independent Director)	4	4
3	Mr. Ayush Relan	Member (Whole Time Director)	4	4

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company

Above details are available on the investor section on the website of the Company at <https://ndrauto.com/>

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).

Not Applicable, as the average CSR obligations in the three immediately preceding financial years was less than Rs.10 crores.

5. Details of the amount available for set off in pursuance of sub-rule (3) and rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any.

Following amounts are available for set off:

Extra amount spent during FY2024-25 is 0.36 Lakhs and during FY 2025-26 is 0.48 Lakhs.

6. Average net profit of the Company as per Section 135(5)

Rs. 4576.10 Lakhs

7. (a) Two percent of average net profit of the Company as per Section 135(5)

Rs. 91.52 lakhs

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years

Nil

(c) Amount required to be set off for the financial year, if any

Nil

(d) Total CSR obligation for the financial year (7a+7b-7c)

Rs. 91.52 lakhs

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in Rs./Lakhs)	Amount Unspent (in Rs./Mn)	
	Total Amount transferred to Unspent CSR Account as per Section 135(6)	Amount transferred to any fund specified under Schedule VII as per second provision to Section 135(5)
Rs. 92 Lakhs	-	-

(b) Details of CSR amount spent against ongoing projects for the financial year: NIL

1	2	3	4	5	6	7	8	9	10	11	
Sr. No.	Name of the project	Item from the list of activities in Schedule VII of the Act	Local Area (Yes/ No)	Location of the project	Project duration	Amount allocated for the project	Amount spent in the current financial year	Amount transferred to Unspent CSR Account for the project as per Section135(6)	Mode of Implementation - Direct (Yes / No.)	Mode of Implementation Through Implementing Agency	
										Name	CSR Regn. No

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

1	2	3	4	5	6	7	8	
Sr. no.	Name of the project	Item from the list of activities in Schedule VII of the Act	Local Area (Yes/ No)	Location of the project	Amount spent for the project (in lakhs)	Mode of Implementation Direct (Yes / No)	Mode of Implementation Through Implementing Agency	
							Name	CSR Regn. No
1	Education	Education	No	Lucknow, Uttar Pradesh	Rs. 12.50 Lakhs	No	Study Hall Education Foundation	CSR00004810
2	Healthcare	Healthcare	Yes	Delhi	Rs. 15.81 Lakhs	No	Rotary Southend Charitable Trust	CSR00024288
3	Healthcare	Healthcare	Yes	Delhi	Rs 16.12 Lakhs (From NDR Auto & BSL Trust to Rotary Southend Charitable Trust - CSR00024288)	No	NDR Auto & BSL Trust	CSR00103592
4	Healthcare	Healthcare	Yes	Delhi	Rs. 12.50 Lakhs	No	Seva Bharti	CSR0003477
5	Skill development	Skill development	Yes	Delhi	Rs. 25.42 Lakhs	No	Confederation of Indian Industry (CII)	CSR00001013
6	Promoting education of differently abled	Education	Yes	Delhi	Rs. 7.38 Lakhs (From NDR Auto & BSL Trust to Rashtriya Virjanand Andh Kanya Vidyalya Society - CSR00073713)	No	NDR Auto & BSL Trust	CSR00103592

(d) Amount spent in Administrative Overheads: Rs. 2.27 Lakhs

(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Total amount spent for the Financial Year: Rs.92 lakhs (8b+8c+8d+8e)

(g) Excess amount for set off, if any

SI. No.	Particulars	Amount (Rs./Lakhs)
i	Two percent of average net profit of the Company as per section 135(5)	Rs. 91.52 lakhs
ii	Total amount spent for the Financial Year	Rs. 92 lakhs
iii	Excess amount spent for the financial year (ii)-(i)	Rs. 0.48 Lakhs
iv	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any.	-
v	Amount available for set off in succeeding financial years [(iii)-(iv)]	Rs. 0.48 Lakhs

9. (a) Details of Unspent CSR amount for the preceding three financial years : NIL

1	2	3	4	5	6	7	8	9
Sr. no.	Project ID	Name of the project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project	Amount spent on the project in the reporting Financial Year	Cumulative amount spent at the end of reporting Financial Year	Status of the project - Completed/ Ongoing

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Nil

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset wise details):

(a) Date of creation or acquisition of the capital asset(s) NIL

(b) Amount of CSR spent for creation or acquisition of capital asset NIL

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. NIL

(d) Provide details of the capital asset(s) created or acquired NIL (including complete address and location of the capital asset).NA

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) Not Applicable

Disclosure as required under Sub-Rules 2 of Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Employed for full financial year 2025-26

Name	Designation	Remuneration Received (Rs. In Lakhs)	Qualification & Experience	Date of Commencement of Employment	Age as on 31.03.26	Last Employment held	The % of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager
Pranav Relan	Whole Time Director	111.52	Graduate / 11YRS	27.10.2020	34	Bharat Seats Ltd.	Nil	Yes, Son of Mr. Rohit Relan and Brother of Mr. Rishabh Relan and Mr. Ayush Relan
Ayush Relan	Whole Time Director	109.57	Graduate/ 11YRS	02.01.2021	34	Bharat Seats Ltd.	Nil	Yes, Son of Mr. Rohit Relan and Brother of Mr. Rishabh Relan and Mr. Pranav Relan
Rajat Bhandari	Executive Director & Company Secretary	112.04	CA and CS/ 40 YRS	02.01.2021	62	Bharat Seats Ltd.	Nil	No
Vikram Krishan Rathi	Chief Financial Officer	103.41	CA/ 25YRS.	12.08.2024	52	Uno Minda Limited	2450 Shares	No
Rakesh Rustagi	GM	41.52	M.B.A-Finance/ 30YRS.	09.12.2024	52	UNO Minda Ltd. (Minda Industries Ltd.)	Nil	No
Kathirvel Mani	GM	38.52	DIPLOMA (MECH. ENGINEERING) / 26 YRS	03.02.2023	48	Global TVS	Nil	No
Sandeep Choudhary	DGM	44.44	CA/ B.Com/ 17YRS.	13.08.2021	41	JTEKT India Pvt. Limited	Nil	No
Pankaj Thakur	DGM	32.29	Graduate/ 24YRS	01.02.2021	54	Bharat Seats Ltd.	Nil	No
Deveerappa S N	Sr. Manager	25.52	B.A/PGDHRM/ LLB/ 19YRS.	20.06.2022	44	Geba Cable and Wires India Pvt. Ltd.	Nil	No

Employed for part of financial year 2025-26

Name	Designation	Remuneration Received (Rs. In Lakhs)	Qualification & Experience	Date of Commencement of Employment	Age as on 31.03.26	Last Employment held	The % of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager
Ramesh Gandhi*	VP	71.84	B Tech-Mechanical	07.05.2024	53	Advik Hi-Tech Pvt Ltd.	Nil	No

*Employment ceased w.e.f. 06.11.2025

NOTES:

- Remuneration includes perquisites and company's contribution to provident fund.
- The nature of employment of whole-time director is contractual. For the rest of employees, it is other than contractual.

THE RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEES' REMUNERATION AND OTHERS DETAIL IN TERMS OF SUB SECTION 12 OF SECTION 197 OF THE COMPANIES ACT, 2013, READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES

- The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

S no.	Particulars	Ratio to the Median Remuneration (times)
i.	Mr. Pranav Relan, Wholetime Director	20.13
ii.	Mr. Ayush Relan, Wholetime Director	19.78
iii.	Mr. Rajat Bhandari, Executive Director & Company Secretary	20.22

2. The percentage increase/ (decrease) in remuneration of each Director, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year:

S no.	Particulars	Percentage increase
i.	Mr. Pranav Relan, Wholetime Director	10%
ii.	Mr. Ayush Relan, Wholetime Director	10%
iii.	Mr. Rajat Bhandari, Executive Director & Company Secretary	10%
iv.	Mr. Vikram Krishan Rathi, Chief Financial Officer	5%

3. The percentage increase in the median remuneration of employees in the financial year is 10.36 %
4. Total number of permanent employees on the rolls of company as on March 31, 2026 is 208.
5. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Particulars	Non-Managerial	Managerial
Percentage average increase in salaries during 2025-26	6.97%	10%

Affirmation that the Remuneration is as per the remuneration policy of the Company.

Form No. MR-3**SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026****[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,

The Members,

NDR AUTO COMPONENTS LIMITED

Regd. Off.: Level-5, Regus,

Caddie Commercial Tower,

Hospitality District, Aerocity, IGI Airport,

New Delhi-110037

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **NDR Auto Components Limited (CIN No. L29304DL2019PLC347460)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, and authorized representatives during the conduct of Secretarial Audit, the explanations and clarifications given to me and the representations made by the Management, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 ("audit period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment, and External Commercial Borrowings. As, there was neither any transaction of Direct Investment, External Commercial Borrowings nor any transaction of Overseas Direct Investment therefore no reporting is required to be made.
- v. The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
 - e. *The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - f. *The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - h. *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (herein after referred as SEBI LODR); and
 - j. Securities and Exchange Board of India (Depository and Participants) Regulations, 2015;

* No event took place under these regulations during the audit period.

- vi. Laws specifically applicable to the industry to which the Company belongs, as identified by the management: The Company is primarily engaged in manufacturing of car seat Structure and seat covers. As explained by the management no sector specific law is applicable on the Company.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has during the financial year ended March 31, 2026 complied with the aforesaid laws.

Based on the information received and records made available I further report that;

- i. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors, Independent Directors and Women Directors. There were no change in composition of Board during the year.
- ii. Adequate notice(s) were given to all directors regarding holdings of Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance to all Directors. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting;
- iii. All the decisions at the Board Meetings and Committee meetings were carried through with requisite majority as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be. The dissenting members' views, if any, were captured and recorded as part of the minutes.
- iv. As per the records, the Company has generally filed relevant forms, returns, documents and resolutions as were required to be filed with the Registrar of Companies and other authorities and all the formalities relating to the same is in compliance with the Act.
- v. There are adequate systems & processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations & guidelines.

I have checked the compliance management system of the Company to obtain reasonable assurance about the adequacy of systems in place to ensure compliance of specifically applicable laws and this verification was done on test basis. I believe that the Audit evidence which I have obtained is sufficient and appropriate to provide a basis for my audit opinion. Except elsewhere mentioned in this report, in my opinion and to the best of my information and according to explanations given to me, I believe that the compliance management system of the Company is adequate to ensure compliance of laws specifically applicable to the Company.

I further report that during the audit period, no major events/ actions have taken place having a major bearing on the Company's affairs in pursuance to the above referred laws, rules, regulations, guidelines, standards etc. except that:

- a. During the period under review The promoter of the company namely Mr. Rohit Relan, Ms. Ritu Relan, Mr. Rishabh Relan, Mr. Pranav Relan and Mr. Ayush Relan transferred their shares to a family trust consequent upon exemption under regulation 11 of the SAST Regulations obtained from SEBI . Thus, there was a change in the control of the company from Individual Promoters to a Family trust.

The shareholders of the company has passed following major decisions in its meeting or through postal ballot:

- a) At Annual General Meeting held on July 10, 2025:
- i) Approved the appointment of Mr. Rupinder Singh Bhatia as Secretarial Auditor for five years.
 - ii) Approved Material Related Party Transaction with Bharat Seats Limited.
 - iii) Approved re-appointment of Ms. Shyamla Khera (DIN: 06929439) as an Independent Director of the Company
 - iv) Approved re-appointment of Ms. Vanita Chhabra (DIN: 02161276) as an Independent Director of the Company
 - v) Approved re-appointment of Ms. Deepa Gopalan Wadhwa (DIN: 07862942) as an Independent Director of the Company

Rupinder Singh Bhatia
Practicing Company Secretary
CP No. 2514
UDIN: F002599H000312986
Peer Review No.: 1496/2021

Place: New Delhi
Date: 08/05/2026

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

The Board of Directors

NDR AUTO COMPONENTS LIMITED

Reg. Off: Level-5, Regus, Caddie Commercial Tower,

Hospitality District, Aerocity, IGI Airport,

New Delhi-110037

My Secretarial Audit Report of even date is to be read along with this letter. My report of even date is to be read along with this letter.

1. Maintenance of record is the responsibility of the management of the Company. Our responsibility is to express an opinion on those records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on text basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. Wherever required, we have obtained the Management representation about the compliance of laws; rules and regulations and happening of events etc.
4. The compliance of the provisions of SEBI laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
5. As regards the books, papers, forms, reports and returns filed by the Company under these regulations, the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examinations was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company under the said regulations. We have verified the correctness and coverage of the contents of such forms, returns and documents.

Place: New Delhi

Date: 08/05/2026

Rupinder Singh Bhatia
Practicing Company Secretary
CP No. 2514
UDIN: F002599H000312986
Peer Review No.: 1496/2021

REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS

OUTLOOK

According to the World Bank, global growth in 2025 averaged 2.7%, shaped by offsetting forces like trade policy headwinds on one side and the fading impact of monetary easing, fiscal support, and technology investments on the other. While the post-pandemic recovery was strong, it remained uneven and came at the cost of elevated inflation and debt. Inflation moderated across most economies, moving closer to central bank targets, with interest rates beginning to decline. Growth in advanced economies proved resilient despite rising trade tensions and policy uncertainty.

The United States benefited from relative demand resilience and investment in advanced manufacturing and technology, while Europe faced persistent industrial softness amid energy transition costs and external demand constraints. For industrial supply chains, this environment translated into more selective capital flows and a higher premium on reliability, quality execution, and localisation. Global economic conditions in 2025 presented a mix of downsides and upsides. Trade tensions, tighter financial conditions, heightened geopolitical stress, and the risks of natural disasters. At the same time, private sector adaptation helped reduce the drag from higher trade barriers, while technology led investments supported productivity gains.

Due to robust domestic demand, rationalisation of income and goods and services taxes, and the front loading of government capital expenditure. India continues to stand out as one of the world's fastest growing major economies, well positioned to sustain this momentum. While global growth remained steady but below historical averages, India's growth profile continued to be supported by infrastructure spending, services strength, and steady manufacturing activity creating a structurally attractive environment for engineering-intensive companies.

Overall, the Automobile industry will closely monitor macroeconomic factors and global geopolitics, which will determine the key demand conditions and supply chain dynamics going forward.

INDUSTRY STRUCTURE AND DEVELOPMENT

The Indian automobile industry is segmented into various categories including passenger vehicles, commercial vehicles, two-wheelers, and three-wheelers. Passenger vehicles consist of cars, utility vehicles, and vans, while commercial vehicles include trucks, buses, and other utility vehicles.

India's automotive industry in FY2025 reflected a normalisation pattern – certain segments moderated after strong growth in the earlier recovery phase, while structural drivers continued to reshape platform requirements. Passenger vehicles remained supported by a GST moderation, SUV-led mix, urban consumption resilience, and expanding model portfolios. Two-wheelers showed gradual recovery, with rural demand sensitivity influenced by income cycles and financing conditions. Commercial vehicles moderated in line with freight cycle normalisation. While global growth remained steady but below historical averages, India's growth profile continued to be supported by infrastructure spending, services strength, and steady manufacturing activity creating a structurally attractive environment for engineering-intensive companies.

In Electric Passenger Vehicles, while battery electric vehicles (BEVs) are seeing adoption, hybrid electric vehicles (HEVs) and plug-in hybrids (PHEVs) have seen a resurgence due to their ability to offer immediate emission reductions without relying on extensive, yet-to-be-developed charging infrastructure.

The Indian automotive market continues to be healthy in this turbulent scenario. Ownership of cars, scooters and tractors are much below global averages, on a per capita basis. As the Indian economy continues to grow, this ratio will increase and lead to healthy demand for vehicles. The market has also been positively impacted by the optimization in GST that has lowered prices for the retail buyer. India is one of the few regions in the world where both the traditional Internal Combustion Engine (ICE) vehicles and EVs are expected to grow well in the next 3-5 years. IHS, a reputed research agency forecasts that the compounded annual growth rate (CAGR) of light vehicle production in India between 2025-30 will be ~ 5%, much higher than the global average of 1%.

OPPORTUNITIES AND THREATS

The automotive sector is one of the most important and rapidly developing sectors in the economy. The automotive industry has had a lasting impact on society, starting as a steam-powered carriage and continuing through the new age of electric and autonomous automobiles. Technologies has changed the way we travel, live, and work, bringing people and places closer together than before.

The use of electric cars (EVs) is anticipated to rise as a result of growing environmental concerns and governmental efforts to minimise carbon emissions. Optimization of fuel-driven combustion engines and cost efficiency programs are excellent opportunities for the automobile market. Emerging markets will be the primary growth drivers for a long time to come, and hence fuel-efficient cars are the need of the hour. The increased availability of data and information, shift in consumer demand, and expanded regulatory requirements for safety and fuel economy will fuel the growth of this industry.

There are ample opportunities for growth, particularly in the electric vehicle segment, where the government is offering incentives and subsidies to promote adoption. Over the next decade, this will lead to newer verticals and opportunities for auto component manufacturers.

Despite these opportunities, India's automotive sector faces structural challenges. Although the country is the fourth largest automobile producer globally, its share in the \$20 billion global automotive component trade remains modest at around 3%, with particularly low representation in high precision segments such as engine components, drive transmission, and steering systems. Operational costs, infrastructural gaps, moderate integration into global value chains, and limited R&D expenditure continue to constrain competitiveness. Addressing these challenges will be critical for India to strengthen its position in the global automotive ecosystem and fully leverage the opportunities presented by electrification and digital transformation.

SEGMENT WISE/ PRODUCT WISE PERFORMANCE

The Company is currently operating primarily under single business segment manufacturing seat frames and seat trims for passenger Cars as well as Utility Vehicles.

RISK AND CONCERNS

The Company is exposed to external and internal risks associated with the business.

BUSINESS RISK

The operations of the Company are directly dependent on the growth of the Indian automotive industry.

FINANCIAL RISK

Any disruption of supply chain, availability of raw material could potentially impact the financial position and earnings of the Company. Both the operational and financial risks are constantly assessed, and adequate steps are taken from time to time to mitigate them successfully.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an adequate system of internal controls to ensure that transactions are properly authorized, recorded, and reported, apart from safeguarding its assets. The internal control system is supplemented by well-documented policies, guidelines and procedures and reviews carried out by the Company's internal audit function, which submits reports periodically to the Management and the Audit Committee of the Board.

Your Company has a favourable work environment that motivates performance, customer focus and innovation while adhering to the highest degree of quality and integrity.

DISCLOSURE OF ACCOUNTING TREATMENT

The Company has complied with all the provisions of the accounting standards in accordance with Section 133 of the Companies Act, 2013.

HUMAN RESOURCES/ INDUSTRIAL RELATIONS

Your Company believes that employees are key for our success, have immense knowledge and power of innovation. Your Company aims to create an environment where every employee can contribute to the company's performance, excel and grow in their respective jobs. Our focus is to recruit employees with right skills and talent, raise competency through training and development, recognize and reward leadership and performance. Several measures are implemented to retain the talent within the organization. At each location, the work force goes through a mandatory training plan including the vision, mission and company values which forms a base for treating everybody with dignity and respect. To further strengthen and motivate our employees, several initiatives are taken on a continuous basis to foster teamwork, trust and communication across the organization. Employees are encouraged to have a passion for excellence and focus on the customer with a performance goal of doing things right first time and every time. Your Company provides challenging and fulfilling opportunities to maximize employee potential so that every employee excels and grows along with Company's growth.

Your Company ensures quality at our suppliers and service providers by horizontal deployment of learnings and training at our supplier partners.

In addition to timely delivery and quality, your Company's utmost focus is on safety of its workforce.

Health, Safety and Environment remain our top priority. Periodic audits are carried out both internally as well as through external agencies to identify gaps and to define action items for continuous improvement, ensuring a safe workplace for employees. Total number of permanent employees on the rolls of Company as on 31st March 2026 is 208.

FINANCIAL PERFORMANCE

The financial statements of the Company in accordance with the requirements of applicable corporate laws of India. The management of your Company accepts the integrity and objectivity of these financial statements as well as the various estimates and judgments used therein.

The details of the financial performance of the Company are appearing in the Balance Sheet, Profit & Loss Account and other financial statements forming part of this Annual report. For financial highlights please refer heading 'FINANCIAL RESULTS' of Board's Report.

KEY FINANCIAL RATIOS

Changes in key financial ratios are as under:

Sr. No.	Ratios	Unit	2025-26	2024-2025	% change	Reason
1	Debtors Turnover	Days	43.11	46.24	-6.77%	-
2	Inventory Turnover	Days	17.88	19.26	-7.15%	-
3	Interest Coverage Ratio*	Times	31.73	25.63	23.82%	-
4	Current Ratio	Times	1.25	1.39	-10.23%	-
5	Debt Equity Ratio	Times	0.12	0.13	-13.58%	-
6	Operating Profit Margin**	%	9.07%	8.83%	2.67%	-
7	Net Profit Margin	%	6.41%	6.27%	2.19%	-
8	Return on Net worth	%	18.48%	18.76%	-1.47%	-

*Earnings before interest, depreciation, tax and amortization (EBIDTA) have been considered for coverage ratio.

**Operating profit is earning before interest and tax (EBIT)

DISCLAIMER

Statements in this Report, particularly those which relate to Management Discussion and Analysis as explained in the Corporate Governance Report, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

CORPORATE GOVERNANCE REPORT
(FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST March, 2026)
1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Governance reflects the culture and values of a company's board and management. Good governance in a company enhances the confidence, trust and enthusiasm of its stakeholders. For ensuring sound corporate governance practices, the Government of India has put in place a framework based on the stipulations contained under the Companies Act, Securities and Exchange Board of India (SEBI) Regulations, Accounting Standards, Secretarial Standards, etc. Today's market-oriented economy and globalization drive the demand for high quality governance practices.

Good governance practices are the norm at NDR Auto Components Limited. The Company has established systems, procedures and policies to ensure that its Board of Directors is well informed and well equipped to discharge its overall responsibilities and provide the management with the strategic direction catering to exigency of long-term shareholders value.

2. BOARD OF DIRECTORS
(a) Composition of the Board

As on 31st March, 2026, the Board of Directors comprised of nine Directors with a Non-Promoter Non-executive Director as Chairman.

There were three Executive Directors of the Company. The remaining six Directors were non-executive Directors, out of which three Directors were women independent Directors. The number of Independent Directors was one third of the total number of Directors.

The Company is in compliance with the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as: LODR Regulations), pertaining to composition of Board.

The day-to-day management of the Company is conducted by the Executive Directors, subject to the supervision and control of the Board of Directors.

All directors, other than Independent Directors, are liable to retire by rotation.

(b) Number of Board Meetings and dates on which held

During FY 2025-26, the Board met five times on 9th May, 2025, 11th August, 2025, 6th November 2025, 4th February, 2026 and 26th March 2026. The maximum gap between two Board meetings was less than one hundred twenty days.

Further, Four resolution were passed by Board of Directors of the Company through circulation on 7th July, 2025, 18th July, 2025, 07th December 2025 and 20th March 2026 in compliance with the provisions of Section 175 and other applicable provisions of the Companies Act, 2013.

(c) Attendance of Directors at the meeting of the board of directors and the last Annual General meeting

Attendance record of the Directors at the board meetings and at the last annual general meeting is as under:

NAME OF DIRECTOR	AGM HELD ON 10 th JULY, 2025	DATE OF THE BOARD MEETINGS HELD DURING THE YEAR					NO. OF BOARD MEETINGS ATTENDED (TOTAL MEETINGS HELD 5)	% OF ATTENDANCE
		09.05. 2025	11.08. 2025	06.11. 2025	04.02. 2026	26.03. 2026		
Mr. ROHIT RELAN	YES	√	√	√	√	√	5	100%
Mr. SANJIV KAPUR	YES	√	√	√	√	√	5	100%
Mrs. SHYAMLA KHERA	YES	√	√	√	√	√	5	100%
Mrs. VANITA CHHABRA	YES	√	√	√	√	√	5	100%
Mrs. DEEPA GOPALAN WADHWA	YES	√	√	√	√	√	5	100%
Mr. RISHABH RELAN	YES	√	√	√	√	√	5	100%
Mr. PRANAV RELAN	YES	√	√	√	√	√	5	100%
Mr. AYUSH RELAN	YES	√	√	√	√	√	5	100%
Mr. RAJAT BHANDARI	YES	√	√	√	√	√	5	100%

The Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee attended the Annual General Meeting.

(d) Details of Other Directorships/Committee Memberships

All the Directors have made necessary disclosures regarding their directorships and other interests as required under section 184 of the Companies Act, 2013 and on the Committee positions held by them in other Companies. None of the directors hold directorship in more than 20 Indian Companies with not more than 10 public limited companies and none of the directors hold directorships in more than 7 listed entities. None of the Independent directors serve as Independent director in more than seven listed entities. Further neither of director serves as member of more than 10 committees nor do any of them serve as Chairperson of more than five Committees across all the public limited companies in which they are directors. The Wholtime Directors and CEO does not serve as Independent Director on any listed company.

Details of Directors, category of Directors, No. of other Directorship/ Committee membership held by them as on 31st March, 2026 are given below:

SR. NO.	NAME OF THE DIRECTORS (DIN)	DESIGNATION	CATEGORY	DETAILS OF DIRECTORSHIP OF OTHER LISTED ENTITIES AND CATEGORY OF DIRECTORSHIP		NO. OF OUTSIDE DIRECTORSHIP		NUMBER OF OUTSIDE COMMITTEE POSITIONS HELD		NO. OF SHARES HELD IN NACL
						PUBLIC	PRIVATE	AS MEMBER	AS CHAIRMAN	
1	MR. SANJIV KAPUR DIN: 00755441	CHAIRMAN AND DIRECTOR	NON-EXECUTIVE/ NON- INDEPENDENT	-	-	-	2	-	-	167012 Equity Share (0.70%)
2	MR. ROHIT RELAN DIN: 00257572	CO-CHAIRMAN AND DIRECTOR	PROMOTER/NON-EXECUTIVE/NON-INDEPENDENT	Bharat Seats Limited	Promoter / Executive / Non-Independent	1	4	-	-	-
3	MRS. SHYAMLA KHERA DIN: 06929439	DIRECTOR	NON-EXECUTIVE/ INDEPENDENT	-	-	-	-	-	-	-
4	MRS. VANITA CHHABRA DIN: 02161276	DIRECTOR	NON-EXECUTIVE/ INDEPENDENT	Bharat Seats Limited	NON-EXECUTIVE/ INDEPENDENT	1	1	1	-	-
5	MRS. DEEPA GOPALAN WADHWA DIN: 07862942	DIRECTOR	NON-EXECUTIVE/ INDEPENDENT	1. Bengal & Assam Company Limited 2. Sapphire Foods India Limited 3. JK Paper Limited 4. J. K. Cement Limited 5. Subros Limited	Non-Executive/ Independent Non-Executive/ Independent Non-Executive/ Independent Non-Executive/ Independent Non-Executive/ Independent	7	3	4	1	-
6	MR. RISHABH RELAN DIN: 07726444	DIRECTOR	NON-EXECUTIVE/ NON- INDEPENDENT	Bharat Seats Limited	Executive / Non-Independent	1	2	1	-	-
7	MR. PRANAV RELAN DIN: 07177944	WHOLETIME DIRECTOR	EXECUTIVE/NON-INDEPENDENT	-	-	-	4	-	-	-
8	MR. AYUSH RELAN DIN: 07716326	WHOLETIME DIRECTOR	EXECUTIVE/NON-INDEPENDENT	-	-	-	4	-	-	-
9	MR. RAJAT BHANDARI DIN: 02154950	WHOLETIME DIRECTOR AND COMPANY SECRETARY	EXECUTIVE/NON-INDEPENDENT	-	-	-	1	-	-	-

NOTES:

The Committees considered for the purpose are those prescribed under Regulation 26(1)(b) of the SEBI LODR Regulations 2015. All the relevant information required to be placed before the Board of Directors as per Regulation 17(7) of SEBI LODR Regulations are duly considered and taken on record / approved by the Board.

Further, the Board periodically reviews Compliance Reports in respect of laws and regulations applicable to the Company.

Succession Plan

The Board of Directors has satisfied itself that plans are in place for orderly succession for appointment to the Board of Directors and senior management.

(e) Relationship between directors inter-se

There is no relationship between the directors except that:

Mr. Rohit Relan, Mr. Rishabh Relan, Mr. Pranav Relan and Mr. Ayush Relan are relatives;

The Independent Directors do not have any material pecuniary relationship or transactions with the Company, its directors and its senior management personnel which may affect their independence, except for the sitting fees, drawn for attending the meetings of the Board and Committee(s) thereof.

(f) Number of Shares and convertible instruments held by Non-Executive Directors

SR. NO.	NAME OF THE DIRECTORS (DIN)	NO. SHARES HELD IN COMPANY
1	MR. SANJIV KAPUR DIN: 00755441	167012 Equity Share (0.70%)

There are no convertible instruments issued by the Company.

(g) Familiarization Program

The Company follows familiarization programs through various reports/ codes/ policies for all the Directors. The details of familiarization program have been posted on the website of the Company under the web link:
<https://ndrauto.com/details-of-familiarisation-programme-imparted-to-independent-directors/>

(h) Key Board Skills, Expertise and Competence

The Board comprises qualified members who bring in the required skills, competence and expertise that allows them to make effective contribution to the Board and its Committees.

In view of the objectives and activities of our Business, the Company requires skills/ expertise/ competencies in the areas of Finance, Regulatory, Strategy, Business Leadership, Automotive Technology, Human Resources, risk and Governance.

The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, diversity and independence required for it to function effectively. The Board periodically evaluates the need for change in its composition and size.

Core skills/expertise/competencies of the Board Members

The Members of the Board are committed to ensuring that the Board is in compliance with the highest standard of Corporate Governance. In terms of the requirement of the Listing Regulation, the Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company, which are currently available with the Board along with the names of the Directors, who have such skill/expertise/ competence, are given below:

Business & Industry

Domain knowledge in Business and understanding of business environment, optimizing the development in the industry for improving Company's business.

Financial Expertise

Financial and risk management, Internal control, Experience of complex financial reporting processes, taxation, Capital allocation, resource utilisation, Understanding of Financial policies and accounting statement and assessing economic conditions.

Governance & Compliance

Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long term effective stakeholder engagements and driving corporate ethics and values.

Administration and Government relations

Sr. No.	Name of the Director	Skills
1	Mr. Sanjiv Kapur, Chairman	Business & Industry, Governance & Compliance
2	Mr. Rohit Relan, Co-Chairman	Business & Industry, Financial Expertise, Governance & Compliance
3	Ms. Shyamla Khera	Financial Expertise, Governance & Compliance
4	Ms. Vanita Chhabra	Financial Expertise, Governance & Compliance
5	Ms. Deepa Gopalan Wadhwa	Administrative and Government Relations, Financial Expertise, Governance & Compliance
6	Mr. Rishabh Relan	Business & Industry, Financial Expertise, Governance & Compliance
7	Mr. Pranav Relan	Business & Industry, Financial Expertise, Governance & Compliance
8	Mr. Ayush Relan	Business & Industry, Financial Expertise, Governance & Compliance
9	Mr. Rajat Bhandari	Business & Industry, Financial Expertise, Governance & Compliance

(i) Independent Directors

The term Independent Director has been defined under Section 149 of the Companies Act, 2013 and rules framed there under and Regulation 16 of the LODR Regulations.

Based on the disclosures received from all the Independent Directors and also in the opinion of the Board, the Independent Directors meet the criteria of 'Independence' specified in the Regulation 16(1) of the LODR Regulations and section 149(6) of the Companies Act, 2013 and rules framed there under and are independent of the management as required under Regulation 25 of the LODR Regulations.

The Company has complied with the provisions with respect to appointment and term of appointment of Independent Directors which are consistent with the Act and Listing Regulations. The Independent Directors on the Board of the Company are given a formal appointment letter inter alia containing the terms of appointment, role, duties and responsibilities etc. The terms and conditions of appointment are disclosed on the website at <https://ndrauto.com/wp-content/uploads/2024/06/Terms-of-appt-Ind-Director-2024.pdf>. None of the Independent Directors have resigned before the expiry of their respective tenures during the year under review.

A separate meeting of the Independent Directors was held on March 26, 2026 without the attendance of non- Independent Directors and other members of the Management. All the Independent Directors took part in the discussion. At the said meeting, the Independent Directors reviewed the performance of non-independent directors, the Board as a whole and the Chairman of the Company. They also assessed the quality, quantity, timeliness of flow of information and adequacy of information between the Company's management and the Board.

(j) Performance Evaluation of Directors

The Nomination and Remuneration Committee of the Board reviewed the criteria laid down for the performance evaluation of all Directors. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated.

(k) Board's Functioning and Procedures

The Board plays a pivotal role in ensuring good governance. Its style of functioning is democratic. The Members of the Board have always had complete freedom to express their opinion and decisions are taken on the basis of a consensus arrived at after detailed discussion. The members are also free to bring up any matter for discussion at the Board Meetings with the permission of the Chairman.

The Board's role, functions, responsibility and accountability are clearly defined. In addition to its primary role of setting corporate goals and monitoring corporate performance, it directs and guides the activities of the management towards the set goals and seeks accountability with a view to ensure that the corporate philosophy and mission viz., to create long term sustainable growth that translates itself into progress, prosperity and the fulfilment of stakeholders' aspirations, is accomplished. It also sets standards of corporate behavior and ensures ethical behavior at all times and strict compliance with Laws and Regulations.

The required information including information as enumerated in Regulation 17(7) read together with Part A of Schedule II of the LODR Regulations is made available to the Board of Directors.

All the items on the agenda are accompanied by notes giving comprehensive information on the related subject and in certain matters such as financial/business plans, financial results, detailed presentations are made. The agenda and the relevant notes are sent in advance separately to each Director to enable the Board to take informed decisions.

The minutes of the meetings of the Board are individually given to all directors for their comments, if any and are noted at the subsequent Board Meeting. The Minutes of the various Committees of the Board are also individually given to the respective Committee members and thereafter tabled for noting purpose at the subsequent Board Meeting, in compliance with Secretarial Standards issued by the Institute of Company Secretaries of India.

COMMITTEES OF THE BOARD:

The Board Committees are set up by the Board and play a crucial role in the governance structure of the Company and deal with specific areas of concern for the Company that need a closer review. The Committees operate under the direct supervision of the Board and the Chairpersons of the respective Committees report to the Board about the deliberations and decisions taken by the Committees. The recommendations of the Committees are submitted to the Board for approval. The Minutes of the Meetings of all Committees of the Board are placed before the Board for noting purpose.

The Company has five Committees of the Board:

- 1) Audit Committee
- 2) Nomination and Remuneration Committee
- 3) Stakeholders' Relationship Committee
- 4) Corporate Social Responsibility Committee
- 5) Securities Allotment Committee

The composition of the various Committees of the Board of Directors is available on the website at: <https://ndrauto.com/board-of-directors/>

3. AUDIT COMMITTEE

The Company has an Audit Committee and Ms. Shyamla Khara, Chairperson of the Audit Committee, is a Non-Executive Independent Director of the Board who has relevant accounting and financial expertise. The composition and terms of reference of the Audit Committee is in compliance with Section 177 of the Companies Act, 2013 and with Regulation 18(1) of the SEBI (LODR) Regulations. The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. It addresses itself to matters pertaining to adequacy of internal controls, reliability of financial statements/ other management information, adequacy of provisions for liabilities, and whether the audit tests are appropriate and scientifically carried out and that they are aligned with the realities of the business, adequacy of disclosures, compliance with all relevant statutes and other facets of Company's operation that are of vital concern to the Company. In particular, the role of Audit Committee includes the following:

(a) Functions of the Audit Committee

- i) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ii) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- iii) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv) Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions;
 - g. Modified opinion(s) in the draft audit report.
- v) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- vi) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- vii) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- viii) Approval or any subsequent modification of transactions of the company with related parties;
- ix) Valuation of undertakings or assets of the company, wherever it is necessary;
- x) Evaluation of internal financial controls and risk management systems;
- xi) Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- xii) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiii) Discussion with internal auditors of any significant findings and follow up there on;
- xiv) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control system of a material nature and reporting the matter to the board;
- xv) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xvi) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xvii) To review the functioning of the Whistle Blower mechanism;
- xviii) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- xix) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- xx) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary

exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing loans/ advances/ investments existing as on the date of coming into force of this provision.

- xxi) Consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc. on the listed entity and its shareholders.

(b) Powers of Audit Committee

- i) To investigate any activity within its terms of reference.
- ii) To seek information from any employee.
- iii) To obtain outside legal or other professional advice.
- iv) To secure attendance of outsiders with relevant expertise, if it considers necessary.

(c) Review of information by Audit Committee

The Audit Committee shall mandatorily review the following information:

- i) Management Discussion and Analysis of financial condition and results of operations;
- ii) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iii) Internal audit reports relating to internal control weaknesses; and
- iv) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
- v) Statement of deviations:
 - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).
- vi) To frame and review the policies in relation to the implementation of the Code of Conduct for Prevention of Insider Trading and to supervise implementation of the same.

The meetings of Audit Committee were held on 9th May, 2025, 11th August, 2025, 6th November, 2025, 4th February, 2026 and 26th March 2026 The maximum gap between two meetings was less than one hundred twenty days.

The composition of the Audit Committee and the meetings attended by the members during the year are as follows:

Sr. No.	Name	Category	Designation	No. of meeting held	No. of meetings attended
1	Ms. Shyamla Khera	Non-Executive / Independent Director	Chairperson	5	5
2	Ms. Vanita Chhabra	Non-Executive / Independent Director	Member	5	5
3	Ms. Deepa Gopalan Wadhwa	Non-Executive / Independent Director	Member	5	5
4	Mr. Rohit Relan	Promoter/ Non-Executive/ Non-Independent Director	Member	5	5

The meetings of the Audit Committee are/were also attended by the Chairpersons, Executive Directors, Chief Financial Officer, Statutory Auditors and Internal Auditors as Special Invitees as and when required. The Chairperson of the Audit Committee attended the last Annual General Meeting to answer the shareholders' queries. The Company Secretary acts as the Secretary of the Committee.

4. NOMINATION AND REMUNERATION COMMITTEE (NRC)

The meeting of Nomination and Remuneration Committee was held on 9th May, 2025. The composition of Nomination and Remuneration Committee is as follows:

Sr. No.	Name	Category	Designation	No. of meetings held	No. of meetings attended
1	Ms. Shyamla Khera	Non-Executive / Independent Director	Chairperson	1	1
2	Ms. Vanita Chhabra	Non-Executive / Independent Director	Member	1	1
3	Mr. Rishabh Relan	Non-Executive Director - Promoter	Member	1	1

Mr. Rajat Bhandari, Wholtime Director and Company Secretary acts as the Secretary of the Committee.

Remuneration policy

The Committee's constitution and terms of reference are in compliance with the provisions of section 178 of the Companies Act and Part D of Schedule II of SEBI (LODR), Regulations, 2015 besides other terms as may be referred by the Board of Directors. The policy is available on the website at <https://ndrauto.com/wp-content/uploads/2025/03/NRC-Policy.pdf>

The terms of reference include:

- Formulation of criteria for determining qualifications, positive attributes and independence of a Director and Remuneration for the Directors, Key Managerial Personnel and Senior Management and recommending the same to the Board and
- Identification of persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria as per the policy approved by the Board. The policy of the company is to remain competitive in the industry, to attract and retain the best talent and appropriately reward employees for their individual performance and contribution to the business.
- The Nomination and Remuneration Committee lays down the criteria for the performance evaluation of Independent Directors and other Board of Directors and committees of the Board of Directors.

The details of salary, perquisites (including contribution to Provident Fund) and sitting fees paid to directors are given as under:

(Rs. in lakhs)

Name	Position	Gross Remuneration		Sitting Fee
Mr. Sanjiv Kapur	Chairman and Director		-	7.80
Mr. Rohit Relan	Co-Chairman and Director		-	6.00
Ms. Shyamla Khera	Director		-	9.60
Ms. Vanita Chhabra	Director		-	9.60
Ms. Deepa Gopalan Wadhwa	Director		-	9.00
Mr. Rishabh Relan	Director		-	6.00
Mr. Pranav Relan	Whole Time Director	Salary	68.84	-
		Allowances and Perquisites	34.42	-
		Contribution to P.F.	8.26	-
		Total	111.52	-
Mr. Ayush Relan	Whole Time Director	Salary	67.63	-
		Allowances and Perquisites	33.82	-
		Contribution to P.F.	8.12	-
		Total	109.57	-
Mr. Rajat Bhandari	Whole Time Director and Company Secretary	Salary	59.41	-
		Allowances and Perquisites	45.50	-
		Contribution to P.F.	7.13	-
		Total	112.04	-

SENIOR MANAGEMENT PERSONNEL

The Nomination and Remuneration Policy of the Company defines Senior Management of the Company. Below is the list of Senior Management Personnel of the Company as on 31st March, 2026:

Sr. No.	Name of Senior Management Personnel	Designation
1	Mr. Kathirvel Mani	General Manager - Manufacturing Excellence & AME

There has been no change in the list of senior management personnel since the close of the previous financial year.

5. a. Stakeholders' Relationship Committee

In compliance with Section 178 of the Companies Act, 2013 and the rules made thereunder and Regulation 20 of SEBI (LODR), 2015, the Company has duly constituted a Stakeholders' Relationship Committee (SRC). The SRC Constitution Charter elaborates in detail the constitution, manner of meetings and roles and responsibilities of SRC.

Stakeholders Relationship Committee is primarily responsible with various matters relating to:-

- Overall review of Transfer of shares.
- Issue of duplicate share certificate.
- Review of shares dematerialized and all other related matters.
- Monitors expeditious redressal of shareholders' grievances.
- Review of measures for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar and share transfer agent and overseeing their performance.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividend and ensuring timely receipt of dividend/ annual reports by the shareholders of the Company.
- And such other terms of reference as may be prescribed by law from time to time.

The meetings were held on 9th May, 2025, 11th August, 2025, 6th November, 2025 and 4th February, 2026. The composition of the committee and the details regarding meetings held and attended are given as under:

S. No.	Name	Category	Status	No. of meetings held	No. of meetings attended
1.	Mr. Sanjiv Kapur	Non-Executive/Non-Independent Director	Chairperson	4	4
2.	Ms. Shyamla Khera	Non-Executive/Independent Director	Member	4	4
3.	Ms. Deepa Gopalan Wadhwa	Non-Executive/Independent Director	Member	4	4
4.	Mr. Rishabh Relan	Non-Executive/Non-Independent Director	Member	4	4

Details of the status of the Complaints received during the year in the following statement:

Paticulars	Received	Resolved	Pending
Complaints	1	1	Nil

Mr. Rajat Bhandari, Wholtime Director and Company Secretary is the Compliance Officer as per Regulation 6 of LODR Regulations, 2015. The Chairman of the Stakeholders Relationship Committee attended the last Annual General Meeting to answer the shareholders' queries.

b. Corporate Social Responsibility Committee

Corporate Social Responsibility (CSR) Committee of the Company is constituted as per Section 135 of the Act. CSR Committee, inter alia, had formulated and recommended to the Board, a Corporate Social Responsibility Policy which indicates the activities to be undertaken by the Company as specified in Schedule VII to the Act. The CSR Committee recommends the amount of expenditure to be incurred on the CSR activities and monitor the CSR activities undertaken by the Company from time to time.

CSR Committee is primarily responsible with various matters relating to: -

- To formulate, monitor and recommend to the Board the CSR Policy including the activities to be undertaken by the Company;
- To recommend the amount of expenditure to be incurred on the activities undertaken;
- To monitor the implementation of the framework of Corporate Social Responsibility Policy;
- To evaluate the social impact of the Company's CSR Activities;
- To review the Company's disclosure of CSR matters;
- To submit a report on CSR matters to the Board at such intervals and in such format as may be prescribed;
- To consider other functions, as defined by the Board or as may be stipulated under any law, rule or regulation including Corporate Social Responsibility Voluntary Guidelines 2009 and the Companies Act, 2013.

The meetings were held on 9th May, 2025, 11th August, 2025, 6th November 2025 and 4th February, 2026. The composition of the committee and the details regarding meetings held and attended are given as under:

S. No.	Name	Category	Status	No. of meetings held	No. of meetings attended
1.	Ms. Vanita Chhabra	Non-Executive/ Independent Director	Chairperson	4	4
2.	Mr. Sanjiv Kapur	Non-Executive/Non- Independent Director	Member	4	4
3.	Mr. Ayush Relan	Whole Time Director	Member	4	4

Mr. Rajat Bhandari, Wholetime Director and Company Secretary acts as the Secretary of the Committee.

Further, two resolutions were passed by the Corporate Social Responsibility Committee through circulation on 6th December 2025 and 19th March 2026 in compliance with the provisions of Section 175 and other applicable provisions of the Act, 2013.

c. **Securities Allotment Committee**

The Committee meets as and when required to consider the matters assigned to it by the Board of the Company from time to time. During the period under review no meeting of Committee was held.

As on March 31, 2026, the constitution of the Securities Allotment Committee is as under:

S. No.	Name	Category	Status	No. of meetings held	No. of meetings attended
1.	Mr. Sanjiv Kapur	Chairperson	Non-Executive/Non- Independent Director	0	0
2.	Ms. Shyamla Khera	Member	Non-Executive/ Independent Director	0	0
3.	Mr. Rohit Relan	Member	Promoter/ Non-Executive/ Non- Independent Director	0	0
4.	Mr. Rishabh Relan	Member	Non-Executive/Non- Independent Director – Promoter	0	0

Mr. Rajat Bhandari, Wholetime Director and Company Secretary acts as the Secretary of the Committee.

6. **GENERAL BODY MEETINGS**

Details of Annual General Meetings held during the last three years:

Year	Date	Time	Venue	Whether Special Resolution passed
2025	10.07.2025	11 a.m.	Video Conferencing/Other Audio video means (VC/ OAVM) (with deemed venue at Regus, Caddie Commercial Tower Hospitality District, IGI Aerocity, New Delhi 110037)	Yes
2024	22.07.2024	11 a.m.	Video Conferencing/Other Audio video means (VC/ OAVM) (with deemed venue at Regus, Caddie Commercial Tower Hospitality District, IGI Aerocity, New Delhi 110037)	Yes
2023	19.07.2023	11 a.m.	Video Conferencing/Other Audio video means (VC/ OAVM) (with deemed venue at Regus, Caddie Commercial Tower Hospitality District, IGI Aerocity, New Delhi 110037)	Yes

7. POSTAL BALLOT DURING THE YEAR

During the Financial year no resolutions were passed by postal ballot.

8. MEANS OF COMMUNICATION

- The unaudited quarterly results are announced within forty-five days of the end of the quarter and the audited annual results within sixty days from the end of the last quarter as stipulated under the LODR regulations. The aforesaid financial results are taken on record by the Board of Directors and are communicated to the Stock Exchange where the company's securities are listed.
- Once the Stock Exchange has been intimated, these results are also published within 48 hours in English newspaper: Financial Express, and Hindi newspaper Jansatta-New Delhi.
- All the data required to be filled electronically, such as quarterly financial results, shareholding pattern are being regularly uploaded on the Company's website: www.ndrauto.com and uploaded on BSE and NSE.
- The Annual Report containing inter alia Audited Annual Accounts, Directors' Report, Auditors' Report and other important information forming part of Annual Report is displayed on the Company's website : www.ndrauto.com.
- The Annual Report is forwarded to all members in electronic mode, whose email IDs are registered with Depositories.
- NECS intimation of dividend is forwarded to all members in electronic mode, whose email IDs are registered with Depositories and physical copies are sent in case email ID is not available.

9. GENERAL SHAREHOLDERS INFORMATION

(a) Appointment/ Re-appointment of Directors:

As required, a brief profile and other particulars of the Directors seeking appointment/ re-appointment are given in the Notice of the 7th Annual General Meeting and forms part of the Corporate Governance Report.

(b) Annual General Meeting:

Number of Annual General Meeting	7 th Annual General Meeting
Date and Time	27 th July, 2026 at 11:00 a.m.
Venue	Through Video Conferencing/other audio-visual means (VC/OAVM)

(c) Financial Calendar: 2026-27, 1st April, 2026 to 31st March, 2027:

First Quarter Ended June, 2026	Before 2 nd week of August, 2026
Second Quarter Ended September, 2026	Before 2 nd week of November, 2026
Third Quarter Ended December, 2026	Before 2 nd week of February, 2027
Year ended March, 2027	Before end of May, 2027

(d) Record Date: 20th July 2026

(e) Dividend Payment date

The Dividend, if declared, will be paid within 30 days of the Annual General Meeting.

(f) As on 31st March, 2026, the Equity Shares of the company are listed on:

BSE Limited

P.J. Towers Dalal Street,
Mumbai – 400001

National Stock Exchange of India Limited

Exchange Plaza, Plot No. C/1, G-Block Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

Listing fee for the financial year: 2026-2027 had been paid to the stock exchanges. The Equity shares of the Company have not been suspended from trading.

(g) Stock Code

Stock Code is 543214 on BSE and NDRAUTO on NSE.

International Securities Identification Number (ISIN) for NSDL and CDSL: INE07OG01012.

(h) Registrar and Share Transfer Agents: (For Demat Shares and for Physical Shares)

Beetal Financial & Computer Services (P) Limited, Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi 110062.

Phone: 01129961281; Email id: beetal@beetalfinancial.com

(i) Share Transfer System

In terms of the Listing Regulations, equity shares of the Company can only be transferred in dematerialised form. Requests for dematerialisation of shares are processed and confirmation thereof is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL), within the statutory time limit from the date of receipt of share certificates/ letter of confirmation after due verification.

(j) Distribution of Shareholding as on 31.03.2026:

S. NO.	NO. OF SHARES HELD	NO. OF HOLDERS	PERCENTAGE OF HOLDERS (%)	HOLDING	PERCENTAGE OF HOLDING (%)
1	UPTO 500	25669	95.98	1413799	5.94%
2	501 TO 1000	504	1.88	371613	1.60%
3	1001 TO 5000	429	1.60	882876	3.71%
4	5001 TO 10000	56	0.20	386868	1.42%
5	10001 TO 20000	47	0.18	694378	2.92%
6	20001 TO 30000	8	0.03	194110	0.82%
7	30001 TO 40000	6	0.03	228851	1.00%
8	40001 TO 50000	6	0.03	269539	1.13%
9	50001 TO 100000	10	0.04	743352	3.13%
10	100001 TO 500000	7	0.03	1204557	5.10%
11	500001 and ABOVE	1	0.003	17395361	73.13%
	TOTAL	26743	100%	23785304	100%

(k) Shareholding pattern as on 31.03.2026:

S. No.	Category	No. of	PERCENTAGE OF HOLDERS (%)	HOLDING	PERCENTAGE OF HOLDING (%)
1.	Promoters and Associate Companies:				
a.	Indian	1	0.004	17395361	73.13
b.	Foreign	-	-	-	-
2.	Non-Promoter Shareholding:				
a.	Other Corporate Bodies	118	0.44	590640	2.48
b.	Mutual Funds	-	-	-	-
c.	Financial Institutions	1	0.004	220	0.00
d.	NRIs	473	1.77	419742	1.76
e.	Trust	1	0.004	132	0.00
f.	Indian Public/HUF	26148	97.78	5350809	22.50
g.	IEPF Account	1	0.004	28400	0.12
h.	Others	-	-	-	-
	TOTAL	26743	100%	23785304	100%

(l) Dematerialisation of Shares and liquidity

Electronic holding of members comprises 99.91% of the paid-up Equity Shares of the Company as at 31st March, 2026. The Shares of the Company are available for trading with both the Depositories, namely; National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). As stipulated by Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon are submitted to stock exchanges, NSDL and CDSL and is also placed before the Board of Directors. No discrepancies were noticed during these audits.

(m) No GDRs/ADRs warrants, or any convertible instruments have been issued by the company.

(n) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of LODR Regulations: The Company did not raise any funds through preferential allotment or qualified institutions placement.

(o) Commodity price risk or foreign exchange risk and hedging activities: The Company is exposed to capital risk, market risk, credit risk and liquidity risk. The details of risks, including foreign exchange exposures as on March 31, 2026 are disclosed in Notes to the Financial Statements.

- (p) Pursuant to Schedule V of the LODR Regulations, the details of shares held in Unclaimed Suspense Account of “NDR Auto Components Limited – Unclaimed Suspense Account” , “NDR Auto Components Limited-Unclaimed Shares Demat Bonus Suspense Account” and “NDR Auto Components Limited- Bonus 2024 Suspense Account” with Beetal Financial & Computer Services (Pvt.) Limited. are as follows:

Type of Securities	Balance As on 31 st March, 2025		No. of shareholders who approached for transfer from Suspense Account and shares transferred from a/c		Balance As on 31 st March, 2026	
	No. of records	No. of shares	No. of records	No. of shares	No. of records	No. of shares
Equity Shares (NDR Auto Components Limited – Unclaimed Suspense Account)	11	155832	1	1200	10	154632
NDR Auto Components Limited-Unclaimed Shares Demat Bonus Suspense Account	24	46256	2	1200	22	45056
NDR Auto Components Limited- Bonus 2024 Suspense Account	24	21369	3	625	21	20744

(q) Plant Locations:

- | | |
|---|--|
| 1) Plant – I
C506, Block-C, Pioneer Industrial Park (Village Bhudaka), Pathredi, Gurugram, Haryana | 2) Plant- II
Plot No. 8, Sector 37, Gurugram, Haryana |
| 3) Plant-III
Plot No 293, Road No 2 (KIADB) Industrial Area 2nd Phase Harohalli Karnataka Taluk, Ramanagara Dist. 562112 | 4) Plant-IV
New Survey/ Block No.30 (Old Revenue Survey no. 403/9) Moje Naviyani, Taluka Dasada Distt. Surenderanagar, Part of Nihon Industrial Park, Gujarat |

(r) Registered Office:

NDR Auto Components Limited

Level-5, Regus Caddie Commercial Tower Hospitality District Aerocity, IGI Airport New Delhi 110037 | Tel.: +91 11 66544976 | Email: cs@ndrauto.com

(t) Investor Relation Cell address for Correspondence

Investors/ shareholders correspondence may be addressed either to the Company's Secretarial Department, contact person: Mr. Rajat Bhandari, Wholetime Director and Company Secretary, functioning at the corporate office of the Company at Gurugram or to its Registrar and Transfer Agent: Beetal Financial & Computer Services (P) Limited, contact person: Mr. Bhavendra Jha at Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi 110062.

(u) OTHER DISCLOSURES

Related Party Transactions

The particulars of transactions between the company and its related parties as per the terms of Ind AS-24, “Related Party Disclosures”, specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2015 and Regulation 23 of the LODR Regulations, are disclosed in Note No. 37(d) of Notes to Financial Statements. However, these transactions are not likely to have any conflict with the Company's interest. All related party transactions are generally with its associates and are entered into based on considerations of various business exigencies. All related party transactions are in the ordinary course of business and are negotiated on arm's length basis and are intended to further the Company's interests. Further, there were no materially significant related party transactions that were entered into during the year that have a potential conflict with the interests of your Company at large.

Penalties/ Strictures

No Strictures/Penalties have been imposed on the Company by the Stock Exchange or the Securities and Exchange Board of India (SEBI) or any statutory authority on any matters related to capital markets during the last three years, except during FY 2023-24:

- fine of Rs. 94,400/- each was imposed by both the stock exchanges towards 4 days delay in implementation of Bonus Issue from the date of Board Meeting
- fine of Rs. 11,800/- each was imposed by both the stock exchanges towards delay in/non-disclosure of record date/ dividend declaration or non-compliance with ensuring the prescribed time gap between two record dates/ book closure dates.

In the preparation of the financial statements, the Company has followed the Accounting Standards issued by ICAI. The significant accounting policies, which are consistently applied, have been set out in the Notes to the Accounts.

The Management Discussion and Analysis is an ongoing process within the Organization. An exercise on Business Risk was carried out covering the entire gamut of Business operations and the Board was informed of the same.

The Company has framed Whistle Blower Policy. No personnel had been denied access to the Audit Committee. Adoption of non-mandatory requirements as stipulated under Listing Regulations are being reviewed by the Board from time to time.

Details of compliance with mandatory requirements and adoption of non-mandatory requirements as specified in Part E of Schedule II of LODR Regulations 2015:

The Company has duly complied with all the mandatory requirements under Chapter IV of the SEBI (LODR), 2015. The Company has not adopted the non-mandatory (discretionary) requirements as mentioned in Part E of Schedule II of the SEBI (LODR), 2015 except that the Company has financial statement with unmodified audit opinion and the Internal Auditor reports directly to the Audit Committee.

Disclosure of Accounting Treatment

The financial statements of year under review have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (IND AS) prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable.

Disclosure Pursuant to Clause (2a) Of Schedule V (Annual Report) Of SEBI (LODR) (Amendment) Regulations, 2018 of transactions of the Company with any person or entity belonging to the Promoter/ Promoter group which hold(s) 10% or more shareholding in the listed entity.

Enclosed as annexure.

(u) CREDIT RATING

During the period under review following Credit Rating for the below mentioned instruments were assigned:

S. No.	Instrument	Rated Amount (Rs. crore)	Rating Action
1	Long-term - fund based – Dropline overdraft	20.00	[ICRA]A+ (Stable);
2	Long term/short-term- Fund based/ non fund based – working capital	15.00	[ICRA]A+ (Stable)/ [ICRA]A1+;
3	Long term/Short term–Unallocated	65.00	[ICRA]A+ (Stable)/ [ICRA]A1+;

(v) CODE OF CONDUCT

In terms of the requirement of Regulation 17(5)(a) of the Securities and Exchange Board of India (Listing and Disclosure Obligations) Regulations 2015 [“SEBI (LODR), 2015”] & Section 149(8) read with Schedule IV of the Companies Act, 2013 (“the Act”), the Board of Directors has adopted the Code of Conduct for Directors and Senior Management. The said Code has been communicated to the Directors and the Members of the Senior Management. A copy of code of conduct has been made available to stock exchange for its wide circulation and has been posted at the website of the Company. All Board members and senior management personnel affirm their compliance with the Code on an annual basis. A declaration to this effect signed by the Wholtime Director of the Company forms part of this Annual Report of the Company.

(w) CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

The Company has adopted a Code for Prevention of Insider Trading as per SEBI (Prohibition of Insider Trading) Regulations, 2015. All Directors and Designated Employees/ persons who could have access to the Unpublished Price Sensitive Information are governed by the said Code.

(x) PREVENTION OF SEXUAL HARASSMENT

Your Company has zero tolerance for sexual harassment at its workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

An Internal Committee has been constituted in accordance with the provisions of the POSH Act to redress complaints received regarding sexual harassment and all the provisions regarding the constitution are complied with. During the year under review, the status of complaints on sexual harassment is as follows:

No. of Complaints filed during the financial year: nil

No. of Complaints disposed of during the financial year: nil No. of complaints pending as on the end of financial year: nil

(y) REPORT ON CORPORATE GOVERNANCE

A report on Corporate Governance forms part of this Annual Report of the Company and is being sent to the shareholders accordingly.

Disclosures of Compliance with Corporate Governance Requirements

The Company has complied with Corporate Governance Requirements as specified in Regulation 17 to 27 of LODR.

The Company has complied with Clause (b) to (i) of sub regulation (2) of Regulation 46, relating to website disclosures. The

Company's website contains a separate section 'Investor Relations' where members can access the details of the Board, Policies, the Board Committee, financials, details of unclaimed dividend and shares transferred/ liable to be transferred to IEPF, Stock exchange disclosures etc.

(z) CERTIFICATIONS

In compliance with Regulation 17(8) and 33 of the SEBI (LODR), 2015, the Company duly places a Certificate signed by Wholetime Director and Chief Financial Officer of the Company before the Board of Directors.

The Company has obtained a certificate from its Secretarial Auditor regarding compliance of conditions of Corporate Governance stipulated under Listing Regulations and the said certificate is attached to the Boards Report and forms a

part of the Annual Report. The said certificate is sent to the shareholders and Stock Exchanges along with the Annual Report of the Company.

A certificate from the Company Secretary in Practice has been received stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/ Ministry of Corporate Affairs or any such statutory authority, attached as Annexure.

(aa) REMUNERATION TO STATUTORY AUDITORS

M/s S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Regn. No. 301003E/ E300005) the Company's Statutory Auditor is responsible for performing an independent audit of the Financial Statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in India.

As required under Regulation 34 read with Part C of the Schedule V of the LODR Regulations, the total fees paid by the Company is Rs. 40 lakhs (and its subsidiaries – Not Applicable) on a consolidated basis to the Statutory auditor and all entities in the network firm/ entity of which the statutory auditor is a part.

DISCLOSURE PURSUANT TO CLAUSE (2A) OF SCHEDULE V (ANNUAL REPORT) OF SEBI (LODR) (AMENDMENT) REGULATIONS, 2018

Disclosures of transactions of the listed entity with any person or entity belonging to the Promoter/ Promoter group which hold(s) 10% or more shareholding in the listed entity

A. Names of promoter/ promoter group, with 10% or more shareholding and description of relationship:

S. No.	Names of promoter/ promoter group, with 10% or more shareholding	Nature of relationship
1	Rohit Relan Family Trust*	Promoter
2	Rohit Relan	Promoter and Director
3	Ritu Relan	Promoter Group

* In order to streamline the succession and welfare of the family members of Promoters and their lineal descendants, during the year under review, Promoter and Promoter Group of NDR Auto Components Limited transferred 1,73,95,361 (73.13%) Equity Shares of Rs.10/- each by way of gift to Rohit Relan Family Trust on September 26, 2025. Pursuant to SEBI Exemption order dated August 13, 2025, Rohit Relan Family Trust was granted exemption from complying with the requirements of sub-regulation (1) of regulation 3 and regulation 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Particulars		2025-26	2024-25
1	Sitting Fees to Director Mr. Rohit Relan	6.00	7.20
2	Dividend Paid Mr. Rohit Relan	315.20	214.86

Annexure

CERTIFICATE OF CODE OF CONDUCT FOR THE YEAR 2025-26

NDR Auto Components Limited is committed to conducting its business in accordance with the applicable laws, rules and regulations and with the highest standards of business ethics.

As provided under Listing Regulations, I hereby certify that all the Board Members and Senior Management Personal have affirmed the compliance with the Code of Conduct for Directors and Senior Management for the year ended 31st March, 2026.

For NDR Auto Components Limited

Rajat Bhandari

Executive Director
(DIN: 02154950)

CEO / CFO Certification

To
The Board of Directors
NDR Auto Components Limited

As provided under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we certify the following to the Board that for the year ended 31st March, 2026:

- A. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2026 and to the best of our knowledge and belief:
 - (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee:
 - (1) that there have been no changes in internal control over financial reporting during the year;
 - (2) that there have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) There were no instances of fraud of which we have become aware.

For NDR Auto Components Limited

For NDR Auto Components Limited

Dated : May 11, 2026
Place : Gurugram

Rajat Bhandari
Executive Director & Company Secretary

Vikram Krishan Rathi
Chief Financial Officer

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The members of **NDR Auto Components Limited**
CIN L29304DL2019PLC347460

I have examined the compliance of conditions of Corporate Governance by the Company for the year ended 31st March, 2026 as stipulated under Regulation 17 to 27, clauses (b) to (i) of sub-regulation (2) of 46, para C, D and E of Schedule V and any other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with the relevant records/documents maintained by the Company furnished to me for my review and report on Corporate Governance as approved by the Board of Directors.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit, nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and representation made by the Directors and the management, I confirm that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations, 2015.

I further state that such compliance 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.

Place : New Delhi
Date : 08/05/2026

R.S. Bhatia
Practicing Company Secretary
CP No. 2514
UDIN: F002599H000313085
Peer Review No.: 1496/2021

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTOR

(Pursuant to regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015)

The Members of

NDR AUTO COMPONENTS LIMITED

Address: Level-5, Regus, Caddie Commercial Tower,
Hospitality District, Aerocity, IGI Airport,
New Delhi-110037

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of NDR Auto Components Limited having CIN No. L29304DL2019PLC347460 and having registered office at Level-5, Regus, Caddie Commercial Tower, Hospitality District, Aerocity, IGI Airport, New Delhi-110037 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing obligations and Disclosure Requirements) Regulation 2015.

In my opinion and to the best of my information and according to the verifications (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby Confirm that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in the Company
1.	Mr. Rohit Relan	00257572	23/10/2020
2.	Mr. Sanjiv Kapur	00755441	23/10/2020
3.	Ms. Shyamla Khera	06929439	23/10/2020
4.	Ms. Vanita Chhabra	02161276	30/11/2020
5.	Ms. Deepa Gopalan Wadhwa	07862942	30/11/2020
6.	Mr. Rishabh Relan	07726444	23/10/2020
7.	Mr. Pranav Relan	07177944	23/10/2020
8.	Mr. Ayush relan	07716326	23/10/2020
9.	Mr. Rajat Bhandari	02154950	30/11/2020

Ensuring the eligibility for the appointment / continuity of Director on the Board is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these based on our verification. 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.

Place : New Delhi
Date : 08/05/2026

R. S. Bhatia
Practicing Company Secretary
CP No. 2514 M.No. 2599
Peer Review No. 1496/2021
UDIN: F002599H000313052

Independent Auditor's Report

To the Members of NDR Auto Components Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of NDR Auto Components Limited ("the Company"), which comprise the Balance sheet as at March 31, 2026, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter – Income Tax Search

We draw attention to note 27A(i) of the standalone financial statements 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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2026. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key audit matters	How our audit addressed the key audit matter
Revenue recognition including price variations (as described in note 28 of the standalone financial statements)	
Revenue is measured by the Company at the fair value of consideration received/ receivable from its customers and in determining the transaction price for the sale of products, the Company considers the effects of price variations provided to the customer. The Company's business also requires passing on price variations to the customer for the sales made by the Company. The Company at the year end, has provided for such price variations to be passed on to the customer. The estimated price variations at the year-end are shown under note 28 to the standalone financial statements. We have considered this as a key audit matter on account of the significant judgement and estimate involved in calculation of price variations to be recorded as at the year end	Our audit procedures included the following: - Assessed the Company's accounting policy for revenue recognition including the policy for recording price variations in terms of Ind AS 115. - Obtained understanding of the revenue process, and the assumptions used by the management in the process of calculation of price variations, including design and implementation of controls, and tested the operating effectiveness of these controls. - Tested completeness and arithmetical accuracy of the data used in the computation of price variations. - Obtained and reviewed balance confirmation from customers to ensure the existence of trade receivables. - Tested, on sample basis, debit/ credit notes in respect of agreed price variations passed on to the customers. Assessed the revenue-related disclosures included in note 28 to the standalone financial statements

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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 management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding

independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2026 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

The standalone financial statements of the Company for the year ended March 31, 2025, included in these standalone financial statements, have been audited by the predecessor auditor who expressed an unmodified opinion on those statements on May 09, 2025.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph (j)vi below on reporting under Rule 11(g);
 - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) The matter described in Emphasis of Matter – Income tax search paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
 - (f) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (g) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(b) above on reporting under Section 143(3)(b) and paragraph (j)vi below on reporting under Rule 11(g)
 - (h) With respect to the adequacy of the internal financial controls with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
 - (i) In our opinion, the managerial remuneration for the year ended March 31, 2026 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.
 - (j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer note 27(A) to the standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;
 - iv. a) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 37(p) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 37(p) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies),

including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) of Rule 11(e) contain any material misstatement.
- v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

As stated in note 37(l) to the standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

- vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated for all relevant transactions recorded in the software except that the audit trail is not enabled for direct changes to database using certain access rights, as described in note 37(n) to the standalone financial statements. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, in respect of accounting software where the audit trail has been enabled.

Additionally, the audit trail of relevant prior years has been preserved by the company as per the statutory requirements for record retention, to the extent it was enabled and recorded in those respective years, as stated in note 37(n) to the standalone financial statements

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

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per **Amit Chugh**

Partner

Membership Number: 505224

UDIN: 26505224IDHNTR7790

Place of Signature: Gurugram

Date: May 11, 2026

Annexure '1' referred to in paragraph under the heading "Report on other legal and regulatory requirements" of our report of even date

Re: NDR Auto Components Limited ("the Company")

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
(B) The Company has maintained proper records showing full particulars of intangibles assets.
- (b) All Property, Plant and Equipment were physically verified by the management in the previous year in accordance with a planned programme of verifying them once in three years which is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee, and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2026.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) Physical verification of inventory has been conducted at reasonable intervals during the year by management except for inventories lying with third parties. In our opinion, the coverage and procedure of such verification by the management is appropriate. There were no discrepancies of 10% or more noticed, in the aggregate for each class of inventory.
- (b) As disclosed in note 37(m) to the standalone financial statements, the Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the standalone financial statements, the quarterly returns/statements filed by the Company with such banks are in agreement with the unaudited books of accounts of the Company. The Company do not have sanctioned working capital limits in excess of Rs. five crores in aggregate from financial institutions during the year on the basis of security of current assets of the Company.
- (iii) (a) During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties other than loan given to subsidiary, details of which are follow:

(Amount in lakhs)

	Guarantees	Security	Loans	Advances in nature of loans
Aggregate amount granted/ provided during the year				
- Subsidiaries	-	-	200	-
- Joint Ventures	-	-	-	-
- Associates	-	-	-	-
Balance outstanding as at balance sheet date in respect of above cases				
- Subsidiaries	-	-	200	-
- Joint Ventures	-	-	-	-
- Associates	-	-	-	-

- (b) The terms and conditions of the grant of loans to subsidiary during the year is not prejudicial to the Company's interest.
- (c) In respect of loan provided by the Company, the schedule of repayment of principal has been stipulated.
- (d) The Company has not granted loans or advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties other than loan given to subsidiary which are overdue for more than ninety days.

- e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties which had fallen due during the year.
- f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) Loans, investments, guarantees and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the products/services of the Company.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, employees' state insurance, income-tax, duty of customs, cess and other statutory dues applicable to it though there has been a slight delay in a few cases of provident fund. The provisions relating to sales tax, service tax, duty of excise and value added tax are not applicable to the Company. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (b) The dues of goods and services tax and income tax that have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (In Rs. Lakhs)	Amount paid under protest (Rs. Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Goods and Service tax	Penalty demand on differential tax paid on HSN classification of two wheelers and parts thereof	155.29*	-	November 2024 to September 2025	Deputy Assistant Commissioner of State Tax, Regional GST Audit
Goods and Service tax	Penalty demand on differential tax paid on HSN classification of two wheelers and parts thereof	496.26*	-	April 2020 to January 2024	Additional/Joint Commissioner CGST Commissionerate
Goods and Service tax	Mismatch in ITC claimed in GSTR-3B and GSTR-2A	26.59	2.66	FY 2020-21	Joint Commissioner of State tax
Income-tax Act, 1961	Demand against search and seizure	155.58	-	AY 2020-21	Deputy Commissioner of Income Tax (rectification application filed)
Income-tax Act, 1961	Demand against search and seizure	211.32	-	AY 2021-22	CIT (Appeals)**
Income-tax Act, 1961	Demand against search and seizure	39.32	-	AY 2022-23	CIT (Appeals)
Income-tax Act, 1961	Penalty demand against search and seizure	142.20	-	AY 2021-22 & 2022-23	CIT (Appeals)

* excluding interest

**The Company is in the process of filing appeal with ITAT.

There are no dues of provident fund, employees' state insurance, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues which have not been deposited on account of any dispute.

- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix)
 - (a) The Company did not have any outstanding loans or borrowings or interest thereon due to any lender during the year. Accordingly, the requirement to report on clause ix(a) of the Order is not applicable to the Company.
 - (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - (c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause (ix) (c) of the Order is not applicable to the Company.
 - (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
 - (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
 - (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- (x)
 - (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
 - (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi)
 - (a) No material fraud by the Company or no material fraud on the Company has been noticed or reported during the year
 - (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor, secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii)
 - (a) The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a) of the Order is not applicable to the Company.
 - (b) The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(b) of the Order is not applicable to the Company.
 - (c) The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(c) of the Order is not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the standalone financial statements, as required by the applicable accounting standards.
- (xiv)
 - (a) The Company has an internal audit system commensurate with the size and nature of its business.
 - (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi)
 - (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
 - (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.
 - (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
 - (d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) The previous statutory auditors of the Company have resigned during the year and we have taken into consideration the issues, objections or concerns raised by the outgoing auditors.

- (xix) On the basis of the financial ratios disclosed in note 37(k) to the standalone financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 37(f) to the standalone financial statements.
- (b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. This matter has been disclosed in note 37(f) to the standalone financial statements.
- (xxi) The requirement to report on clause 3(xxi) of the Order is not applicable to the standalone financial statements of the Company.

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

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per **Amit Chugh**

Partner

Membership Number: 505224

UDIN: 26505224IDHNTR7790

Place of Signature: Gurugram

Date: May 11, 2026

**ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF
NDR AUTO COMPONENTS LIMITED**

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

We have audited the internal financial controls with reference to standalone financial statements of NDR Auto Components Limited ("the Company") as of March 31, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls With Reference to these Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Standalone Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

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

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per **Amit Chugh**

Partner

Membership Number: 505224

UDIN: 26505224IDHNTR7790

Place of Signature: Gurugram

Date: May 11, 2026

NDR AUTO COMPONENTS LIMITED

STANDALONE BALANCE SHEET AS AT 31ST MARCH 2026

CIN: L29304DL2019PLC347460

(Rs. in lakhs, except as otherwise stated)

	Notes	As at 31st March 2026	As at 31st March 2025
ASSETS			
I Non-current assets			
Property, plant and equipment	5(i)	20,125.26	12,413.36
Capital work in progress	6	818.54	2,770.31
Intangible assets	5(ii)	1.75	5.85
Right of use assets	5(iii)	3,940.72	2,879.37
Financial assets			
(i) Investments	7	2,465.00	165.00
(ii) Loans	8(i)	200.00	1,000.00
(iii) Others financial assets	8(ii)	287.48	230.40
Deferred tax assets (net)	22	26.99	42.16
Income tax assets (net)	26(i)	55.64	38.34
Other Non-current assets	10	369.71	1,518.92
Total Non-Current Assets		28,291.09	21,063.71
II Current assets			
Inventories	11	4,770.76	4,427.84
Financial assets			
(i) Trade receivables	12	10,081.65	9,348.14
(ii) Cash and cash equivalents	13	1,333.58	5,080.06
(iii) Bank balances other than (ii) above	14	715.46	1,206.72
(iv) Loans	9(i)	-	700.00
(v) Other financial assets	9(ii)	578.09	30.04
Other current assets	15	444.70	549.17
Total Current Assets		17,924.24	21,341.97
Total Assets		46,215.33	42,405.68
EQUITY AND LIABILITIES			
I Equity			
Equity share capital	16	2,378.53	2,378.53
Other equity	17	26,327.92	21,670.69
Total Equity		28,706.45	24,049.22
II Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Lease liabilities	18	2,892.42	2,863.61
Provisions	20	267.92	156.20
Total Non Current Liabilities		3,160.34	3,019.81
Current liabilities			
Financial liabilities			
(i) Lease liabilities	19	451.40	377.80
(ii) Trade payables			
- Total outstanding dues of micro enterprises and small enterprises	23	987.85	824.88
- Total outstanding dues of creditors other than micro enterprises and small enterprises	23	11,486.03	12,283.37
(iii) Other financial liabilities	24	572.97	357.02
Other current liabilities			
(i) Contract Liabilities	25	418.76	919.66
(ii) Other Current Liabilities	25	356.24	503.24
Provisions	21	75.29	43.74
Current Tax liabilities	26(ii)	-	26.94
Total Current Liabilities		14,348.54	15,336.65
Total Equity and Liabilities		46,215.33	42,405.68
Summary of Material accounting policies	2		
Contingent liabilities and commitments	27		
Notes to Standalone financial statements	1 - 37		

The accompanying notes form an integral part of these standalone financial statements

As per our report of even date attached

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Registration No. 301003E/E300005

per Amit Chugh

Partner

Membership no. 505224

Place: Gurugram

Date: May 11, 2026

For and on behalf of Board of Directors

ROHIT RELAN

Co-Chairman & Director

DIN: 00257572

Place: New Delhi

Date: May 11, 2026

PRANAV RELAN

Whole Time Director

DIN: 07177944

Place: Gurugram

Date: May 11, 2026

VIKRAM KRISHAN RATHI

Chief Financial Officer

Place: Gurugram

Date: May 11, 2026

RAJAT BHANDARI

Executive Director and

Company Secretary

DIN: 02154950

Place: Gurugram

Date: May 11, 2026

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2026

CIN: L29304DL2019PLC347460

(Rs. in lakhs, except as otherwise stated)

	Notes	Year Ended 31st March 2026	Year Ended 31st March 2025
I INCOME			
Revenue from operations	28	82,253.80	71,277.91
Other income	29	486.46	576.17
Total income		82,740.26	71,854.08
II EXPENSES			
Cost of materials and components consumed	30	61,510.85	54,421.97
(Increase)/decrease in inventories of finished goods and work in progress	31	(211.40)	(158.24)
Employee benefits expense	32	2,867.78	2,161.19
Finance costs	33	326.96	323.47
Depreciation and amortization expenses	34	2,105.45	1,611.57
Other expenses	35	9,006.59	7,520.61
Total expenses		75,606.23	65,880.57
III Profit before exceptional items and tax (I - II)		7,134.03	5,973.51
IV Exceptional expenses	32(i)	64.75	-
V Profit before tax (III - IV)		7,069.28	5,973.51
VI Tax expenses			
Current tax	22	1,739.49	1,469.32
Deferred tax expenses/(credit)	22	15.17	(4.19)
Adjustment of tax relating to earlier years	22	9.68	-
Income tax expense		1,764.34	1,465.13
VII Profit for the year after tax (V - VI)		5,304.94	4,508.38
VIII Other comprehensive income			
Items that will not be reclassified to Statement of profit or loss:			
Re-measurement gains/ (losses) on defined benefit plans (Refer note 37(b))		8.52	(5.77)
Income tax effect		(2.14)	1.45
Other comprehensive income for the year, net of tax		6.38	(4.32)
IX Total comprehensive income for the year, net of tax (VII + VIII)		5,311.32	4,504.06
X Earnings per equity share of Rs. 10 each:			
(i) Basic (Rs.)	36	22.30	18.95
(ii) Diluted (Rs.)	36	22.30	18.95
Summary of Material accounting policies	2		
Contingent liabilities and commitments	27		
Notes to Standalone financial statements	1 - 37		

The accompanying notes form an integral part of these standalone financial statements

As per our report of even date attached

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Registration No. 301003E/E300005

per Amit Chugh

Partner

Membership no. 505224

Place: Gurugram

Date: May 11, 2026

For and on behalf of Board of Directors
ROHIT RELAN

Co-Chairman & Director

DIN: 00257572

Place: New Delhi

Date: May 11, 2026

PRANAV RELAN

Whole Time Director

DIN: 07177944

Place: Gurugram

Date: May 11, 2026

VIKRAM KRISHAN RATHI

Chief Financial Officer

Place: Gurugram

Date: May 11, 2026

RAJAT BHANDARI

Executive Director and

Company Secretary

DIN: 02154950

Place: Gurugram

Date: May 11, 2026

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

CIN: L29304DL2019PLC347460

(Rs. in lakhs, except as otherwise stated)

	Notes	Year Ended 31st March 2026	Year Ended 31st March 2025
I. 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 expense	34	2,105.45	1,611.57
Loss/(profit) on disposal of property, plant and equipment	35	9.49	(20.35)
Finance cost	33	60.00	90.13
Interest on lease liabilities	33	266.96	233.34
Interest income	29	(103.66)	(259.78)
Dividend income	29	(198.00)	(144.95)
Net (gain) on sale of investment	29	-	(32.66)
Unrealised (gain) on foreign exchange fluctuation	35	10.22	1.11
Liabilities no longer required written back	29	(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	11	(342.92)	(1,454.45)
(Increase)/decrease in trade receivables	12	(733.51)	(636.55)
(Increase)/decrease in other financial assets	8(ii), 9(ii)	(1,695.53)	(50.58)
(Increase)/decrease in other assets	10, 15	87.75	480.07
Increase/(decrease) in trade payables	23	(602.83)	2,971.96
Increase/(decrease) in other liabilities	25	(647.90)	1,200.26
Increase/(decrease) in other financial liabilities	24	652.06	(83.62)
Increase/(decrease) in contract liabilities	25	(500.90)	-
Increase/(decrease) in provisions	20, 21	151.79	88.57
Cash generated from operating activities		5,545.99	9,927.67
Income tax paid (net of refunds)	26(i), 22	(1,795.55)	(1,545.34)
Net cash flow generated from operating activities		3,750.44	8,382.33
II. CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment and intangibles including capital work in progress, capital advances net of capital creditors	5(i)	(6,154.32)	(4,798.70)
Proceeds from disposal of property, plant and equipment	5(i)	18.78	37.61
Loan given to related party	8(ii), 9(i)	(200.00)	-
Loan repaid by related party	8(ii), 9(ii)	1,700.00	-
Fixed deposits made during the year	14	(2,520.94)	(8,583.40)
Proceeds from maturity of bank deposits during the year	14	3,017.97	8,548.77
Dividend received from associate	29	198.00	144.95
Purchase of investments in subsidiaries, joint ventures	7	(2,300.00)	(1,569.42)
Sale of current investments	7	-	1,716.88
Interest income received	29	95.77	254.09
Net cash (used in) investing activities		(6,144.74)	(4,249.22)
III. CASH FLOWS FROM FINANCING ACTIVITIES:			
(Repayments) of borrowings		-	(170.01)
Dividend paid on equity shares	17	(648.33)	(441.50)
Principal payment of lease liabilities	18, 19	(386.55)	(305.93)
Interest payment of lease liabilities	33	(257.46)	(233.34)
Payment of interest on borrowings	33	(59.84)	(91.22)
Net cash (used in) financing activities		(1,352.18)	(1,242.00)
Net increase/(decrease) in cash and cash equivalents (I+II+III)		(3,746.48)	2,891.11
Cash and cash equivalents at the beginning of the year	13	5,080.06	2,188.95
Cash and cash equivalents at the end of the year		1,333.58	5,080.06
Components of cash and cash equivalents			
Cash and cash equivalents (Refer note 13)			
Balances 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. Refer note 23C for the change in liabilities arising from financing activities

Summary of Material accounting policies

Contingent liabilities and commitments

Notes to Standalone financial statements

The accompanying notes form an integral part of these standalone financial statements

As per our report of even date attached

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Registration No. 301003E/E300005

per Amit Chugh

Partner

Membership no. 505224

Place: Gurugram

Date: May 11, 2026

For and on behalf of Board of Directors

ROHIT RELAN

Co-Chairman & Director

DIN: 00257572

Place: New Delhi

Date: May 11, 2026

VIKRAM KRISHAN RATHI

Chief Financial Officer

Place: Gurugram

Date: May 11, 2026

PRANAV RELAN

Whole Time Director

DIN: 07177944

Place: Gurugram

Date: May 11, 2026

RAJAT BHANDARI

Executive Director and

Company Secretary

DIN: 02154950

Place: Gurugram

Date: May 11, 2026

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2026

CIN: L29304DL2019PLC347460

I Equity Share Capital (Refer note 16)

(Rs. in lakhs, except as otherwise stated)

	Nos.	Amount
Equity Shares of Rs. 10 each issued, subscribed and fully paid up		
As at 1st April, 2024	11,892,652	1,189.27
Changes in equity share capital during the year	11,892,652	1,189.27
Balance as at 31st March, 2025	23,785,304	2,378.53
As at 1st April, 2025	23,785,304	2,378.53
Changes in equity share capital during the year	-	-
Balance as at 31st March, 2026	23,785,304	2,378.53

II Other Equity (Refer note 17)

(Rs. in lakhs, except as otherwise stated)

	Reserves & Surplus		Total
	Capital Reserve	Retained Earnings	
As at 1st April, 2024	12,525.56	6,276.30	18,801.86
Profit for the year	-	4,508.38	4,508.38
Other comprehensive (loss), net of tax	-	(4.32)	(4.32)
Dividend paid during the year	-	(445.96)	(445.96)
Issue of Bonus Shares (Refer note 16(f))	-	(1,189.27)	(1,189.27)
Balance as at 31st March, 2025	12,525.56	9,145.13	21,670.69
As at 1st April, 2025	12,525.56	9,145.13	21,670.69
Profit for the year	-	5,304.94	5,304.94
Other comprehensive income, net of tax	-	6.38	6.38
Dividend paid during the year	-	(654.09)	(654.09)
Issue of Bonus Shares	-	-	-
Balance as at 31st March, 2026	12,525.56	13,802.36	26,327.92
Summary of Material accounting policies	2		
Contingent liabilities and commitments	27		
Notes to Standalone financial statements	1 - 37		

The accompanying notes form an integral part of these standalone financial statements

As per our report of even date attached

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Registration No. 301003E/E300005

per Amit Chugh

Partner

Membership no. 505224

Place: Gurugram

Date: May 11, 2026

For and on behalf of Board of Directors**ROHIT RELAN**

Co-Chairman & Director

DIN: 00257572

Place: New Delhi

Date: May 11, 2026

PRANAV RELAN

Whole Time Director

DIN: 07177944

Place: Gurugram

Date: May 11, 2026

VIKRAM KRISHAN RATHI

Chief Financial Officer

Place: Gurugram

Date: May 11, 2026

RAJAT BHANDARI

Executive Director and

Company Secretary

DIN: 02154950

Place: Gurugram

Date: May 11, 2026

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026**CIN: L29304DL2019PLC347460****1 Corporate Information**

The standalone financial statements comprise standalone financial statements of NDR Auto Components Limited (the Company) (CIN L29304DL2019PLC347460) for the year ended 31st March 2026. The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on two recognised stock exchanges in India, viz., Bombay Stock Exchange Limited & National Stock Exchange of India Limited. The registered office of the Company is located at Level-5, Regus Caddie Commercial Tower, Hospitality District Aerocity, IGI Airport, New Delhi 110037.

The Company is primarily engaged in the manufacturing, fabricating and assembling of every kind of automotive components including seats, spare parts and components for the seats and to deal in each and every kind of activity associated with the manufacture and trading of any kind of components, whether directly or indirectly or whether in India or abroad. Information on other related party relationships of the Company is provided in Note 37(d).

The standalone financial statements were approved for issue in accordance with a resolution passed by the Board of Directors of the Company on 11th May 2026.

The standalone financial statements once approved by the Board of directors needs to be adopted by the shareholders at the annual general meeting of the company. The Board of directors can withdraw and re-issue the standalone financial statements so adopted only in specific cases such as non-compliance with the applicable accounting standards, with the approval of Tribunal, after following the appropriate procedure as per CA 2013.

2. Material Accounting policies**2.1 Basis of preparation**

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013 (as amended from time to time), (Ind AS compliant Schedule III), as applicable to the standalone financial statements.

The preparation of standalone financial statements in conformity with Ind AS, requires management to make estimates, judgments and assumptions that affects the application of accounting policies and reported amount of assets, liabilities, income and expenses and the disclosures of the contingent assets and liabilities at the date of standalone financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to estimate is recognized prospectively in current and future periods.

The standalone financial statements have been prepared on a historical cost convention on an accrual basis except for certain financial instruments, financial assets, and defined employee benefits plan, which have been measured at fair value or at revalued amount.

The accounting policies and related notes further described the specific measurements applied for each of the assets and liabilities.

The standalone financial statements are presented in Rs. and all values are rounded to nearest Lakhs (Rs. 00,000) except when otherwise stated.

The Company has prepared the financial statement on the basis that it will continue to operate as a going concern.

2.2 Property, plant and equipment

Items of property, plant and equipment except items stated below are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Capital work in progress is stated at cost, net of accumulated impairment loss, if any. Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date. It is capitalised from the date construction is complete and asset is ready for its intended use.

Land is measured at fair value less accumulated impairment losses recognised at the date of revaluation. Buildings are measured at fair value less accumulated depreciation on buildings and impairment losses recognised at the date of revaluation. Valuations are performed with sufficient frequency to ensure that the carrying amount of a revalued asset does not differ materially from its fair value.

A revaluation surplus is recorded in OCI and credited to the revaluation surplus in equity. However, to the extent that it reverses a revaluation deficit of the same asset previously recognised in profit or loss, the increase is recognised in profit or loss. A revaluation deficit is recognised in the P&L, except to the extent that it offsets an existing surplus on the same asset recognised in the revaluation surplus.

An annual transfer from the revaluation surplus to retained earnings is made for the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset's original cost. Additionally, accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. Upon disposal, any revaluation surplus relating to the particular asset being sold is transferred directly to retained earnings.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the P&L when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation on property, plant and equipment is calculated on straight line basis over the useful lives of the assets are as follow:

Nature	Method	Estimated useful life (years)*	Useful life as per Companies Act, 2013 (years)
Plant and machinery	Straight line method	5-20	15
Electrical fittings	Straight line method	15	10
Tools and dies	Straight line method	10	15
Furniture and Fixtures	Straight line method	10	10
Vehicles	Straight line method	8	8
Office Equipment	Straight line method	5	5
Computers	Straight line method	3 and 6	3 and 6
Building	Straight line method	30	30

* Useful life of certain assets are different than the life prescribed under Schedule II to the Companies Act, 2013 and those has been determined based on technical evaluation by the management. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Electrical fittings and plant & machinery has been depreciated over useful life different from life specified in Schedule II of Companies Act, 2013 based on the technical estimates made by the management, it believes that the useful lives as given above represent the period over which the assets are expected to be used.

Assets having value less than Rs. 5,000 are depreciated fully in the year of purchase.

2.3 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs (refer below policy for R&D costs), are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the P&L unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the P&L when the asset is derecognised.

Research and Development cost

Research costs are expensed as incurred. Development expenditure incurred on an individual project is recognised as an intangible asset when the Company can demonstrate all the following:

- i) The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- ii) Its intention to complete and ability and intention to use or sell the asset;
- iii) How the asset will generate future economic benefits;
- iv) The availability of adequate resources to complete the development and to use or sale the asset; and
- v) The ability to measure reliably the expenditure attributable to the intangible asset during development.

Following the initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is ready for the intended use. It is amortised on straight line basis over the estimated useful life. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

2.4 Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's, recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Company's impairment calculation is based on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For the remaining economic life of the asset or cash-generating unit (CGU), a long-term growth rate is calculated and applied to projected future cash flows after the fifth year.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining economic life.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such an indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

2.5 Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease term.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (Impairment of non-financial assets).

ii) Lease liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its weighted average cost of debts as incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short term leases and leases of low value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option).

The Company applies the low-value asset recognition exemption on a lease-by-lease basis, if the lease qualifies as leases of low-value assets, with a value when new of up to Rs. 3 lacs. In making this assessment, the Company also factors below key aspects:

- The assessment is conducted on an absolute basis and is independent of the size, nature, or circumstances of the lessee.
- The assessment is based on the value of the asset when new, regardless of the asset's age at the time of the lease.
- The lessee can benefit from the use of the underlying asset either independently or in combination with other readily available resources, and the asset is not highly dependent on or interrelated with other assets.
- If the asset is subleased or expected to be subleased, the head lease does not qualify as a lease of a low-value asset.

Based on the above criteria, the Company has classified leases of water coolers as leases of low value assets.

Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognized as per the terms of lease agreement. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

2.6 Foreign Currencies

Items included in the standalone financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Company's standalone financial statements are presented in Indian rupee (Rs.) which is also the Company's functional and presentation currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate prevailing at the date of transaction.

Measurement of foreign currency items at the balance sheet date

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Exchange differences

Exchange differences arising on settlement or translation of monetary items are recognized as income or expense in the period in which they arise with the exception of exchange differences arising on reporting of long term foreign currency monetary items at rates different from those at which they were initially recorded in so far as they relate to the acquisition of depreciable capital assets are shown by addition to/deduction from the cost of the assets as per exemption provided under IND AS 21 read along with Ind AS 101 appendix 'D' clause-D13AA.

2.7 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are recognized as expense in the period in which they occur.

Borrowing cost includes interest and other costs incurred in connection with the borrowing of funds and charged to Statement of Profit & Loss on the basis of effective interest rate.

2.8 Inventories**a. Basis of valuation:**

Inventories are valued at the lower of cost and net realisable value after providing cost of obsolescence, if any.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- **Raw materials:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.
- **Finished goods and work in progress:** cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost is determined on first in, first out basis.
- **Traded goods:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Initial cost of inventories includes the transfer of gains and losses on qualifying cash flow hedges, recognised in OCI, in respect of the purchases of raw materials.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.9 Cash and cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash at banks and on hand and short-term deposits, as defined above net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

2.10 Employees Benefits**i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employee service upto the end of the reporting period and are measured at the amount expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

ii) Other long-term employee benefit obligations**a) Gratuity**

The Employee's Gratuity Fund Scheme, which is defined benefit plan, is maintained with Life Insurance Corporation. The liabilities with respect to Gratuity Plan are determined by actuarial valuation on projected unit credit method on the balance sheet date, based upon which the Company contributes to the Company Gratuity Scheme. The difference, if any, between the actuarial valuation of the gratuity of employees at the year end and the balance of funds is provided for as

assets/ (liability) in the books. Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognizes the following changes in the net defined benefit obligation under Employee benefit expense in statement of profit or loss:

1. Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements.

2. Net interest expense or income.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

b) Provident fund

Retirement benefits in the form of Provident fund / Pension Schemes are defined contribution schemes and the contributions are charged to the statement of profit and loss of the year when the contributions to the respective funds become due. The Company has no obligation other than contribution payable to these funds.

c) Compensated Absences

Accumulated leaves which are expected to be utilized within next 12 months are treated as short term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement and is discharged by the year end. The Company recognizes expected cost of short-term employee benefit as an expense, when an employee renders the related service.

The Company treats accumulated leaves to be carried forward beyond 12 months as long-term employee benefits for measurement purpose, such long term compensated absence are provided for based on actuarial valuation which is done as per projected unit credit method at year end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

2.11 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets & liabilities on the basis of the nature, characteristics and the risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.12 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i) Financial assets

The Company classified its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through OCI or through profit & loss).
- Those measured at amortized cost.

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in 2.13 "Revenue from contracts with customers".

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

The Company's financial assets are only classified as debt instruments at amortised cost.

Financial Assets at amortized cost (Debt instruments)

A "financial asset" is measured at the amortized cost if both the following conditions are met:

- 1) Business model test: The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows (rather than to sell the instrument prior to its contractual maturity to release its fair value change), and
- 2) Cash flow characteristics test: Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. EIR is the rate that exactly discount the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate to the gross carrying amount of financial assets. When calculating the effective interest rate the company estimate the expected cash flow by considering all contractual terms of the financial instruments. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

Financial assets at FVTPL

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for amortized cost or FVTOCI, is classified as at FVTPL. A gain or loss on a Debt instrument that is subsequently measured at FVTPL and is not a part of a hedging relationship is recognized in statement of profit or loss and presented net in the statement of profit and loss within other gains or losses in the period in which it arises. Interest income from these Debt instruments is included in other income.

De recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e., removed from the Company's statement of financial position) when:

- the rights to receive cash flows from the asset have expired, or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass through" arrangement and either;
 - (a) the Company has transferred substantially all the risks and rewards of the asset, or
 - (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred assets and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with IND AS 109, the Company applies expected credit losses (ECL) model for measurement and recognition of impairment loss on the following financial asset and credit risk exposure.

- Financial assets measured at amortised cost, e.g., Loans, Security deposits, trade receivable, bank balance, other financial assets etc.

The Company follows "simplified approach" for recognition of impairment loss allowance on trade receivables. Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

There is no significant credit risk in relation to financial assets including trade receivables.

The Company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

ii) Financial liabilities**Initial recognition and measurement**

Financial liabilities are classified at initial recognition as financial liabilities at fair value through profit or loss, loans and borrowings, and payables, net of directly attributable transaction costs. The Company financial liabilities include loans and borrowings including bank overdraft, trade payable, trade deposits, retention money and other payables.

The measurement of financial liabilities depends on their classification, as described below:

Trade Payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 90 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at fair value and subsequently measured at amortised cost using EIR method.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in IND AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI. These gains/ losses are not subsequently transferred to profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Financial liabilities at amortized cost

Borrowings are initially recognised at fair value, net of transaction cost incurred. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortization process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

2.13 Revenue from contract with customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

Sale of goods

Revenue from sale of goods is recognised at the point in time when control of the assets is transferred to the customer, generally on delivery of the goods. The normal credit term is 30 to 60 days upon delivery.

The Company also considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

i) Variable Consideration

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The contracts for the sale of goods provide price revision receivable from/payable to customers on account of change of commodity prices/purchase price and these prices escalations and relaxations give rise to variable consideration. Contract revenue includes price revision received/receivable from customers and similarly, price revision for material purchased or payable to vendors has also been included in purchases.

ii) Significant financing component

Generally, the Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

Contract balances**Contract Assets**

A contract asset is a right to consideration in exchange for goods or services transferred to the customers. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets for further reference.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

Other revenue streams:**i) Interest Income**

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

ii) Lease income

Rental income arising from operating leases on property let out by the Company is accounted for on a straight-line basis over the lease terms and is included in other income in statement of profit and loss.

iii) Rendering of services

Revenue from service-related activities is recognised as and when services are rendered and on the basis of contractual terms with the parties and is included in revenue in the statement of profit and loss under the head other income.

2.14 Taxes**Current income tax**

Tax expense comprises current tax expense and deferred tax.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company reflects the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

Deferred tax

Deferred tax is provided using the balance sheet approach on temporary differences between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

In assessing the recoverability of deferred tax assets, the Company relies on the same forecast assumptions used elsewhere in the standalone financial statements and in other management reports.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The Company offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity which intends either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Goods and Services Tax (GST) / value added taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of GST paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable;
- When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of other current assets/ liabilities in the balance sheet.

2.15 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all potentially dilutive

equity shares.

2.16 Events after the reporting period

If the Company receives information after the reporting period, but prior to the date of approval of standalone financial statements, about conditions that existed at the end of the reporting period, it will assess whether the information affects the amounts that it recognises in its separate standalone financial statements. The Company will adjust the amounts recognised in its standalone financial statements to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions in light of the new information. For non-adjusting events after the reporting period, the Company will not change the amounts recognised in its separate standalone financial statements but will disclose the nature of the non-adjusting event and an estimate of its financial effect, or a statement that such an estimate cannot be made, if applicable.

2.17 Provisions and Contingent Liabilities

Provisions

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Onerous Contracts

If the Company has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Company recognises any impairment loss that has occurred on assets dedicated to that contract.

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Company cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

Contingent liabilities

Contingent liability is:

- (a) a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or
- (b) a present obligation that arises from past events but is not recognized because;
 - it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or
 - the amount of the obligation cannot be measured with sufficient reliability.

The Company does not recognize a contingent liability but discloses its existence and other required disclosures in notes to the standalone financial statements, unless the possibility of any outflow in settlement is remote.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

2.18 Dividend distributions

The Company recognizes a liability to make payment of dividend to owners of equity when the distribution is authorized and is no longer at the discretion of the Company and is declared by the shareholders. A corresponding amount is recognised directly in equity.

2.19 Current versus non – current classification

The Company segregates assets and liabilities into current and non-current categories for presentation in the balance sheet after considering its normal operating cycle and other criteria set out in Ind AS 1, "Presentation of Standalone financial statements". For this purpose, current assets and liabilities include the current portion of non-current assets and liabilities respectively. Deferred tax assets and liabilities are always classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified period up to twelve months as its operating cycle. The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Deferred tax assets and deferred tax liabilities are classified as non-current assets and liabilities.

2.20 Investments in subsidiaries, associates and joint ventures

A subsidiary is an entity that is controlled by another entity.

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture.

The Company's investments in its subsidiaries, associates and joint ventures are accounted at cost less impairment as per Ind AS 27.

Impairment of investments

The Company reviews its carrying value of investments carried at cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is recorded in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the Investment is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the cost of the Investment. A reversal of an impairment loss is recognised immediately in Statement of Profit or Loss.

3. Significant accounting judgements, estimates and assumptions:

The preparation of the Company's standalone financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the standalone financial statements.

a) Operating lease commitments – Company as lessor

The Company has entered into commercial property leases on its investment property portfolio. The Company has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a substantial portion of the economic life of the commercial property, and that it retains all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

b) Assessment of lease term:

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option.

Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment and that is within the control of the lessee.

c) Revenue from contracts with customers

The Company applied the following judgments that significantly affect the determination of the amount and timing of revenue from contracts with customers:

- Determining method to estimate variable consideration and assessing the constraint.

Certain contracts for the sale of products include a right of price revision on account of change of commodity prices/purchase price that give rise to variable consideration. In estimating the variable consideration, the Company is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which it will be entitled.

The Company determined that the most likely method is the appropriate method to use in estimating the variable consideration for the sale of products. The selected method that better predicts the amount of variable consideration was primarily driven by the number of volume thresholds contained in the contract. The most likely amount method is used for those contracts with a single volume threshold, while the expected value method is used for contracts with more than one volume threshold.

Before including any amount of variable consideration in the transaction price, the Company considers whether the amount of variable consideration is constrained. The Company determined that the estimates of variable consideration are not constrained based on its historical experience, business forecast and the current economic conditions. In addition, the uncertainty on the variable consideration will be resolved within a short time frame.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the standalone financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

a) Property, plant and equipment

The useful lives and residual values of property, plant and equipment are determined by the management based on technical assessment by the management. The Company believes that the derived useful life best represents the period over which the Company expects to use these assets.

b) Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority.

Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

c) Gratuity benefit

The cost of defined benefit plans (i.e., Gratuity benefit) is determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. In determining the appropriate discount rate, management considers the interest rates of long term government bonds with extrapolated maturity corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Future salary increases and pension increases are based on expected future inflation rates for the respective countries. Further details about the assumptions used, including a sensitivity analysis, are given in Note 37(a), (b), (c).

d) Fair value measurement of financial instrument

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

e) Impairment of financial assets

The impairment provisions of financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

f) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use.

The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are also relevant to other intangibles.

g) Lease incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore its incremental borrowing rate (IBR) to measure lease liability. The IBR is the rate of interest that the Company would have to pay to borrow over similar terms, and with a similar security, the fund necessary to obtain an asset of a similar value to the right of use assets in similar economic environments. The IBR therefore affects what the Company "would have to pay" which requires estimates when no observable

rates are available or when they need to be adjusted to reflect the term and conditions of the lease. The Company estimates the IBR using observable inputs such as market interest rates when available.

4. New and amended standards

The Company applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 April 2025. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

(i) Amendments to Ind AS 21 - Lack of exchangeability

The Ministry of Corporate Affairs (MCA) notified the Companies (Indian Accounting Standards) Amendment Rules, 2025, which amend Ind AS 21, The Effects of Changes in Foreign Exchange Rates to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its standalone financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments are effective for annual reporting periods beginning on or after 1 April 2025. When applying the amendments, an entity cannot restate comparative information.

The amendments do not have a material impact on the Company's standalone financial statements.

(ii) Amendments to Ind AS 1 – Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants

In August 2025, the MCA notified amendments to paragraphs 69 to 76 of Ind AS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

In addition, a requirement has been introduced to require disclosure when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

If there is a breach of a material covenant of a long term loan arrangement on or before the end of the reporting period, resulting in the liability becoming payable on demand as at the reporting date, and the lender agrees—after the reporting period but before the standalone financial statements are approved for issue—not to demand repayment for at least 12 months as a consequence of the breach, this shall be treated as an adjusting event. Accordingly, the entity is not required to classify the liability as current.

The amendments are effective for annual reporting periods beginning on or after 1 April 2025 retrospectively in accordance with Ind AS 8.

The amendments have not had an impact on the classification of Company's liabilities.

(iii) Amendments to Ind AS 7 and Ind AS 107 - Supplier Finance Arrangements

In August 2025, the MCA notified amendments to Ind AS 7 Statement of Cash Flows and Ind AS 107 Financial Instruments: Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of standalone financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

The amendments do not have a material impact on the Company's standalone financial statements.

(iv) International Tax Reform—Pillar Two Model Rules – Amendments to Ind AS 12

In August 2025, the MCA notified amendments to Ind AS 12 Income Taxes in response to the OECD's BEPS Pillar Two rules and include:

- A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and
- Disclosure requirements for affected entities to help users of the standalone financial statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date.

The mandatory temporary exception – the use of which is required to be disclosed – applies immediately. The remaining disclosure requirements apply for annual reporting periods beginning on or after 1 April 2025, but not for any interim periods ending on or before 31 March 2026.

The amendments had no impact on the Company's standalone financial statements as the Company is not in scope of the Pillar Two model rules.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2026

CIN: L29304DL2019PLC347460

5(ii) a) Property Plant & Equipment for the financial year 2025-26

(Rs. in lakhs, except as otherwise stated)

Particulars	Gross block at cost			Depreciation				Net book value	
	Balance as at 1st April 2025	Additions	Disposals	Balance as at 31st March 2026	Balance as at 1st April 2025	Depreciation for the year	Disposals	Balance as at 31st March 2026	Balance as at 31st March 2025
Freehold land	3,017.15	-	-	3,017.15	-	-	-	3,017.15	3,017.15
Leasehold land	-	3,763.47	-	3,763.47	-	-	-	3,763.47	-
Buildings	2,111.20	10.76	-	2,121.96	915.15	72.68	-	1,134.13	1,196.05
Plant and Equipment	11,751.55	5,301.09	24.40	17,028.24	4,568.34	1,361.87	18.97	5,911.24	7,183.21
Furniture and Fixtures	67.85	20.33	-	88.18	25.89	4.87	-	30.76	41.96
Vehicles	344.86	83.85	25.52	403.19	106.56	47.78	2.69	151.65	238.30
Office equipment	169.61	28.68	-	198.29	103.50	17.59	-	77.20	66.11
Computers	133.12	30.00	-	163.12	82.50	21.93	-	58.69	50.62
Electrical Fittings	1,023.25	85.63	-	1,108.88	403.29	56.93	-	648.66	619.96
Total	18,618.59	9,323.81	49.92	27,892.48	6,205.23	1,583.65	21.66	7,767.22	12,413.36

b) Property Plant & Equipment for the financial year 2024-25

(Rs. in lakhs, except as otherwise stated)

Particulars	Gross block at cost			Balance as at 31st March 2025	Depreciation			Net book value	
	Balance as at 1st April 2024	Additions	Disposals		Balance as at 1st April 2024	Depreciation for the year	Disposals	Balance as at 31st March 2025	Balance as at 31st March 2024
Freehold land	3,017.15	-	-	3,017.15	-	-	-	3,017.15	3,017.15
Buildings	2,047.64	63.56	-	2,111.20	844.55	70.60	915.15	1,196.05	1,203.09
Plant and Equipment	10,486.63	1,351.14	86.22	11,751.55	3,651.40	986.66	4,568.34	7,183.21	6,835.23
Furniture and Fixtures	58.23	9.62	-	67.85	21.95	3.94	25.89	41.96	36.28
Vehicles	290.16	54.70	-	344.86	69.90	36.66	106.56	238.30	220.26
Office equipment	161.21	8.40	-	169.61	89.61	13.89	103.50	66.11	71.60
Computers	110.68	22.44	-	133.12	60.67	21.83	82.50	50.62	50.01
Electrical Fittings	869.99	154.42	1.16	1,023.25	359.00	44.69	403.29	619.96	510.99
Total	17,041.69	1,664.28	87.38	18,618.59	5,097.08	1,178.27	6,205.23	12,413.36	11,944.61

Note: (i) On transition to Ind AS, the company has elected to continue with the carrying value of all property, plant and equipment measured as per the previous GAAP and use that carrying value as the deemed cost of Property Plant & Equipment

(ii) All title deeds of immovable properties are held in the name of the company

5(ii) a) Intangible assets for the financial year 2025-26

(Rs. in lakhs, except as otherwise stated)

Particulars	Gross block at cost			Amortisation			Net book value	
	Balance as at 1st April 2025	Additions	Disposals	Balance as at 31st March 2026	Balance as at 1st April 2025	Amortisation for the year	Balance as at 31st March 2026	Balance as at 31st March 2025
Intangible Assets								
Software	41.61	1.29	-	42.90	35.76	5.39	41.15	5.85
Total	41.61	1.29	-	42.90	35.76	5.39	41.15	5.85

b) Intangible assets for the financial year 2024-25

(Rs. in lakhs, except as otherwise stated)

Particulars	Gross block at cost			Amortisation			Net book value	
	Balance as at 1st April 2024	Additions	Disposals	Balance as at 31st March 2025	Balance as at 1st April 2024	Amortisation for the year	Balance as at 31st March 2025	Balance as at 31st March 2024
Intangible Assets								
Software	41.61	-	-	41.61	30.06	5.70	35.76	11.55
Total	41.61	-	-	41.61	30.06	5.70	35.76	11.55

Note: On transition to Ind AS, the company has elected to continue with the carrying value of all property, plant and equipment measured as per the previous GAAP and use that carrying value as the deemed cost of Intangible assets

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

Note - 5(iii) : Right of use assets

(Rs. in lakhs, except as otherwise stated)

Particulars	Leasehold land	Total
Gross carrying value		
At 1 April 2024	3,509.10	3,509.10
Additions	637.85	637.85
Disposals	-	-
At 31 March 2025	4,146.95	4,146.95
Additions	1,577.76	1,577.76
Disposals	-	-
At 31 March 2026	5,724.71	5,724.71
Depreciation		
At 1 April 2024	809.29	809.29
Charge for the year	458.29	458.29
Disposals	-	-
At 31 March 2025	1,267.58	1,267.58
Charge for the year	516.41	516.41
Disposals	-	-
At 31 March 2026	1,783.99	1,783.99
Net carrying value		
At 31 March 2026	3,940.72	3,940.72
At 31 March 2025	2,879.37	2,879.37

Note: During the previous year, an amount of Rs 30.69 lakhs was capitalised to Plant and Equipment. Accordingly balance amounting to Rs. 427.60 lakhs were charged to Profit and Loss.

6 Capital work in progress

(Rs. in lakhs, except as otherwise stated)

	As at 31st March, 2026	As at 31st March, 2025
Opening cost	2,770.31	1,217.42
Additions during the year	579.71	1,744.15
Capitalised during the year	(2,531.48)	(191.26)
	818.54	2,770.31

Capital work in progress ageing schedule as at 31st March, 2026

(Rs. in lakhs, except as otherwise stated)

	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
Projects in progress	794.70	0.13	23.71	-	818.54
Projects temporarily suspended	-	-	-	-	-
	794.70	0.13	23.71	-	818.54

Capital work in progress ageing schedule as at 31st March, 2025

(Rs. in lakhs, except as otherwise stated)

	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
Projects in progress	1,741.66	1,021.78	6.87	-	2,770.31
Projects temporarily suspended	-	-	-	-	-
	1,741.66	1,021.78	6.87	-	2,770.31

Note: No projects under capital work in progress (CWIP) were suspended as at March 31, 2026 and March 31, 2025. Also, no projects are overdue in terms of time and cost as per original plans.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026
7 Financial Assets

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Non - Current		
Investments in Equity Instruments (Fully Paid up)		
Investments in Subsidiaries		
Unquoted equity shares		
11,999,999 (31 March 2025: Nil) Equity Shares of Rs. 10/- each (31 March 2025: Nil) of NDR Auto Components Safety Systems Private Limited	1,200.00	-
999,999 (31 March 2025: Nil) Equity Shares of Rs. 10/- each (31 March 2025: Nil) of NDR Auto Components South Private Limited	100.00	-
	1,300.00	-
Investments in Associate		
Quoted, fully paid up		
18,000,000 (31 March 2025: 18,000,000) Equity Shares (including 13,500,000 bonus shares) of Rs. 2/- each (31 March 2025: 2/- each) of Bharat Seats Limited	90.00	90.00
	90.00	90.00
Investments in Joint Ventures		
Unquoted, fully paid up		
5,000 (31 March 2025: 5,000) Equity shares of Rs. 10/- each (31 March 2025: 10/- each) of Toyota Boshoku Relan India Private Limited	0.50	0.50
Less: Impairment in value of investment	(0.50)	(0.50)
	-	-
750,000 (31 March 2025: 750,000) Equity shares of Rs. 10/- each (31 March 2025: 10/- each) of Toyo Sharda India Private Limited	75.00	75.00
10,000,000 (31 March 2025: Nil) Equity Shares of Rs. 10/- each (31 March 2025: Nil) of NDR Hayashi Automotive India Private Limited	1,000.00	-
	1,075.00	75.00
	2,465.00	165.00
Aggregate value of unquoted investments	2,375.00	75.00
Aggregate value of quoted investments	90.00	90.00
Aggregate market value of quoted investments	25,345.80	13,739.40
Aggregate amount of impairment in value of investments	0.50	0.50

Note:

- 1) All investments in equity share of subsidiaries, associate and joint ventures are stated at cost as per Ind AS 27 "Separate Financial Statements"
- 2) The company has made long term strategic investments in subsidiaries and joint venture which are in their developing stages of operation and would generate growth and returns over the period of time

8(i) Financial Assets

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Loans		
(Unsecured, considered good)		
Loan to related parties* (Refer note 37(d))	200.00	1,000.00
	200.00	1,000.00

* The company has given unsecured loan amounting to Rs. 200 lakhs to NDR Auto Components South Private Limited at 9% repayable in March 2027 and unsecured loan amounting to Rs. 1,700 lakhs (refer note 9(ii)) to Bharat Seats Limited at 8.30% repayable before March 2026 for general business purpose

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

8(ii) Financial Assets

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Other Financial Assets		
Security Deposits	287.48	230.40
	287.48	230.40

9(i) Financial assets

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Loans		
(Unsecured, considered good)		
Loan to related parties (Refer note 37(d))	-	700.00
	-	700.00

Break up of financial assets carried at amortised cost

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Loans (Refer note 8(i) & 9(i))	200.00	1,700.00
Security Deposits (Refer note 8(ii))	287.48	230.40
Other financial assets (Refer note 9(ii))	578.09	30.04
Trade Receivables (Refer note 12)	10,081.65	9,348.14
Cash & cash equivalent (Refer note 13)	1,333.58	5,080.06
Total financial assets carried at amortised cost	12,480.80	16,388.64

9(ii) Financial assets

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
(Unsecured, considered good)		
Recoverable from related parties* (Refer note 37(d))	572.15	5.24
Interest receivable on loan (Refer note 37(d))	-	10.78
Interest receivable from fixed deposits with bank	5.94	14.02
	578.09	30.04

* includes receivable from related parties mainly towards reimbursement of expenses and business support services.

10 Other non current assets

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
(Unsecured, considered good)		
Capital advance	358.76	1,518.92
Prepaid expenses	8.29	-
Deposit with statutory authority under protest*	2.66	-
	369.71	1,518.92

* amount paid against GST demand w.r.t. excess input tax credit claimed

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

11 Inventories

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
(Valued at lower of Cost and Net realizable value)		
Raw materials and components (includes goods in transit of Rs. 52.59 lakhs (31 March 2025: Rs. 4.67 lakhs))	3,761.96	3,645.23
Work-in-progress	91.99	139.73
Finished goods	681.63	422.49
Stores and spares	235.18	220.39
	4,770.76	4,427.84

12 Trade receivables

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
(Unsecured)		
Trade Receivables	3,910.25	3,668.95
Receivable from related parties (refer note 37(d))	6,171.40	5,679.19
	10,081.65	9,348.14

Break-up for security details:

Trade Receivables		
Secured, considered good	-	-
Unsecured, considered good	10,081.65	9,348.14
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - credit impaired	-	-
	10,081.65	9,348.14
Impairment Allowance (allowance for bad and doubtful debts)		
Unsecured, considered good	-	-
Trade Receivables which have significant increase in credit Risk	-	-
Trade Receivables - credit impaired	-	-
	-	-

Note:

- a) Trade Receivables are not interest bearing. Credit period generally falls in the range of 30 to 60 days.
- b) Due from related parties Rs. 6,171.40 lakhs (31st March 2025: Rs. 5,679.19 lakhs) (refer note 37 (d)).

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026
Trade receivables ageing schedule as at 31st March 2026

(Rs. in lakhs, except as otherwise stated)

	Outstanding for following periods from due date of payment							Total
	Unbilled	Current but not due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	
Undisputed trade receivables - considered good	922.00	8,082.63	944.98	126.46	5.58	-	-	10,081.65
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed Trade receivable – credit impaired	-	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-	-
	922.00	8,082.63	944.98	126.46	5.58	-	-	10,081.65

Trade receivables ageing schedule as at 31st March 2025

(Rs. in lakhs, except as otherwise stated)

	Outstanding for following periods from due date of payment							Total
	Unbilled	Current but not due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	
Undisputed trade receivables - considered good	1,492.33	5,119.85	1,087.78	1,642.13	6.05	-	-	9,348.14
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed Trade receivable – credit impaired	-	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-	-
	1,492.33	5,119.85	1,087.78	1,642.13	6.05	-	-	9,348.14

No trade or other receivables are due from directors or other officers of the company either severally or jointly with any other person

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026
13 Cash and cash equivalents

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Balance with banks		
Current accounts	0.12	457.20
Surplus in cash credit account *	232.16	21.56
Cash on hand	1.30	1.30
Fixed deposits account with an original maturity of less than three months	1,100.00	4,600.00
	1,333.58	5,080.06

* there are no restrictions with regard to cash and cash equivalents at the end of the current and previous year.

14 Other bank balances

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Fixed deposits account with an original maturity of more than three months but less than twelve months	700.00	1,197.03
Unclaimed dividend accounts*	15.46	9.69
	715.46	1,206.72

* The company can utilise the balance towards settlement of respective unpaid dividend amount.

15 Other current assets

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
(Unsecured, considered good)		
Advances given to suppliers	239.92	180.94
Others		
Advances given to employees	11.16	0.47
Balance with statutory/ government authorities	107.22	334.82
Prepaid expenses	86.40	32.94
	444.70	549.17

16 Equity Share Capital

(Rs. in lakhs, except as otherwise stated)

		As at 31st March 2026	As at 31st March 2025		
a)	Equity Share Capital				
	Authorised Share Capital				
	30,000,000 equity shares of Rs. 10 each (Previous year 30,000,000 equity shares of Rs. 10 each)	3,000.00	3,000.00		
	Issued ,subscribed & fully paid-up				
	23,785,304 equity shares of Rs. 10 each (Previous year 23,785,304 equity shares of Rs. 10 each)	2,378.53	2,378.53		
b)	Reconciliation of the shares outstanding at the beginning and at the end of the year				
		As at 31st March 2026	As at 31st March 2025		
		No. of shares	Amount in lakhs	No. of shares	Amount in lakhs
	At the beginning of the year	23,785,304	2,378.53	11,892,652	1,189.27
	Add: Bonus Equity shares issued (Refer note 16(f))	-	-	11,892,652	1,189.27
		23,785,304	2,378.53	23,785,304	2,378.53

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026
(c) Terms/rights attached to equity shares

- (i) The Company has only one class of equity shares having a par value of Rs. 10 per share. Each shareholder is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- (ii) During the year, no interim dividend has been recognized as distributions to equity shareholders.

(d) Details of shareholders holding more than 5% shares in the Company is set out below (representing legal and beneficial ownership):

(Rs. in lakhs, except as otherwise stated)

Name of Shareholders	As at 31st March 2026		As at 31st March 2025	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Share of Rs 10 each fully paid				
Rohit Relan	-	0.00%	11,461,778	48.19%
Ritu Relan	-	0.00%	2,982,221	12.54%
Rohit Relan Family Trust	17,395,361	73.13%	-	0.00%
	17,395,361		14,443,999	

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(e) Details of Shares held by promoters:
As at 31st March, 2026

Name of Promoter	No of shares at beginning	Change during the year	No. of Shares at the end	% of total shares	% change during the year
Rohit Relan	11,461,778	(11,461,778)	-	0.00%	(100.00%)
Ritu Relan	2,982,221	(2,982,221)	-	0.00%	(100.00%)
Rishabh Relan	982,910	(982,910)	-	0.00%	(100.00%)
Pranav Relan	983,318	(983,318)	-	0.00%	(100.00%)
Ayush Relan	985,134	(985,134)	-	0.00%	(100.00%)
Rohit Relan Family Trust	-	17,395,361	17,395,361	73.13%	100.00%
	17,395,361	-	17,395,361	73.13%	

As at 31st March, 2025

Name of Promoter	No of shares at beginning	Change during the year	No. of Shares at the end	% of total shares	% change during the year
Rohit Relan	5,730,889	5,730,889	11,461,778	48.19%	100.00%
Ritu Relan	1,491,111	1,491,111	2,982,221	12.54%	100.00%
Rishabh Relan	491,455	491,455	982,910	4.13%	100.00%
Pranav Relan	491,659	491,659	983,318	4.13%	100.00%
Ayush Relan	492,567	492,567	985,134	4.14%	100.00%
	8,697,681	8,697,681	17,395,361	73.13%	

Note : change is due to issue of bonus shares during the financial year 2024-25 in the ratio of 1:1

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

- (f) Following the approval granted by the shareholders via a postal ballot notice, with the results announced on September 13, 2024, the company had issued 1,18,92,652 fully paid-up bonus equity shares, each with a nominal value of Rs 10 each, in a 1:1 ratio. As a result of the share allotment on 27th September, 2024, the company's issued, subscribed and paid-up capital was increased to Rs 2,378.53 lakhs. This increase was achieved by capitalizing Rs 1,189.27 lakhs from the company's free reserves.
- (g) Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

	As at 31st March 2026	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
	No in Lakhs	No in Lakhs	No in Lakhs	No in Lakhs	No in Lakhs
Equity shares allotted as fully paid bonus shares	-	118.93	59.46	-	-

17 Other equity

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
a) Capital Reserve		
Balance as at the beginning of the year	12,525.56	12,525.56
Add : Movement during the year	-	-
	12,525.56	12,525.56
(b) Retained earnings		
Balance as at the beginning of the year	9,145.13	6,276.30
Add : Profit for the year	5,304.94	4,508.38
Less: Issue of fully paid bonus shares	-	(1,189.27)
Add : Remeasurements gain/(losses) on defined benefit plan	6.38	(4.32)
Dividend 31st March 2025 - Rs. 2.75/-per share (31st March, 2024 - Rs. 3.75 per share)	(654.09)	(445.96)
	13,802.36	9,145.13
	26,327.92	21,670.69

Nature and purpose of reserves:

- Capital reserve – Arose from scheme of arrangement of demerger from Sharda Motor Industries Limited. It is not available for distribution to the shareholders.
- Retained Earnings - Retained earnings are the profits/(loss) that the Company has earned/incurred till date, less any transfers to general reserve, other reserve as well as dividends or other distributions paid to shareholders. Retained earnings include re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss. The amount is available for distribution to the shareholders.

18 Non Current lease liabilities

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Non Current lease liabilities (Refer note 37(j))	2,892.42	2,863.61
	2,892.42	2,863.61

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026
19 Current lease liabilities

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Current lease liabilities (Refer note 37(j))	451.40	377.80
	451.40	377.80

20 Non- Current provisions

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Provision for employee benefits		
Gratuity Payable (Refer note 37(b))	116.13	60.16
Leave encashment (Refer note 37(c))	151.79	96.04
	267.92	156.20

21 Current provisions

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Provision for employee benefits		
Gratuity Payable (Refer note 37(b))	34.78	18.70
Leave encashment (Refer note 37(c))	40.51	25.04
	75.29	43.74

22 Income Taxes

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
a) Income Tax expense in the statement of profit and loss comprises:		
Current income tax charge	1,739.49	1,469.32
Adjustment of tax relating to earlier years	9.68	-
Deferred Tax		
Relating to origination and reversal of temporary differences	15.17	(4.19)
Income tax expense reported in the statement of profit and loss	1,764.34	1,465.13
b) Other comprehensive income		
Tax on Re-measurement gain/(losses) on defined benefit plans	2.14	(1.45)
Income tax related to items recognised in OCI during the year	2.14	(1.45)
c) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate:		
Accounting profit before tax	7,069.28	5,973.51
Applicable tax rate	25.168%	25.168%
Computed tax expense	1,779.19	1,503.41
Effect of timing difference on depreciation & amortisation	394.70	157.93
Effect of expenses that are not deductible in determining taxable profit	(365.38)	(152.24)
Effect of income that are charged at specific rate as per the provisions of Income Tax Act	-	8.51
Effect of income/ expenses that are exempt in determining taxable profit	(53.85)	(52.48)
Effect of change in the income tax provision of previous years	9.68	-
Income tax charged to Statement of Profit and loss at effective rate	1,764.34	1,465.13

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026
(d) Deferred tax relates to the following:

(Rs. in lakhs, except as otherwise stated)

	As at 31st March, 2026	As at 31st March, 2025	for the year ended 31st March, 2026	for the year ended 31st March, 2025
Deferred tax liabilities on account of :				
Right-of-use assets	991.80	724.68	267.12	45.19
Total deferred tax liabilities	991.80	724.68	267.12	45.19
Deferred tax assets on account of :				
Property, plant and equipment and Intangible assets	(187.54)	(105.26)	(82.28)	(48.36)
Lease liabilities	841.57	815.80	25.77	74.12
Expenses deductible in future years	364.76	56.30	308.46	23.62
Total deferred tax assets	1,018.79	766.84	251.95	49.38
Total deferred tax liabilities/ (assets) (net)	26.99	42.16		
Deferred tax expenses/(income)			(15.17)	4.19

(e) Reconciliation of deferred tax liabilities/ (assets) (net)

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Opening balance	(42.16)	(37.97)
Tax expense/ (credits) during the year recognised in Statement to profit and loss	15.17	(4.19)
Closing balance as at 31st March	(26.99)	(42.16)

23 Trade payables

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Total Outstanding		
Dues of micro enterprises and small enterprises(refer below note)	987.85	824.88
Dues of creditors other than micro enterprises and small enterprises	11,486.03	12,283.37
	12,473.88	13,108.25

* Trade Payables include due to related parties is Nil (31st March 2025: Rs. 395.36 lakhs)(Refer note 37(d))

* Trade Payables are unsecured and usually paid within 60 days of recognition.

* Trade Payables are usually non-interest bearing.

* For terms and conditions with related parties, refer note 37(d)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026
A) Disclosure under MSMED Act

Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

(Rs. in lakhs, except as otherwise stated)

	As at 31st March, 2026	As at 31st March, 2025
i) Principal amount remaining unpaid to any supplier covered under MSMED Act (Refer note 23)	987.85	824.88
ii) Interest due remaining unpaid to any supplier covered under MSMED Act	-	-
iii) The amount of interest paid by the buyer in terms of section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act.	-	-
v) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

B) Ageing of trade payables
Trade payables ageing schedule as at 31st March 2026

(Rs. in lakhs, except as otherwise stated)

	Outstanding for following periods from due date of payment						Total
	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total Outstanding dues of micro enterprises and small enterprises	-	987.85	-	-	-	-	987.85
Total Outstanding dues of creditors other than micro enterprises and small enterprises	458.64	-	11,027.39	-	-	-	11,486.03
	458.64	987.85	11,027.39	-	-	-	12,473.88

Trade payables ageing schedule as at 31st March 2025

(Rs. in lakhs, except as otherwise stated)

	Outstanding for following periods from due date of payment						Total
	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total Outstanding dues of micro enterprises and small enterprises	-	824.88	-	-	-	-	824.88
Total Outstanding dues of creditors other than micro enterprises and small enterprises	625.76	-	11,515.52	142.09	-	-	12,283.37
	625.76	824.88	11,515.52	142.09	-	-	13,108.25

C) Change in liabilities arising from financing activities

(Rs. in lakhs, except as otherwise stated)

	As at 31st March, 2025	Cash flows	Others	As at 31st March, 2026
Lease Liabilities	3,241.41	(644.01)	746.42	3,343.82
	3,241.41	(644.01)	746.42	3,343.82
	As at 31st March 2024	Cash flows	Others	As at 31st March, 2025
Lease Liabilities	2,946.92	(539.27)	833.76	3,241.41
	2,946.92	(539.27)	833.76	3,241.41

"Others" column includes the effect of interest accrued on lease liabilities

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

24 Other financial liabilities

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Interest accrued but not due on borrowings	0.19	0.03
Unclaimed dividends*	15.46	9.69
Other Payables		
Capital creditors	298.35	239.49
Security deposit	109.24	-
Employee benefit obligations	149.73	107.81
	572.97	357.02

* There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

25 Other current liabilities

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Statutory dues payable	356.24	503.24
Contract Liabilities (Refer note 28.2)	418.76	919.66
	775.00	1,422.90

26(i) Non-current tax assets (net)

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Advance Tax	55.64	38.34
	55.64	38.34

26(ii) Current tax liabilities

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Income tax payable	-	26.94
	-	26.94

27 Contingent liabilities & commitments

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
(A) Contingent liabilities (to the extent not provided for)		
Claims against the company not acknowledged as debt		
i) Income tax case (refer note (i) below)	548.42	596.88
ii) GST case (refer note (ii) below)	678.14	651.55
iii) Civil case	-	3.59
	1,226.56	1,252.02
(B) Commitments		
Estimated amount of contracts remaining to be executed on capital account are not provided for:		
Capital commitments (net of advance)	555.23	3,347.47
	555.23	3,347.47

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

- (i) 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 favourable outcome for such appeals. Pending outcome of appeal proceedings, no adjustment has been made to these standalone financial statements.

- (ii) a) An industry-wide dispute arose regarding the appropriate classification and GST rate applicable to the supply of two-wheeler seats. During the prior years, the Additional/Joint Commissioner CGST Commissionerate, CGST Commissionerate, Gurugram, issued an order under Section 74 of the GST Act due to the misclassification of two-wheeler seats under an incorrect HSN code. To prevent immediate contention, the Company proactively deposited the differential tax liability. This order confirmed a demand and appropriated an amount of Rs. 496.26 lakhs for the period from April 2020 to January 2024. The Company has already deposited this amount under protest. Additionally, the order imposed a penalty of Rs. 496.26 lakhs along with applicable interest.

The Company is in the process to file an appeal against these orders with the CGST Appellate Authority in Gurugram. As per the Company, the invocation of Section 74 of the CGST Act, 2017 is disputed. The Company contends that there was no wilful misstatement, suppression of facts, or fraud attributable to it and that the issue involved interpretation of law. Accordingly, the Company argues that extended limitation was not invocable and the impugned proceedings were time-barred. Consequently, levy of penalty equivalent to tax and recovery of interest challenged as unsustainable, particularly in view of the company's claim of bona fide belief and good-faith conduct.

Similar notice has been received from Deputy Assistant Commissioner of State Tax, Regional GST Audit and Enforcement Office, Tirupati, for the period November 2024 to September 2025 demanding liability of Rs. 155.29 lakhs along with applicable interest.

As per Company's own assessment and also based on legal advice, management is confident of favourable outcome for such appeals. No adjustment has been made to the financial statements.

- b) The Company has received intimation from the Joint Commissioner of State tax w.r.t excess ITC claimed amounting to Rs 26.59 lakhs along with applicable interest for the financial year 2020-21. The Company has filed appeal and deposited amount of Rs. 2.66 lakhs under protest. As per Company's own assessment, management is confident of favourable outcome for such appeals.

28 Revenue from operations

(Rs. in lakhs, except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Revenue from contract with Customers		
a) Sale of products	81,578.77	70,790.48
b) Sale of Services	41.49	-
c) Other operating revenues		
Scrap sales	633.54	487.43
Revenue from operations (a+b+c)	82,253.80	71,277.91

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

28.1 Disaggregated revenue information

Set out below is the disaggregation of the Company's revenue from contracts with customer:

(Rs. in lakhs, except as otherwise stated)

Types of goods	Year Ended 31st March 2026	Year Ended 31st March 2025
Trims	35,845.88	28,441.89
Frames	45,732.89	42,348.59
	81,578.77	70,790.48
Revenue from contracts with customers disaggregated based on geographical area	Year Ended 31st March 2026	Year Ended 31st March 2025
India	81,578.77	70,790.48
Outside India	41.49	-
Total revenue from contracts with customers	81,620.26	70,790.48
Timing of revenue recognition	Year Ended 31st March 2026	Year Ended 31st March 2025
Goods transferred at a point in time	81,578.77	70,790.48
Services transferred over time	41.49	-
Total revenue from contracts with customers	81,620.26	70,790.48

28.2 Contract balances

(Rs. in lakhs, except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Trade receivables	10,081.65	9,348.14
Contract liabilities - Advance from customers	418.76	919.66

Set out below is the amount of revenue recognised from:

(Rs. in lakhs, except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Amount included in contract liabilities at the beginning of the year	506.51	-
Performance obligation satisfied in previous year	-	-

Trade Receivables are non interest bearing. Credit period generally falls in the range of 30 to 60 days.

Contract liabilities consist of short-term advances received from customer to supply goods.

28.3 Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

(Rs. in lakhs, except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Revenue as per contracted price	81,518.71	70,651.16
Adjustments		
Sales Return	101.55	139.32
Revenue from contracts with customers	81,620.26	70,790.48

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

28.4 Performance obligation

The performance obligation is satisfied upon delivery of the product to the customer and payment is generally due within 30 to 60 days from delivery.

Revenue from contracts with customers is measured by the Company at the transaction price i.e. amount of consideration received/ receivable in exchange of transferring goods or services to the customers. In determining the transaction price for the sale of goods, the Company considers the effect of price adjustments, to be claimed/ passed on to the customers, based on various cost parameters like raw material and other costs. Adequate provisions have been made for such price differences with a corresponding impact on the revenue. Accordingly, revenue for the current year is net of such price differences.

29 Other income

(Rs. in lakhs, except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Interest received on financial assets measured at amortised cost:		
Deposit with Banks	72.36	107.14
Loan to related parties	15.33	141.10
Financial assets at amortised cost	15.97	11.54
Dividend income		
Dividend income from non-current investment	198.00	144.00
Dividend income from current investment	-	0.95
Other non-operating income		
Gain on disposal of property, plant and equipments	-	20.35
Gain on sales of investment	-	14.90
Gain on fair valuation of investment	-	17.76
Liabilities no longer required written back	41.76	39.91
Rental Income	123.65	-
Miscellaneous Income	19.39	78.52
	486.46	576.17

30 Cost of materials and components consumed

(Rs. in lakhs, except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Inventory at the beginning of the year	3,640.56	2,369.47
Add: Purchases during the year	61,373.47	55,693.06
Less: Inventory at the end of the year	3,503.18	3,640.56
	61,510.85	54,421.97

31 (Increase)/ Decrease in inventories of finished goods and work-in-progress

(Rs. in lakhs, except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Inventory at the beginning of the year		
Finished goods	422.49	281.96
Work in progress	139.73	122.02
	562.22	403.98
Inventory at the end of the year		
Finished goods	681.63	422.49
Work-in-progress	91.99	139.73
	773.62	562.22
(Increase)/ Decrease in inventories of finished goods and work-in-progress	(211.40)	(158.24)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026
32 Employee benefits expense

(Rs. in lakhs, except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Salaries, wages, bonus and other benefits	2,245.72	1,696.32
Contributions to provident and other funds	133.17	97.57
Gratuity expense (Refer note 37 (b))	47.88	31.80
Staff welfare expenses	441.01	335.50
	2,867.78	2,161.19

32(i) On 21 November 2025, the Central Government issued four separate notifications in the Official Gazette announcing implementation of four Labour Codes, viz., the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020. These four codes replace and consolidate 29 existing labour laws. Following the implementation of the four labour codes, the Central Government has pre-published the draft rules on 31 December 2025 under the respective Labour Codes, for public comment and the final rules are expected to be notified in due course. To ensure smooth implementation, the Ministry of Labour and Employment has also issued the Frequently Asked Questions (FAQs) on the four codes.

The four codes prescribe an inclusive definition of the term 'wages', which among other matters is relevant for determination of post-employment benefits including gratuity to all employees. In accordance with the definition, certain specified items forming part of remuneration are not included in the wages and these excluded items cannot exceed 50% of total remuneration. If there is an excess, then it is presumed that excess amount also forms part of wages. The four codes also introduce changes related to leave entitlement and encashment for workers. Going forward, workers' leave balance in excess of 30 days will be encashed at the end of each calendar year and workers will have a right to demand encashment for entire accumulated leave.

The Company has assessed the impact of these changes on the basis of legal view obtained by the management and best information available till authorisation of the financial statements for issue. The Company has determined that these changes result in an increase in gratuity obligation and leave obligation of Rs. 38.56 lakhs and Rs. 26.19 lakhs, respectively. Considering the materiality and regulatory-driven, non-recurring nature of this change, the Company has presented increase in obligation as an expense under the head "Exceptional Items" in the statement of profit and loss for the year ended 31 March 2026. Also, pursuant to the change, the entire obligation toward accumulated leave of workers has been classified as current liability in the balance sheet as at 31 March 2026. Considering that it is emerging topic and the finalisation of Central/ State Rules is still pending, the Company will continue monitoring changes and provide appropriate accounting effect as required based on future developments.

33 Finance costs

(Rs. in lakhs, except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Interest on borrowings	34.50	75.25
Interest on delayed deposit of statutory dues	23.39	10.60
Interest on lease liabilities (Refer note 37(j))	266.96	233.34
Bank charges	2.11	4.28
	326.96	323.47

34 Depreciation and amortization expenses

(Rs. in lakhs, except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Depreciation of tangible assets (Refer note 5(i))	1,583.65	1,178.27
Depreciation of right-of-use assets (Refer note 5(iii))	516.41	427.60
Amortization of intangible assets (Refer note 5(ii))	5.39	5.70
	2,105.45	1,611.57

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026
35 Other expenses

(Rs. in lakhs, except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Power and fuel	527.46	468.55
Rent (Refer note 37(j))	35.98	46.02
Rates & taxes	1.24	3.60
Repair and maintenance:		
Buildings	14.40	14.21
Plant and machinery	527.20	422.40
Others	22.27	18.55
Insurance	50.75	23.88
Loss on disposal of property, plant and equipments	9.49	-
Consumption of stores and spares	342.27	337.52
Payment to Auditors		
As Auditors:		
Audit Fee	22.00	18.00
Limited Review	18.00	2.00
Reimbursement of expenses	0.70	1.50
Impairment loss on trade receivables	-	28.27
Freight Outward	426.31	403.14
Contribution towards Corporate Social Responsibility (CSR) (Refer note 37 (f))	92.00	60.00
Contract manpower and job work expenses	5,908.94	4,590.26
Legal and professional expenses	308.99	274.45
Foreign exchange loss (net)	10.22	4.66
Director sitting fees	48.00	55.20
Travelling and conveyance	379.14	550.65
Technical know how	71.41	-
Miscellaneous expenses	189.82	197.75
	9,006.59	7,520.61

36 Earnings per equity shares

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following table reflects the income and share data used in the basic and diluted EPS computations:

(Rs. in lakhs, except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
a) Basic Earnings per share		
Numerator for earnings per share		
Profit for the year	5,304.94	4,508.38
Denominator for earnings per share		
Weighted number of equity shares outstanding during the year (Nos.)	23,785,304	23,785,304
Earnings per share- Basic (one equity share of Rs. 10/- each) Rs.	22.30	18.95
b) Diluted Earnings per share		
Numerator for earnings per share		
Profit for the year	5,304.94	4,508.38
Denominator for earnings per share		
Weighted number of equity shares outstanding during the year (Nos.)	23,785,304	23,785,304
Earnings per share- Diluted (one equity share of Rs. 10/- each) Rs.	22.30	18.95

Note: There are no instruments issued by the Company which have effect of dilution of basic earnings per share.

There have been no other transactions involving equity share or potential equity shares between the reporting date and the date of approval of these standalone financial statements

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

37 Other Notes to Accounts

- a. The Company makes contributions to Provident Fund and Employee State Insurance Corporation (ESIC) which are defined contribution plan, for qualifying employees. Under the schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

Contribution to Defined Contribution Plan, recognised as expense for the year is as under:

(Rs. in lakhs, except as otherwise stated)

Particulars	2025-26	2024-25
Provident fund/ other employees fund	133.17	97.57

b. Defined Benefit Plan

The Company has a defined benefit gratuity plan (funded). The Company's defined benefit gratuity plan is a final salary plan for employees, which requires contributions to be made to a separately administered fund.

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. The Scheme is funded with the Life Insurance Corporation of India in the form of a qualifying insurance policy. This defined benefit plan exposes the Company to actuarial risks. The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at March 31, 2026. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

The following tables summarize the components of net benefit expense recognised in the other comprehensive income in the statement of the profit and loss and the funded status and amounts recognised in the balance sheet for the respective plans:

i) Net defined benefit obligation

(Rs. in lakhs, except as otherwise stated)

Particulars	As at 31st March 2026	As at 31st March 2025
Opening defined benefit obligation	122.99	84.53
Current Service Cost	42.59	28.86
Interest Cost	8.24	6.00
Remeasurement (gains)/ losses	(9.74)	6.21
Past service cost, including losses/(gains) on curtailments	38.56	-
Benefits paid	(3.59)	(2.61)
Closing defined benefit obligation	199.05	122.99

ii) Changes in the fair value of plan assets are as follows:

(Rs. in lakhs, except as otherwise stated)

Particulars	As at 31st March 2026	As at 31st March 2025
Opening fair value of plan assets	44.00	43.12
Interest income	2.95	3.06
Remeasurement gain /(loss): -Return on plan assets (expected amounts included in net interest expense)	(1.22)	0.43
Contributions from the employer	6.00	-
Benefits paid	(3.59)	(2.61)
Closing fair value of plan assets	48.14	44.00

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

iii) The amount included in the Balance Sheet

(Rs. in lakhs, except as otherwise stated)

Particulars	As at 31st March 2026	As at 31st March 2025
Present value of defined benefit obligation	(199.05)	(122.99)
Fair value of plan assets	48.14	44.00
Amount Recognised in Balance Sheet-(Liability)	(150.91)	(78.99)

iv) Amount recognised in the statement of profit and loss

(Rs. in lakhs, except as otherwise stated)

Particulars	For the year ending 31st March 2026	For the year ending 31st March 2025
Current service cost	42.59	28.86
Interest cost on benefit obligation	8.24	6.00
Interest income	(2.95)	(3.06)
Defined benefit cost recognised in statement of Profit or Loss as per actuarial certificate	47.88	31.80

v) Remeasurements- other comprehensive income (OCI)

(Rs. in lakhs, except as otherwise stated)

Particulars	As at 31st March 2026	As at 31st March 2025
Return on plan assets (excluding amount included in net interest expense)	1.22	(0.43)
Actuarial (gains)/ losses arising from changes in demographic assumption	-	-
Actuarial (gains)/ losses arising from changes in financial assumptions	(8.24)	4.08
Actuarial (gains)/ losses arising from experience adjustments	(1.50)	2.12
Defined benefit costs recognised in other comprehensive income	(8.52)	5.77

vi) Major categories of plan assets of the fair value of the total plan assets are as follows:

(Rs. in lakhs, except as otherwise stated)

Particulars	Gratuity	
	As at 31st March 2026	As at 31st March 2025
Insured with LIC	48.14	44.00

vii) The principal assumptions used in determining defined benefit obligation

(Rs. in lakhs, except as otherwise stated)

Particulars	As at 31st March 2026	As at 31st March 2025
Discount rate	7.20%	6.70%
Rate of increase in compensation	9.00%	9.00%
Average outstanding service of employees upto retirement (years)	16.32 Years	23.86 Years
Mortality rate during employment	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

viii) The principal assumptions used in determining defined benefit obligation

(Rs. in lakhs, except as otherwise stated)

Particulars	As at 31st March 2026	As at 31st March 2025
Change in discount rate		
Decrease in defined benefit obligation due to 1% increase in discount rate	14.86	9.78
Increase in defined benefit obligation due to 1% decrease in discount rate	17.08	11.26
Rate of salary escalation		
Rate of salary escalation		
Increase in defined benefit obligation due to 1% increase in expected salary escalation rate	14.51	10.08
Decrease in defined benefit obligation due to 1% decrease in expected salary escalation rate	13.45	9.00

Change in defined benefit obligation due to 1% increase/ decrease in mortality rate, if all other assumptions remains constant is negligible

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analysis are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analysis may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

ix) Maturity profile of defined benefit obligation

The following payments are expected contribution to the defined benefit plan in future years.

(Rs. in lakhs, except as otherwise stated)

Particulars	As at 31st March 2026	As at 31st March 2025
Duration of defined benefit payments		
Within next 12 months (next arrival reporting period)	20.76	4.97
Between 2 to 5 years	77.39	47.27
Above 5 years	305.70	194.29
Total	403.85	246.53

x) Enterprise best estimate of contribution during next year

(Rs. in lakhs, except as otherwise stated)

Particulars	As at 31st March 2026	As at 31st March 2025
Enterprise best estimate of contribution during next year	45.88	29.17

- xi)** The estimates of rate of escalation in salary considered in actuarial valuation are after taking into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is as certified by the Actuary.
- xii)** Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.
- xiii)** The plan assets are maintained with Life Insurance Corporation of India (LIC).

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

c. The Company has also provided for leave encashment which is unfunded.

The following table summarize the amount recognised as expense in the statement of profit or loss and the total outstanding balance of compensated and sick leave as at 31st March, 2026

Leave Encashment (Unfunded)

(Rs. in lakhs, except as otherwise stated)

Particulars	As at 31st March 2026	As at 31st March 2025
Liability at the beginning of the year	121.07	70.08
Benefits paid during the year	(14.38)	(10.96)
Provided/(reversal) during the year	85.61	61.95
Liability at the end of the year	192.30	121.07

d. Related Party Disclosure

(i) Names of related parties and description of relationship:

The related parties as per the terms of Ind AS-24, "Related Party Disclosures", (specified under section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2015 as amended from time to time) are disclosed below:

S. No.	Name of parties	Nature of relationship
i)	Associate	Bharat Seats Limited
ii)	Joint Ventures	Toyo Sharda India Private Limited Toyota Boshoku Relan India Private Limited NDR Hayashi Automotive India Private Limited (w.e.f. 10.10.2025)
iii)	Subsidiaries	NDR Auto Components Safety Systems Private Limited (w.e.f. 13.05.2025) NDR Auto Components South Private Limited (w.e.f. 07.11.2025)
iv)	Key management personnel	Mr. Sanjiv Kapur - Chairman and Director Mr. Rohit Relan - Co. Chairman and Director Mr. Rishabh Relan - Director Mr. Pranav Relan - Whole time Director Mr. Ayush Relan - Whole time Director Ms. Shyamla Khera - Independent Director Ms. Vanita Chhabra - Independent Director Ms. Deepa Gopalan Wadhwa - Independent Director Mr. Rajat Bhandari - Executive Director and Company Secretary Mr. Mohit Kumar Jain - Chief Financial Officer (w.e.f. 09.02.2024, till 31.03.2025) Mr. Vikram Krishan Rathi - Chief Financial Officer (w.e.f. 01.04.2025)
v)	Entities having significant influence over the company	NDR Auto & BSL Foundation Rohit Relan Family Trust Rohit Relan Other Assets Trust Vortex Initiatives LLP Medelec Systems Private Limited NUI Crystals Private Limited

d. (ii) Transactions with related parties

(Rs. in lakhs, except as otherwise stated)

Particulars	Year Ended 31st March 2026	Year Ended 31st March 2025
i) Sale of products		
Associate		
Bharat Seats Limited	48,657.48	38,835.30
Joint Venture		
Toyo Sharda India Private Limited	-	2.08
	48,657.48	38,837.38
ii) Purchases of Material (including GST)		
Associate		
Bharat Seats Limited	2.09	6.52
	2.09	6.52

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

d.(ii) Transactions with related parties

Particulars	Year Ended 31st March 2026	Year Ended 31st March 2025
iii) Other Income:		
a) Interest Income:		
Associate		
Bharat Seats Limited	8.50	141.10
Subsidiaries		
NDR Auto Components South Private Limited	4.79	-
NDR Auto Components Safety Systems Private Limited	2.03	-
b) Dividend Income:		
Associate		
Bharat Seats Limited	198.00	144.00
	213.32	285.10
iv) Dividend to Key Managerial Personnel		
Key management personnel		
Mr. Rohit Relan	315.20	214.86
Ms. Ritu Relan	82.01	55.85
Mr. Rishabh Relan	27.03	18.37
Mr. Pranav Relan	27.04	18.37
Mr. Ayush Relan	27.09	18.37
Mr. Sanjiv Kapur	4.59	3.13
	482.96	328.95
v) Remuneration to Key Managerial Personnel		
Mr. Pranav Relan		
-Short term employee benefits	103.26	93.87
-Post employment benefits	8.26	7.51
Mr. Ayush Relan		
-Short term employee benefits	101.45	92.23
-Post employment benefits	8.12	7.38
Mr. Rajat Bhandari		
-Short term employee benefits	104.91	89.33
-Post employment benefits	7.13	6.48
Mr. Vikram Kishan Rathi		
-Short term employee benefits	98.32	-
-Post employment benefits	5.09	-
Mr. Mohit Kumar Jain		
-Short term employee benefits	-	67.82
-Post employment benefits	-	2.96
	436.53	367.58
The remuneration to the key management personnel include perquisites, allowances and bonus but does not include the provision made for gratuity and leave benefits, as it has been determined on an actuarial basis for the Company as a whole.		
vi) Other Expenses:		
a) CSR(Corporate Social Responsibility) Expenses		
Entities having significant influence		
NDR Auto & BSL Foundation	24.50	-
b) Power & Fuel		
Associate		
Bharat Seats Limited	90.58	83.83
c) Travelling Expenses		
Associate		
Bharat Seats Limited	68.60	105.91
d) Other expenses		
Associate		
Bharat Seats Limited	88.97	32.66

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

Particulars	Year Ended 31st March 2026	Year Ended 31st March 2025
e) Director Sitting Fees:		
Mr. Sanjiv Kapur	7.80	9.00
Ms. Shyamla Khera	9.60	12.00
Mr. Rohit Relan	6.00	7.20
Mr. Rishabh Relan	6.00	7.20
Ms. Vanita Chhabra	9.60	10.80
Ms. Deepa Gopalan Wadhwa	9.00	9.00
vii) Reimbursement of expenses		
Associate		
Bharat Seats Limited	6.44	-
Joint Ventures		
Toyo Sharda India Private Limited	0.23	-
NDR Hayashi Automotive India Private Limited	192.30	-
Subsidiaries		
NDR Auto Components South Private Limited	260.35	-
NDR Auto Components Safety Systems Private Limited	255.11	-
viii) Sale of property plant and equipment		
Associate		
Bharat Seats Limited	5.45	1.11
	5.45	1.11
ix) Purchase of Capital Work in Progress		
Associate		
Bharat Seats Limited	279.83	57.41
	279.83	57.41
x) Payment of lease liabilities*		
a) Interest on lease liabilities		
Associate		
Bharat Seats Limited	52.57	57.64
b) Depreciation on Right of use assets		
Associate		
Bharat Seats Limited	94.18	94.18
* Lease payments in respect of above parties for the year is amounting to Rs. 126.00 lakhs (previous year Rs 115.20 lakhs).		
	146.75	151.82
xi) Loan Repaid		
Associate		
Bharat Seats Limited	1,700.00	-
	1,700.00	-
xii) Investments		
Subsidiaries		
NDR Auto Components Safety Systems Private Limited*	1,200.00	-
NDR Auto Components South Private Limited	100.00	-
Joint Venture		
NDR Hayashi Automotive India Private Limited	1,000.00	-
* include Investment through Rights Issue amounting to Rs. 1,190 lakhs		
	2,300.00	-
xiii) Loan Given		
Subsidiary		
NDR Auto Components South Private Limited	200.00	-
	200.00	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026
Closing Balances at the year end

(Rs. in lakhs, except as otherwise stated)

Particulars	Year Ended 31st March 2026	Year Ended 31st March 2025
i) Trade receivables		
Associate		
Bharat Seats Limited	6,171.40	5,679.19
ii) Trade payable		
Associate		
Bharat Seats Limited	-	395.36
iii) Other Financial Assets		
Subsidiary		
NDR Auto Components South Private Limited	264.41	-
Joint Venture		
NDR Hayashi Automotive India Private Limited	158.10	-
iv) Financial assets - Non Current		
Loan		
Associate		
Bharat Seats Limited	-	1,000.00
Subsidiary		
NDR Auto Components South Private Limited	200.00	-
v) Financial assets - Loan and Interest		
Associate		
Bharat Seats Limited (Loan)	-	700.00
Bharat Seats Limited (Interest)	-	10.78
Subsidiary		
NDR Auto Components South Private Limited (Interest)	0.25	-
vi) Financial liabilities - Current & Non Current		
Lease liabilities		
Associate		
Bharat Seats Limited	625.06	698.50
(vii) Right of use assets		
Associate		
Bharat Seats Limited	506.21	600.39
viii) Investments		
Associate		
Bharat Seats Limited	90.00	90.00
Joint Ventures		
Toyota Boshoku Relan India Private Limited (Refer note 7)	-	-
Toyo Sharda India Private Limited	75.00	75.00
NDR Hayashi Automotive India Private Limited	1,000.00	-
Subsidiaries		
NDR Auto Components Safety Systems Private Limited*	1,200.00	-
NDR Auto Components South Private Limited	100.00	-
* include Investment through rights issue amounting to Rs. 1,190 lakhs		

Terms and Conditions of transactions with related parties

- Sales are made to related parties on the same terms as applicable to third parties in an arm's length transaction and in the ordinary course of business. The Company mutually negotiates and agrees sales price, discount and payment terms with the related parties by benchmarking the same to transactions with non-related parties, who purchase goods and services of the Company in similar quantities. Such sales generally include payment terms requiring related parties to make payment within 30 to 60 days from the date of invoice.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

- 2) Trade receivables outstanding balances are unsecured, interest free and require settlement in cash. No guarantee or other security has been received against these receivables. The amounts are recoverable within 30 to 60 days from the reporting date (31 March 2025: 30 to 60 days from the reporting date). For the year ended 31 March 2026, the Company has not recorded any impairment on receivables due from related parties (31 March 2025: Nil)
- 3) Purchases are made from related parties on the same terms as applicable to third parties in an arm's length transaction and in the ordinary course of business. The Company mutually negotiates and agrees purchase price and payment terms with the related parties by benchmarking the same to sale transactions with non-related parties entered into by the counterparty and similar purchase transactions entered into by the Company with the other non-related parties. Such purchases generally include payment terms requiring the Company to make payment within 30 to 60 days from the date of invoice.
- 4) Trade payables outstanding balances are unsecured, interest free and require settlement in cash. No guarantee or other security has been given against these payables. The amounts are payable within 30 to 60 days from the reporting date (31 March 2025: 30 to 60 days from the reporting date).
- 5) The amounts disclosed in the table are the amounts recognised as an expense during the financial year related to key management personnel. The amounts do not include expense, if any, recognised toward post-employment benefits and other long-term benefits of key managerial personnel. Such expenses are measured based on an actuarial valuation done by the Company. Hence, amounts attributable to KMPs are not separately determinable. Generally, non-executive directors do not receive any gratuity or post-employment benefits from the Company.

e. Segment Information

1. The Company's operations pertain to one segment i.e. manufacture of different seating systems and the Chief Operating officer reviews the operations of the Company as a whole, hence there is no reportable segments as per Ind AS 108 "Operating Segments". The management considers that the various goods provided by the Company constitutes single business segment, since the risk and rewards from these products are not different from one another. Further the Company operates only in one geographical segment – India (Refer note 28.1)
2. Revenue from two customers of the Company's manufacturing business are Rs.72,969.52 lakhs (31st March, 2025 Rs. 66,780.30 lakhs from three customers) which is more than 10 percent of the Company's total revenue. No other single customer contributed 10% or more to the Company's revenue during the period.

f. Expenditure on corporate social responsibility

As per provisions of section 135 of the Companies Act, 2013, the Company has to incur at least 2% of average net profits of the preceding three financial years towards Corporate Social Responsibility ("CSR"). Accordingly, a CSR committee has been formed for carrying out CSR activities as per the Schedule VII of the Companies Act, 2013. The Company has contributed a sum of Rs.92.00 lakhs (31st March, 2025 : Rs.60.00 lakhs) towards relief activities, education, healthcare and Skill Development purpose. The same is debited to the Statement of Profit and Loss.

(Rs. in lakhs, except as otherwise stated)

Particulars	As at 31st March, 2026	As at 31st March, 2025
a) Gross amount required to be spent by the Company during the year	91.52	59.34
b) Amount approved by the Board to be spent during the year	92.00	60.00
c) Amount spent during the year (in cash)		
i) Construction/acquisition of any asset		
ii) On purposes other than (i) above	92.00	60.00
d) Amount yet to be paid in cash		
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above	-	-
e) Details related to spent / unspent obligations:		
i) Contribution to Public Trust	-	-
ii) Contribution to Charitable Trust	92.00	60.00
iii) Unspent amount in relation to:		
- Ongoing project	-	-
- Other than ongoing project	-	-
	92.00	60.00

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026
Details of ongoing project and other than ongoing projects

(Rs. in lakhs, except as otherwise stated)

In case of S. 135(6) (Ongoing Project)						
Opening Balance		Amount required to be spent during the period	Amount spent during the year		Closing Balance	
With Company	In Separate CSR Unspent A/c		From Company's bank A/c	From Separate CSR Unspent A/c	With Company	In Separate CSR Unspent A/c
-	-	-	-	-	-	-

(Rs. in lakhs, except as otherwise stated)

In case of S. 135(5) (Other than ongoing project)				
Opening Balance	Amount deposited in Specified Fund of Sch. VII within 6 months	Amount required to be spent during the year	Amount spent during the year	Closing Balance
-	-	91.52	92.00	-

g. Information of investments made in subsidiaries, associate and joint ventures:

Following is the key information of investee entities

Name of Investee	Relationship with the company	Principal Place of Business	As at 31st March, 2026	As at 31st March, 2025
Bharat Seats Limited	Associate	India	28.66%	28.66%
Toyota Boshoku Relan India Private Limited	Joint Venture	India	50.00%	50.00%
Toyo Sharda India Private Limited	Joint Venture	India	50.00%	50.00%
NDR Hayashi Automotive India Private Limited	Joint Venture	India	50.00%	--
NDR Auto Components Safety Systems Private Limited	Subsidiary	India	100.00%	--
NDR Auto Components South Private Limited	Subsidiary	India	100.00%	--

h. Fair value measurements

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments:

(Rs. in lakhs, except as otherwise stated)

Financial Instruments by category	As at 31st March, 2026		As at 31st March, 2025	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets measured at amortized cost				
Investment	2,465.00	2,465.00	165.00	165.00
Loans	200.00	200.00	1,700.00	1,700.00

The fair value measurement hierarchy of all Company's financial assets and liabilities is provided under Fair Value Hierarchy

The management assessed that trade receivables, cash and cash equivalent, other bank balances, other financial asset, trade payables and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

- 1) The fair values of the unquoted equity shares have been estimated using a DCF model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.
- 2) There is an active market for the Company's quoted equity shares.
- 3) The fair value of other financial assets and liabilities that are not traded in an active market is determined using unobservable inputs in the model, of which the significant unobservable inputs are disclosed in the tables below. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.

Fair Value Hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Quoted price (unadjusted) in active markets for identical assets or liabilities.

Level 2: Input other than quoted prices included within Level 1 that are observable for the assets or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3: Input of the assets or liabilities that are not based on observable market data (unobservable inputs)

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

Quantative disclosures fair value measurement hierarchy for assets and liabilities as at 31-March 2026

(Rs. in lakhs, except as otherwise stated)

	Carrying Value	Level 1	Level 2	Level 3
Financial assets				
Assets carried at amortised cost for which fair values are disclosed				
Investment	2,465.00	90.00	-	2,375.00
Loans	200.00	-	-	200.00

Quantative disclosures fair value measurement hierarchy for assets and liabilities as at 31-March 2025

(Rs. in lakhs, except as otherwise stated)

	Carrying Value	Level 1	Level 2	Level 3
Financial assets				
Assets carried at amortised cost for which fair values are disclosed				
Investment	165.00	90.00	-	75.00
Loans	1,700.00	-	-	1,700.00

There have been no transfer to Level 1 and Level 2 during the year

In the absence of observable inputs the measure fair value, the assets and liabilities have been classified as level 3. The Company has not given further disclosure since the amount involved is not material

The management considers that the carrying amounts of financial assets and financial liabilities have short term maturities recognised in the financial statements approximates the fair values.

i. Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and other equity reserves attributable to the equity shareholders. The primary objective of the Company's capital management is to maximise the shareholder value. The capital structure of the company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

adjust the capital structure, the Company may adjust the dividends payment to shareholders, return capital to shareholders or issue new shares.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, lease liabilities less cash and cash equivalents.

The capital components of the Company is as given below:

(Rs. in lakhs, except as otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
A. Total debt including lease liabilities (Refer note 18 & 19)	3,343.82	3,241.41
B. Less: Cash and Cash equivalents (Refer note 13)	(1,333.58)	(5,080.06)
C. Net debt (A-B)	2,010.24	(1,838.65)
D. Total Capital (Refer note 16 & 17)	28,706.45	24,049.22
E. Capital & net debt (C+D)	30,716.69	22,210.57
Gearing Ratio (C/E)	0.07	(0.08)

Note: In current financial year interest bearing liabilities are considered as debt

Financial risk management

The Company's principal financial liabilities, comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include trade and other receivables and cash and cash equivalents that derive directly from its operations. The Company's financial risk management is an integral part of how to plan and execute its business strategies.

The Company is exposed to market risk, liquidity risk and credit risk. The Company's senior management oversees the management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Company are accountable to the Board of Directors and the Audit Committee. This process provides assurance to the Company's senior management that the Company's financial risk taking activities are governed by appropriate policies and procedures and that the financial risks are identified, measured and managed in accordance with the Company policies and risk objective. The Board of Directors reviews and agrees to policies for managing each of these risks.

I. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include investments, loans and borrowings, deposits and derivative financial instruments. The analyses exclude the impact of movements in market variables on the carrying values of gratuity and other post-retirement obligations and provisions.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

The Company is not exposed the significant interest rate as at a respective reporting date.

b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to its operating activities.

c) Equity price risk

At the reporting date, there was no exposure to unlisted preference securities. The Company does not have any financial instrument subject to price risk.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

II. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivable from customers, foreign exchange transactions, deposits with banks and other financial instruments. The carrying amount of financial assets represent the maximum credit risk exposure.

Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

The Company primarily has the exposure from following type of customer:

- Original equipment manufacturers (OEMs)

Company has established a policy under which each new OEMs are analysed individually for creditworthiness before goods are sold to them. The Company's review includes due diligence by analysing financial statements, industry information, promoter's background and in some cases bank references. In case of sales, the Company has limited its credit exposure to OEMs and dealers by providing a maximum payment period up to 60 days.

The Company's expected probability of default is nil and all major payments are received on due dates without any significant delays.

The ageing analysis of trade receivables as of the reporting date is given in note 12

The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade receivables, loans and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables. In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or legal entity, their geographical location, industry and existence of previous financial difficulties.

Credit risk relating to Trade receivables, Securities given is considered negligible as counterparties are having good credit quality

III. Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. Also, the Company has unutilized credit limits with banks.

The Company monitors its risk of a shortage of funds using a liquidity planning tool. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans and lease contracts. The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

Financing arrangements

(Rs. in lakhs, except as otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
Floating rate	7.50%	8.75%
Expiring within one year (bank overdraft)	432.25	432.25

These working capital facilities are payable on demand and available for a period of 12 months and can renewed by the bank thereafter.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026
Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity profile based on their contractual maturities for all financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows.

As at March 31, 2026

(Rs. in lakhs, except as otherwise stated)

Particulars	On Demand	Less than 3 months	3-12 months	1-5 years	More than 5 years	Total
Lease Liabilities	-	179.98	505.91	2,724.70	2,328.76	5,739.35
Trade payables	-	12,473.88	-	-	-	12,473.88
Other Financial Liabilities	-	-	572.97	-	-	572.97
	-	12,653.86	1,078.88	2,724.70	2,328.76	18,786.20

As at March 31, 2025

(Rs. in lakhs, except as otherwise stated)

Particulars	On Demand	Less than 3 months	3-12 months	1-5 years	More than 5 years	Total
Lease Liabilities	-	150.01	471.94	2,781.91	736.89	4,140.75
Trade payables	-	12,966.16	142.09	-	-	13,108.25
Other Financial Liabilities	-	357.02	-	-	-	357.02
	-	13,473.19	614.03	2,781.91	736.89	17,606.02

j. Lease

The Company has entered into leases for its commercial premises, duration of such leases is for 0-41 years. These lease agreements are normally renewed on expiry. At the date of commencement of the lease, the Company recognize lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. The rental expense charged to statement of profit and loss is Rs. 35.98 lakhs (31st March 2025: Rs. 30.12 lakhs).

The weighted average incremental borrowing rate applied to lease liabilities recognized in the balance sheet at the date of initial application is 8.40%.

Set out below are the carrying amounts of lease liabilities and the movements during the year :-

(Rs. in lakhs, except as otherwise stated)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Opening balance	3,241.41	2,946.92
Add: Creation of lease liabilities during the year	479.46	600.42
Less: Termination of lease liabilities during the year	-	-
Add: Accretion of interest	266.96	255.18
Less: Principal repayment of lease liabilities	377.05	305.93
Less: Payment of interest on lease liabilities	266.96	255.18
Closing balance	3,343.82	3,241.41
Non - current lease liabilities (Refer note 18)	2,892.42	2,863.61
Current lease liabilities (Refer note 19)	451.40	377.80

The maturity analysis of lease liabilities is disclosed in note 37(i)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026
The following are the amounts recognised in profit or loss:

(Rs. in lakhs, except as otherwise stated)

	2025-26	2024-25
Depreciation expense of right-of-use assets (Refer note 34)	516.41	427.60
Interest expense on lease liabilities (Refer note 33)	266.96	233.34
Expenses related to short term leases/ low value assets (included in other expenses) (Refer note 35)	35.98	46.02
Total amount recognised in profit or loss	819.35	706.96

Interest expense capitalised

-

21.84

The Company has entered into operating leases on its property consisting of an office. The lessee is also required to provide a residual value guarantee on the property. Rental income recognised by the Company during the year is Rs 123.65 lakhs (March 31, 2025: Nil). Future undiscounted lease payments to be received under operating leases as at 31 March are as follows:

(Rs. in lakhs, except as otherwise stated)

Particulars	As at 31 March, 2026	As at 31 March, 2025
Within 1 year	174.55	-
Between 1 and 2 years	-	-
Between 2 and 3 years	-	-
Between 3 and 4 years	-	-
Between 4 and 5 years	-	-
More than 5 years	-	-
Total	174.55	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026
k. Disclosures of analytical ratios

(Rs. in lakhs, except as otherwise stated)

Ratios	Numerator	Denominator	Year Ended 31st March, 2026	Year Ended 31st March, 2025	Variance	Remarks
1. Current ratio (Times)	Current Assets	Current liabilities	1.25	1.39	(10.23)%	
2. Debt Equity Ratio (Times)	Borrowings + lease liability	Equity	0.12	0.13	(13.58)%	
3. Debt Service Coverage Ratio (Times)	Earnings available for debt service ¹	Interest cost + debt paid ²	10.96	8.12	34.98%	Increase in profitability due to increased net margin
4. Return on equity ratio	Profit after tax	Average Shareholder's Equity	20.11%	20.47%	(1.77)%	
5. Inventory turnover ratio	Revenue	Average inventory	17.88	19.26	(7.15)%	
6. Trade receivable turnover ratio	Revenue	Average trade receivable	8.47	7.89	7.35%	
7. Creditors turnover ratio	Credit purchase	Average trade payables	4.80	4.78	0.42%	
8. Net Capital turnover ratio (Times)	Sales	Working capital	23.00	11.90	93.32%	Revenue growth with higher efficiency and reduction of cash & cash equivalent
9. Net profit	Profit after tax	Total Income	6.41%	6.27%	2.19%	
10. Return on Capital employed	Earnings before interest and taxes (excluding exceptional items)	Net Capital employed	23.28	23.08	0.87%	
11. Return on Investment	Income generated from investments	Average value of investments (at cost)	0.80	0.05	1,408.35%	Increase in market value of investment from previous year

1. Net profit after taxes + Non-cash operating expenses + Interest + Other adjustments like loss/ (profit) on sale of fixed assets etc.
2. Debt includes lease liabilities

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026
I. Dividend Paid and Proposed:

(Rs. in lakhs, except as otherwise stated)

Particulars	Year Ended 31st March, 2026	Year Ended 31st March, 2025
Final dividend declared and paid during the year		
Final dividend for the year ended 31st March, 2025	654.10	445.97
Rs. 2.75 per equity share (31st March, 2024 Rs. 3.75 per equity share)		
Total	654.10	445.97
Proposed dividend on Equity Shares		
Proposed dividend for the year ended 31st March, 2026	951.41	654.10
Rs. 4 per equity share (31st March, 2025 Rs. 2.75 per equity share)		
Total	951.41	654.10

m. Overdraft Facility - HDFC Bank

The Company has taken Working Capital Dropline Overdraft Credit Facility from HDFC Bank with sanctioned amount of Rs 2,000 lakhs for a period of 5 years(valid up to November 2028) repayable in 20 quarterly instalment of Rs. 100 lakhs. The rate of interest is 7.50% linked to T-Bill (variable) and payable at monthly rests. The salient features are stated below:

1. The overdraft limit is secured by the way of (i) First charge on entire current assets including stock of RM, WIP, FG & Stores and Spares & book debt (ii) First Pari-passu charge on Movable Fixed Assets of the Company (iii) Negative Lien on property of Plot no. C506/526, NDR Auto Components Limited, Pioneer Industrial Park, Pathredi, Gurgaon, Haryana 123413.
2. The company has undrawn cash credit facility of Rs. 1027.45 lakhs as on 31st March 2026 (Rs. 1,459 lakhs as on 31st March 2025) from HDFC Bank Limited.
3. The monthly stock statement filed by the Company during the year with banks are in agreement with the books of accounts.

Overdraft Facility - ICICI Bank

The Company has renewed Overdraft Facility from ICICI Bank Limited with sanctioned amount of Rs 1,000.00 lakhs valid up to 18th September 2026. The rate of interest stipulated by ICICI Bank is sum of I-MCLR-6M and "Spread" per annum subject to a minimum of I-NCLR-6M, plus applicable statutory levy, if any, on the principal amount of the loan remains outstanding each day. ICICI Bank shall reset the above interest rate, at the end of every 6 months from the account opening date/ limit set-up date/ renewal date as a sum of I-MCLR-6M plus "Spread", prevailing on the reset date plus applicable statutory levy, if any.

The salient features are stated below:

1. The overdraft limit is secured by the way of hypothecation on all movable fixed assets (excluding assets exclusively charged to other lenders), current assets including (i) book debts; (ii) Receivables, both present and future.
2. The company has undrawn cash credit facility of Rs. 651.07 lakhs as on 31st March 2026 (Rs. 856.35 lakhs as on 31st March 2025) from ICICI Bank.
3. The monthly statement filed by the Company during the year with banks are in agreement with the books of accounts.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

- n.** The Company has used accounting software (SAP) for maintaining its books of account which has a feature of recording audit trail facility and the same has operated throughout the year for all relevant transactions recorded in the software except the audit trail is not enabled for direct changes to database using certain access rights. Further no instance of audit trail feature being tampered with was noted in respect of accounting software where the audit trail has been enabled. Additionally, the audit trail of relevant prior years has been preserved by the company as per the statutory requirements for record retention, to the extent it was enabled and recorded in those respective years.
- o.** The Company plans to carve out its Sunshade business, which is intended to be sold to NDR Hayashi Automotive India Private Limited (NHI) after March 2026. NHI is a newly established joint venture, equally owned by NDR Auto Components Limited (NACL) and Hayashi Telemu Corporation, Japan, each holding a 50% stake.

The key highlights of the proposed transaction are as follows:

- i) NACL will carve out and transfer its Sunshade operations.
- ii) As part of the carve-out, the plant & machinery and inventory related to the Sunshade business will be transferred to NHI
- iii) NHI will pay consideration to NACL for the transfer.
- iv) The sale is expected to be completed within the next 3 months.

This transaction is subject to board approval. Accordingly, pending such approval and the execution of any formal agreement between the parties, the management has not disclosed this as Assets held for sale or discontinuing operations as at March 31, 2026.

p. Other Statutory Information

- 1. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- 2. The Company has not been declared as wilful defaulter by any bank or financial institution or other lender.
- 3. The Company has no transactions with the companies struck off under section 248 of Companies Act, 2013.
- 4. The Company has complied with the number of layers prescribed under the Companies Act, 2013.
- 5. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
- 6. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries
- 7. The Company do not have any transaction which are not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- 8. The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.
- 9. The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

10. The Company do not have any charge or satisfaction which is yet to be registered with the Registrar of Companies beyond the statutory period.
11. The borrowings obtained by the Company from banks and financial institutions have been applied for the purposes for which such loans were taken.
12. The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

q. The amendments to the standards that are notified by the Ministry of Corporate Affairs (MCA), but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company will adopt these amendments to the standards, when they become effective.

Amendments to Ind AS 1 - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants and Ind AS 10 Events after the Reporting Period

Ind AS 10 has been amended to remove the previous treatment under which a lender's post reporting date waiver - granted before the financial statements were approved for issue - of a breach of a material covenant in a long term loan arrangement that occurred on or before the end of the reporting period, resulting in the liability becoming payable on demand at the reporting date, was regarded as an adjusting event.

For annual reporting periods beginning on or after 1 April 2026, any breach of a covenant - whether material or immaterial - occurring on or before the reporting date will, in accordance with Ind AS 1, require the related liability to be classified as current, unless the lender has granted a waiver of the breach on or before the reporting date and has agreed not to demand repayment for at least 12 months after the reporting date as a consequence of the breach. Such a waiver shall be treated as an adjusting event.

The amendments are effective for annual reporting periods beginning on or after 1 April 2026 retrospectively in accordance with Ind AS 8.

As per our report of even date attached

For and on behalf of Board of Directors

For S.R. Batliboi & Co. LLP

Chartered Accountants
ICAI Registration No. 301003E/E300005

ROHIT RELAN

Co-Chairman & Director
DIN: 00257572
Place: New Delhi
Date: May 11, 2026

PRANAV RELAN

Whole Time Director
DIN: 07177944
Place: Gurugram
Date: May 11, 2026

per Amit Chugh

Partner
Membership no. 505224

Place: Gurugram
Date: May 11, 2026

VIKRAM KRISHAN RATHI

Chief Financial Officer
Place: Gurugram
Date: May 11, 2026

RAJAT BHANDARI

Executive Director and
Company Secretary
DIN: 02154950
Place: Gurugram
Date: May 11, 2026

Independent Auditor's Report

To the Members of NDR Auto Components Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of NDR Auto Components Limited ("hereinafter referred to as the "Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "Group"), its associate and joint ventures comprising of the Consolidated Balance sheet as at March 31, 2026, the Consolidated Statement of Profit and Loss, including Other Comprehensive Income, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, associate and joint ventures, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group, its associate and joint ventures as at March 31, 2026, their consolidated profit including the including other comprehensive income (loss), their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group, associate, 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 consolidated 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 we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Emphasis of Matter – Income Tax Search

We draw attention to note 27A(i) of the consolidated financial statements 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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2026. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matters	How our audit addressed the key audit matter
Revenue recognition including price variations (as described in note 28 of the consolidated financial statements)	
Revenue is measured by the Company at the fair value of consideration received/ receivable from its customers and in determining the transaction price for the sale of products, the Company considers the effects of price variations provided to the customer. The Company's business also requires passing on price variations to the customer for the sales made by the Company. The Company at the year end, has provided for such price variations to be passed on to the customer. The estimated price variations at the year-end are shown under note 28 to the consolidated financial statements. We have considered this as a key audit matter on account of the significant judgement and estimate involved in calculation of price variations to be recorded as at the year end	Our audit procedures included the following: - Assessed the Company's accounting policy for revenue recognition including the policy for recording price variations in terms of Ind AS 115. - Obtained understanding of the revenue process, and the assumptions used by the management in the process of calculation of price variations, including design and implementation of controls, and tested the operating effectiveness of these controls. - Tested completeness and arithmetical accuracy of the data used in the computation of price variations. - Obtained and reviewed balance confirmation from customers to ensure the existence of trade receivables. - Tested, on sample basis, debit/ credit notes in respect of agreed price variations passed on to the customers. Assessed the revenue-related disclosures included in note 28 to the consolidated financial statements

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation and preparation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associate and joint ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associate and joint ventures are responsible maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies 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 consolidated financial statements 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 consolidated financial statements by the Directors of the Holding Company, as aforesaid.

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

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the Company's financial reporting process of their respective companies.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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 consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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 Holding 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 management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate 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 consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate and joint ventures to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate and joint ventures of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, 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 consolidated financial statements 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2026 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- a) The consolidated financial statements of the Company for the year ended March 31, 2025, included in these consolidated Ind AS financial statements, have been audited by the predecessor auditor who expressed an unmodified opinion on those statements on May 09, 2025.
- b) We did not audit the financial statements and other financial information, in respect of 2 subsidiaries, whose financial statements include total assets of Rs 4,771.82 lakhs as at March 31, 2026, and total revenues of Rs Nil and net cash inflows of Rs 176.70 lakhs for the year ended on that date. These financial statement and other financial information have been audited by other auditors, whose financial statements, other financial information and auditor's reports have been furnished to us by the management. The consolidated financial statements also include the Group's share of net loss of Rs. 84.96 lakhs and Other Comprehensive loss Rs. 5.86 lakhs for the year ended March 31, 2026, as considered in the consolidated financial statements, in respect of 2 joint ventures, whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, joint ventures and associate, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, joint ventures and associate, is based solely on the reports of such other auditors.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies ("Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies, associate companies and joint ventures companies, incorporated in India and to the extent applicable, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, associate and joint ventures, as noted in the 'other matter' paragraph we report, to the extent applicable, that:
 - (a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors except for the matters stated in the paragraph (j)(vi) below on reporting under Rule 11(g);
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) The matter described in Emphasis of Matter – Income tax search paragraph above, in our opinion, may have an adverse effect on the functioning of the Group along with its associate company, joint ventures and joint operations.
 - (f) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2026 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, associate companies and joint ventures, none of the directors of the Group's companies, its associate and joint ventures, incorporated in India, is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (g) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(b) above on reporting under Section 143(3)(b) and paragraph (j)vi below on reporting under Rule 11(g)
 - (h) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies, associate and joint ventures, incorporated in India and the operating effectiveness of such controls, based on our audit and on the consideration of report of the other auditors on separate

financial statements and the other financial information of such subsidiary companies, associate and joint ventures companies, incorporated in India and to the extent applicable, as noted in the 'Other Matter' paragraph, refer to our separate Report in "Annexure 2" to this report.

- (i) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries, associate and joint ventures incorporated in India, the managerial remuneration for the year ended March 31, 2026 has been paid / provided by the Holding Company, its subsidiaries, associate and joint ventures incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, associate and joint ventures, as noted in the 'Other matter' paragraph:
 - i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, its associate and joint ventures in its consolidated financial statements – Refer note 27(A) to the consolidated financial statements;
 - ii. The Group, its associate and joint ventures did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2026;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries, associate and joint ventures, incorporated in India during the year ended March 31, 2026.
 - iv. a) The respective managements of the Holding Company and its subsidiaries, associate and joint ventures which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, associate and joint ventures respectively that, to the best of its knowledge and belief, as disclosed in the note 37(o) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries, associate and joint ventures to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries, associate and joint ventures ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The respective managements of the Holding Company and its subsidiaries, associate and joint ventures which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, associate and joint ventures respectively that, to the best of its knowledge and belief, as disclosed in the note 37(o) to the consolidated financial statements, no funds have been received by the respective Holding Company or any of such subsidiaries, associate and joint ventures from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries, associate and joint ventures shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries, associate and joint ventures which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) Rule 11(e) contain any material mis-statement.
- v. The final dividend paid by the Holding Company, its subsidiaries, associate and joint venture companies incorporated in India during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

As stated in note 37(k) to the consolidated financial statements, the respective Board of Directors of the Holding Company, its subsidiaries and joint ventures, incorporated in India have proposed final dividend for the year which is subject to the approval of the members of the respective companies at the respective ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

- vi. Based on our examination which included test checks, the Holding Company, subsidiaries, associate and joint ventures which are companies incorporated in India has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated for all relevant transactions recorded in the software except that the audit trail is not enabled for direct changes to database using certain access rights, as described in note 37(m) to the consolidated financial statements. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, in respect of accounting software where the audit trail has been enabled.

Additionally, the audit trail of relevant prior years has been preserved by the Holding Company, subsidiaries, associate and joint ventures as per the statutory requirements for record retention, to the extent it was enabled and recorded in those respective years, as stated in note 37(m) to the consolidated financial statements

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

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per **Amit Chugh**

Partner

Membership Number: 505224

UDIN: 26505224CUNONA7136

Place of Signature: Gurugram

Date: May 11, 2026

Annexure '1' referred to in paragraph under the heading "Report on other legal and regulatory requirements" of our report of even date

Re: NDR Auto Components Limited ("the Company")

According to the information and explanations given to us and procedures performed by us, there are no qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statement

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

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per **Amit Chugh**

Partner

Membership Number: 505224

UDIN: 26505224CUNONA7136

Place of Signature: Gurugram

Date: May 11, 2026

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF NDR AUTO COMPONENTS LIMITED

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

In conjunction with our audit of the consolidated financial statements of NDR Auto Components Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2026, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associate and joint ventures, which are companies incorporated in India, as of that date

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to these consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to these Consolidated Financial Statements

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

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

Opinion

In our opinion, the Group, its associate and joint ventures, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to 2 subsidiaries and 3 joint ventures, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries and joint ventures incorporated in India.

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

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per **Amit Chugh**

Partner

Membership Number: 505224

UDIN: 26505224CUNONA7136

Place of Signature: Gurugram

Date: May 11, 2026

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2026
CIN: L29304DL2019PLC347460

(Rs. in lakhs, except as otherwise stated)

	Notes	As at 31st March 2026	As at 31st March 2025
ASSETS			
I Non-current assets			
Property, plant and equipment	5(i)	20,159.15	12,413.36
Capital work in progress	6	1,934.94	2,770.31
Intangible assets	5(ii)	15.61	5.85
Right of use assets	5(iii)	6,774.41	2,879.37
Investments accounted for using equity method	7	8,252.15	6,346.76
Financial assets			
(i) Loans	8(i)	-	1,000.00
(ii) Others financial assets	8(ii)	420.26	230.40
Deferred tax assets (net)	22	42.42	42.16
Income tax assets (net)	26(i)	55.64	38.34
Other Non-current assets	10	535.78	1,518.92
Total Non-Current Assets		38,190.36	27,245.47
II Current assets			
Inventories	11	4,770.76	4,427.84
Financial assets			
(i) Trade receivables	12	10,081.65	9,348.14
(ii) Cash and cash equivalents	13	1,510.28	5,080.06
(iii) Bank balances other than (ii) above	14	815.46	1,206.72
(iv) Loans	9(i)	-	700.00
(v) Other financial assets	9(ii)	315.73	24.80
Other current assets	15	617.73	554.41
Total Current Assets		18,111.61	21,341.97
Total Assets		56,301.97	48,587.44
EQUITY AND LIABILITIES			
I Equity			
Equity share capital	16	2,378.53	2,378.53
Other equity	17	33,393.34	27,852.45
Total Equity		35,771.87	30,230.98
II Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Lease liabilities	18	5,442.61	2,863.61
Provisions	20	267.92	156.20
Total Non Current Liabilities		5,710.53	3,019.81
Current liabilities			
Financial liabilities			
(i) Lease liabilities	19	727.46	377.80
(ii) Trade payables			
- Total outstanding dues of micro enterprises and small enterprises	23	988.99	824.88
- Total outstanding dues of creditors other than micro enterprises and small enterprises	23	11,507.22	12,283.37
(iii) Other financial liabilities	24	717.80	357.02
Other current liabilities			
(i) Contract Liabilities	25	418.76	919.66
(ii) Other Current Liabilities	25	365.26	503.24
Provisions	21	75.29	43.74
Current Tax liabilities	26(ii)	18.79	26.94
Total Current Liabilities		14,819.57	15,336.65
Total Equity and Liabilities		56,301.97	48,587.44
Summary of Material accounting policies	2		
Contingent liabilities and commitments	27		
Notes to Consolidated financial statements	1 - 37		

The accompanying notes form an integral part of these consolidated financial statements
As per our report of even date attached

For S.R. Batliboi & Co. LLP

Chartered Accountants
ICAI Registration No. 301003E/E300005

per Amit Chugh

Partner
Membership no. 505224

Place: Gurugram
Date: May 11, 2026

For and on behalf of Board of Directors
ROHIT RELAN

Co-Chairman & Director
DIN: 00257572
Place: New Delhi
Date: May 11, 2026

PRANAV RELAN

Whole Time Director
DIN: 07177944
Place: Gurugram
Date: May 11, 2026

VIKRAM KRISHAN RATHI

Chief Financial Officer
Place: Gurugram
Date: May 11, 2026

RAJAT BHANDARI

Executive Director and
Company Secretary
DIN: 02154950
Place: Gurugram
Date: May 11, 2026

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2026
CIN: L29304DL2019PLC347460

(Rs. in lakhs, except as otherwise stated)

	Notes	Year Ended 31st March 2026	Year Ended 31st March 2025
I INCOME			
Revenue from operations	28	82,253.80	71,277.91
Other income	29	290.89	432.17
Total income		82,544.69	71,710.08
II EXPENSES			
Cost of materials and components consumed	30	61,510.85	54,421.97
(Increase)/decrease in inventories of finished goods and work in progress	31	(211.40)	(158.24)
Employee benefits expense	32	2,867.78	2,161.19
Finance costs	33	328.02	323.47
Depreciation and amortization expenses	34	2,109.70	1,611.57
Other expenses	35	9,020.95	7,520.61
Total expenses		75,625.90	65,880.57
III Profit before exceptional items, share of net profit/(losses) on investments accounted for using the equity method and tax (I-II)		6,918.79	5,829.51
IV Share of profit/(loss) of associate and joint ventures accounted for using the equity method		1,109.29	961.41
V Profit before exceptional items and tax (III+IV)		8,028.08	6,790.92
VI Exceptional expenses	32(i)	64.75	-
VII Profit before tax (V - VI)		7,963.33	6,790.92
VIII Tax expenses			
Current tax	22	1,759.46	1,469.32
Deferred tax expenses/(credit)	22	(0.26)	(4.19)
Adjustment of tax relating to earlier years	22	9.68	-
Income tax expense		1,768.88	1,465.13
IX Profit for the year after tax (VII - VIII)		6,194.45	5,325.79
X Other comprehensive income			
Items that will not be reclassified to Statement of profit or loss:			
Re-measurement gains/(losses) on defined benefit plans (Refer note 37(b))		8.52	(5.77)
Share of other comprehensive income of associate and joint ventures accounted for using the equity method		(5.86)	1.09
Income tax effect		(2.14)	1.45
Other comprehensive income for the year, net of tax		0.52	(3.23)
XI Total comprehensive income for the year, net of tax (IX + X)		6,194.97	5,322.56
XII Profit for the year attributable to:			
Owners		6,194.45	5,325.79
Non-Controlling Interest		-	-
		6,194.45	5,325.79
XIII Other comprehensive income/ (loss) for the year attributable to:			
Owners		0.52	(3.23)
Non-Controlling Interest		-	-
		0.52	(3.23)
XIV Total comprehensive income for the year, net of tax attributable to:			
Owners		6,194.97	5,322.56
Non-Controlling Interest		-	-
		6,194.97	5,322.56
XV Earnings per equity share of Rs. 10 each:			
(i) Basic (Rs.)	36	26.04	22.39
(ii) Diluted (Rs.)	36	26.04	22.39
Summary of Material accounting policies	2		
Contingent liabilities and commitments	27		
Notes to Consolidated financial statements	1 - 37		

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As per our report of even date attached

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Registration No. 301003E/E300005

per Amit Chugh

Partner

Membership no. 505224

Place: Gurugram

Date: May 11, 2026

For and on behalf of Board of Directors
ROHIT RELAN

Co-Chairman & Director

DIN: 00257572

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Date: May 11, 2026

PRANAV RELAN

Whole Time Director

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Place: Gurugram

Date: May 11, 2026

VIKRAM KRISHAN RATHI

Chief Financial Officer

Place: Gurugram

Date: May 11, 2026

RAJAT BHANDARI

Executive Director and

Company Secretary

DIN: 02154950

Place: Gurugram

Date: May 11, 2026

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

CIN: L29304DL2019PLC347460

(Rs. in lakhs, except as otherwise stated)

	Notes	For the Year Ended 31st March 2026	For the Year Ended 31st March 2025
I. 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)/ loss of associate accounted for using the equity method		(1,194.25)	(939.89)
Share of (profit)/ loss of joint ventures accounted for using the equity method		84.96	(21.52)
Depreciation and amortization expense	34	2,109.70	1,611.57
Loss/(profit) on disposal of property, plant and equipment	35	9.49	(20.35)
Finance cost	33	61.06	90.13
Interest on lease liabilities	33	266.96	233.34
Interest income	29	(106.09)	(259.78)
Dividend income on other investment	29	-	(0.95)
Net (gain) on sale of investment	29	-	(32.66)
Unrealised (gain) / loss on foreign exchange fluctuation	35	10.22	1.11
Liabilities no longer required written back	29	(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	11	(342.92)	(1,454.45)
(Increase)/decrease in trade receivables	12	(733.51)	(636.55)
(Increase)/decrease in other financial assets	8(ii), 9(ii)	(1,581.97)	(50.58)
(Increase)/decrease in other assets	10, 15	(80.04)	480.07
Increase/(decrease) in trade payables	23	(580.50)	2,971.96
Increase/(decrease) in other liabilities	25	(638.88)	1,200.26
Increase/(decrease) in other financial liabilities	24	652.06	(83.62)
Increase/(decrease) in contract liabilities	25	(500.90)	-
Increase/(decrease) in provisions	20, 21	151.79	88.57
Cash generated from operating activities		5,508.75	9,927.67
Income tax paid (net of refunds)	26(i), 22	(1,796.73)	(1,545.34)
Net cash flow generated from operating activities		3,712.02	8,382.33
II. CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment and intangibles including capital work in progress, capital advances net of capital creditors	5(i)	(7,343.83)	(4,798.70)
Proceeds from disposal of property, plant and equipment	5(i)	18.78	37.61
Loan repaid by related party	8(ii), 9(i)	1,700.00	-
Fixed deposits made during the year	14	(8,051.02)	(8,583.40)
Proceeds from maturity of bank deposits during the year	14	8,447.97	8,548.77
Dividend received from associate	29	198.00	144.95
Purchase of investments in joint ventures	7	(1,000.00)	(1,569.42)
Sale of current investments	7	-	1,716.88
Interest income received	29	108.98	254.09
Net cash (used in) investing activities		(5,921.12)	(4,249.21)
III. CASH FLOWS FROM FINANCING ACTIVITIES:			
(Repayments) of borrowings		-	(170.01)
Dividend paid on equity shares	17	(648.33)	(441.50)
Principal payment of lease liabilities	18, 19	(384.49)	(305.93)
Interest payment of lease liabilities	33	(266.96)	(233.34)
Payment of interest on borrowings	33	(60.90)	(91.22)
Net cash (used in) financing activities		(1,360.68)	(1,242.00)
Net increase/(decrease) in cash and cash equivalents (I+II+III)		(3,569.78)	2,891.11
Cash and cash equivalents at the beginning of the year	13	5,080.06	2,188.95
Cash and cash equivalents at the end of the year		1,510.28	5,080.06
Components of cash and cash equivalents			
Cash and cash equivalents (Refer note 13)			
Balances 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 as at 31st March		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. Refer note 23C for the change in liabilities arising from financing activities

Summary of Material accounting policies

Contingent liabilities and commitments

Notes to Consolidated financial statements

The accompanying notes form an integral part of these consolidated financial statements

As per our report of even date attached

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Registration No. 301003E/E300005

per Amit Chugh

Partner

Membership no. 505224

Place: Gurugram

Date: May 11, 2026

For and on behalf of Board of Directors

ROHIT RELAN

Co-Chairman & Director

DIN: 00257572

Place: New Delhi

Date: May 11, 2026

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Chief Financial Officer

Place: Gurugram

Date: May 11, 2026

RAJAT BHANDARI

Executive Director and

Company Secretary

DIN: 02154950

Place: Gurugram

Date: May 11, 2026

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2026
CIN: L29304DL2019PLC347460

I Equity Share Capital (Refer note 16) (Rs. in lakhs, except as otherwise stated)

	Nos.	Amount
Equity Shares of Rs. 10 each issued, subscribed and fully paid up		
As at 1st April, 2024	11,892,652	1,189.27
Changes in equity share capital during the year	11,892,652	1,189.27
Balance as at 31st March, 2025	23,785,304	2,378.53
As at 1st April, 2025	23,785,304	2,378.53
Changes in equity share capital during the year	-	-
Balance as at 31st March, 2026	23,785,304	2,378.53

II Other Equity (Refer note 17) (Rs. in lakhs, except as otherwise stated)

	Reserves & Surplus		Total
	Capital Reserve	Retained Earnings	
As at 1st April, 2024	15,561.56	8,603.57	24,165.13
Profit for the year	-	5,325.79	5,325.79
Other comprehensive (loss), net of tax	-	(3.23)	(3.23)
Dividend paid during the year	-	(445.97)	(445.97)
Issue of Bonus Shares (Refer note 16(f))	-	(1,189.27)	(1,189.27)
Balance as at 31st March, 2025	15,561.56	12,290.89	27,852.45
As at 1st April, 2025	15,561.56	12,290.89	27,852.45
Profit for the year	-	6,194.45	6,194.45
Other comprehensive income, net of tax	-	0.52	0.52
Dividend paid during the year	-	(654.08)	(654.08)
Issue of Bonus Shares	-	-	-
Balance as at 31st March, 2026	15,561.56	17,831.78	33,393.34

Summary of Material accounting policies	2
Contingent liabilities and commitments	27
Notes to Consolidated financial statements	1 - 37

The accompanying notes form an integral part of these consolidated financial statements

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Chartered Accountants

ICAI Registration No. 301003E/E300005

per Amit Chugh

Partner

Membership no. 505224

Place: Gurugram

Date: May 11, 2026

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DIN: 00257572

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RAJAT BHANDARI

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Company Secretary

DIN: 02154950

Place: Gurugram

Date: May 11, 2026

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

CIN: L29304DL2019PLC347460**1 Corporate Information**

The consolidated financial statements comprise financial statements of NDR Auto Components Limited ("Company" or "the Holding Company" or "the Parent Company") (CIN L29304DL2019PLC347460) and its subsidiaries (collectively, "the Group"), its associate and joint ventures for the year ended 31 March 2026. The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on two recognised stock exchanges in India, viz., Bombay Stock Exchange Limited & National Stock Exchange of India Limited. The registered office of the company is located at Level-5, Regus Caddie Commercial Tower, Hospitality District Aerocity, IGI Airport, New Delhi 110037.

The Group is primarily engaged in the manufacturing, fabricating and assembling of every kind of automotive components including seats, spare parts and components for the seats and to deal in each and every kind of activity associated with the manufacture and trading of any kind of components, whether directly or indirectly or whether in India or abroad. Information on other related party relationships of the Group is provided in Note 37(d).

The consolidated financial statements were approved for issue in accordance with a resolution passed by the Board of Directors of the Company on 11th May 2026.

2. Material Accounting policies**2.1.1 Basis of preparation**

The consolidated financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the 'Act'), read with Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the consolidated financial statements.

The consolidated financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. Further, the consolidated financial statements have been prepared on historical cost basis except for certain financial assets and financial liabilities which are measured at fair values as explained in relevant accounting policies. The consolidated financial statements have been presented in Indian Rupees (Rs.) and all values have been rounded to the nearest lakhs, except when otherwise indicated

2.1.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 March 2026. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- a. Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- b. Exposure, or rights, to variable returns from its involvement with the investee, and
- c. The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with The Other vote holders of The investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31 March. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidated financial statements present assets, liabilities, equity, income, expenses and cash flows of the parent and its subsidiaries as those of a single economic entity. In preparing these consolidated financial statements, below key consolidation procedures are followed:

- a. Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, assets, liabilities, equity, income, expenses and cash flows of subsidiaries are based on the amounts of the assets and liabilities determined as per the Business Combination policy and recognised in the consolidated financial statements at the acquisition date.
- b. Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
- c. Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group. Profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full. Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the former subsidiary at their carrying amounts at the date when control is lost
- Derecognises the carrying amount of any non-controlling interests at the date when control is lost. This includes any components of OCI attributable to them.
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises a distribution if the transaction, event, or circumstances that resulted in the loss of control involves a distribution of shares in the subsidiary to owners in their capacity as owners
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or transferred directly to retained earnings, if required by other Ind AS. Such reclassification/ transfer is decided on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.
- Recognises any surplus or deficit in profit or loss

2.2 Property, plant and equipment

Items of property, plant and equipment except items stated below are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Capital work in progress is stated at cost, net of accumulated impairment loss, if any. Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date. It is capitalised from the date construction is complete and asset is ready for its intended use.

Land is measured at fair value less accumulated impairment losses recognised at the date of revaluation. Buildings are measured at fair value less accumulated depreciation on buildings and impairment losses recognised at the date of revaluation. Valuations are performed with sufficient frequency to ensure that the carrying amount of a revalued asset does not differ materially from its fair value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

A revaluation surplus is recorded in OCI and credited to the revaluation surplus in equity. However, to the extent that it reverses a revaluation deficit of the same asset previously recognised in profit or loss, the increase is recognised in profit or loss. A revaluation deficit is recognised in the P&L, except to the extent that it offsets an existing surplus on the same asset recognised in the revaluation surplus.

An annual transfer from the revaluation surplus to retained earnings is made for the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset's original cost. Additionally, accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. Upon disposal, any revaluation surplus relating to the particular asset being sold is transferred directly to retained earnings.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the P&L when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation on property, plant and equipment is calculated on straight line basis over the useful lives of the assets are as follow:

Nature	Method	Estimated useful life (years)*	Useful life as per Companies Act, 2013 (years)
Plant and machinery	Straight line method	5-20	15
Electrical fittings	Straight line method	15	10
Tools and dies	Straight line method	10	15
Furniture and Fixtures	Straight line method	10	10
Vehicles	Straight line method	8	8
Office Equipment	Straight line method	5	5
Computers	Straight line method	3 and 6	3 and 6
Building	Straight line method	30	30

* Useful life of certain assets are different than the life prescribed under Schedule II to the Companies Act, 2013 and those has been determined based on technical evaluation by the management. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Electrical fittings and plant & machinery has been depreciated over useful life different from life specified in Schedule II of Companies Act, 2013 based on the technical estimates made by the management, it believes that the useful lives as given above represent the period over which the assets are expected to be used.

Assets having value less than Rs. 5,000 are depreciated fully in the year of purchase.

2.3 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs (refer below policy for R&D costs), are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the P&L unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the P&L when the asset is derecognised.

Research and Development cost

Research costs are expensed as incurred. Development expenditure incurred on an individual project is recognised as an intangible asset when the Group can demonstrate all the following:

- i) The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- ii) Its intention to complete and ability and intention to use or sell the asset;
- iii) How the asset will generate future economic benefits;
- iv) The availability of adequate resources to complete the development and to use or sale the asset; and
- v) The ability to measure reliably the expenditure attributable to the intangible asset during development.

Following the initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is ready for the intended use. It is amortised on straight line basis over the estimated useful life. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

2.4 Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's, recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Group's impairment calculation is based on detailed budgets and forecast calculations which are prepared separately for each of the Group's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For the remaining economic life of the asset or cash-generating unit (CGU), a long-term growth rate is calculated and applied to projected future cash flows after the fifth year.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining economic life.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such an indication exists, the Group estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

2.5 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

i) Right-of-use assets

The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease term.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (Impairment of non-financial assets).

ii) Lease liabilities

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its weighted average cost of debts as incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short term leases and leases of low value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option).

The Group applies the low-value asset recognition exemption on a lease-by-lease basis, if the lease qualifies as leases of low-value assets, with a value when new of up to Rs. 3 lacs. In making this assessment, the Group also factors below key aspects:

- The assessment is conducted on an absolute basis and is independent of the size, nature, or circumstances of the lessee.
- The assessment is based on the value of the asset when new, regardless of the asset's age at the time of the lease.
- The lessee can benefit from the use of the underlying asset either independently or in combination with other readily available resources, and the asset is not highly dependent on or interrelated with other assets.
- If the asset is subleased or expected to be subleased, the head lease does not qualify as a lease of a low-value asset.

Based on the above criteria, the Group has classified leases of water coolers as leases of low value assets.

Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognized as per the terms of lease agreement. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

2.6 Foreign Currencies

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Group's consolidated financial statements are presented in Indian rupee (Rs.) which is also the Group's functional and presentation currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate prevailing at the date of transaction.

Measurement of foreign currency items at the balance sheet date

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Exchange differences

Exchange differences arising on settlement or translation of monetary items are recognized as income or expense in the period in which they arise with the exception of exchange differences arising on reporting of long term foreign currency monetary items at rates different from those at which they were initially recorded in so far as they relate to the acquisition of depreciable capital assets are shown by addition to/deduction from the cost of the assets as per exemption provided under IND AS 21 read along with Ind AS 101 appendix 'D' clause-D13AA.

2.7 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are recognized as expense in the period in which they occur.

Borrowing cost includes interest and other costs incurred in connection with the borrowing of funds and charged to Statement of Profit & Loss on the basis of effective interest rate.

2.8 Inventories**a. Basis of valuation:**

Inventories are valued at the lower of cost and net realisable value after providing cost of obsolescence, if any.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- **Raw materials:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.
- **Finished goods and work in progress:** cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost is determined on first in, first out basis.
- **Traded goods:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Initial cost of inventories includes the transfer of gains and losses on qualifying cash flow hedges, recognised in OCI, in respect of the purchases of raw materials.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.9 Cash and cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash at banks and on hand and short-term deposits, as defined above net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

2.10 Employees Benefits**i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employee service upto the end of the reporting period and are measured at the amount expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

ii) Other long-term employee benefit obligations**a) Gratuity**

The Employee's Gratuity Fund Scheme, which is defined benefit plan, is maintained with Life insurance Corporation. The

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

liabilities with respect to Gratuity Plan are determined by actuarial valuation on projected unit credit method on the balance sheet date, based upon which the Group contributes to the Group Gratuity Scheme. The difference, if any, between the actuarial valuation of the gratuity of employees at the year end and the balance of funds is provided for as assets/ (liability) in the books. Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognizes the following changes in the net defined benefit obligation under Employee benefit expense in statement of profit or loss:

1. Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements.
2. Net interest expense or income.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

b) Provident fund

Retirement benefits in the form of Provident fund / Pension Schemes are defined contribution schemes and the contributions are charged to the statement of profit and loss of the year when the contributions to the respective funds become due. The Group has no obligation other than contribution payable to these funds.

c) Compensated Absences

Accumulated leaves which are expected to be utilized within next 12 months are treated as short term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement and is discharged by the year end. The Group recognizes expected cost of short-term employee benefit as an expense, when an employee renders the related service.

The Group treats accumulated leaves to be carried forward beyond 12 months as long-term employee benefits for measurement purpose, such long term compensated absence are provided for based on actuarial valuation which is done as per projected unit credit method at year end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

2.11 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets & liabilities on the basis of the nature,

characteristics and the risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.12 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i) Financial assets

The Group classified its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through OCI or through profit & loss).
- Those measured at amortized cost.

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in 2.13 "Revenue from contracts with customers".

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

The Group's financial assets are only classified as debt instruments at amortised cost.

Financial Assets at amortized cost (Debt instruments)

A "financial asset" is measured at the amortized cost if both the following conditions are met:

- 1) Business model test: The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows (rather than to sell the instrument prior to its contractual maturity to release its fair value change), and
- 2) Cash flow characteristics test: Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. EIR is the rate that exactly discount the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate to the gross carrying amount of financial assets. When calculating the effective interest rate the Group estimate the expected cash flow by considering all contractual terms of the financial instruments. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

are recognized in the profit or loss. This category generally applies to trade and other receivables.

Financial assets at FVTPL

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for amortized cost or FVTOCI, is classified as at FVTPL. A gain or loss on a Debt instrument that is subsequently measured at FVTPL and is not a part of a hedging relationship is recognized in statement of profit or loss and presented net in the statement of profit and loss within other gains or losses in the period in which it arises. Interest income from these Debt instruments is included in other income.

De recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e., removed from the Group's statement of financial position) when:

- the rights to receive cash flows from the asset have expired, or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass through" arrangement and either:
 - (a) the Group has transferred substantially all the risks and rewards of the asset, or
 - (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred assets and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

In accordance with IND AS 109, the Group applies expected credit losses (ECL) model for measurement and recognition of impairment loss on the following financial asset and credit risk exposure.

- Financial assets measured at amortised cost, e.g., Loans, Security deposits, trade receivable, bank balance, other financial assets etc.

The Group follows "simplified approach" for recognition of impairment loss allowance on trade receivables. Under the simplified approach, the Group does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

There is no significant credit risk in relation to financial assets including trade receivables.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the

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reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

ii) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified at initial recognition as financial liabilities at fair value through profit or loss, loans and borrowings, and payables, net of directly attributable transaction costs. The Group financial liabilities include loans and borrowings including bank overdraft, trade payable, trade deposits, retention money and other payables.

The measurement of financial liabilities depends on their classification, as described below:

Trade Payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 90 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at fair value and subsequently measured at amortised cost using EIR method.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in IND AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI. These gains/ losses are not subsequently transferred to profit and loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Group has not designated any financial liability as at fair value through profit and loss.

Financial liabilities at amortized cost

Borrowings are initially recognised at fair value, net of transaction cost incurred. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortization process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

2.13 Revenue from contract with customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

Sale of goods

Revenue from sale of goods is recognised at the point in time when control of the assets is transferred to the customer, generally on delivery of the goods. The normal credit term is 30 to 60 days upon delivery.

The Group also considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods, the Group

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

i) Variable Consideration

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The contracts for the sale of goods provide price revision receivable from/payable to customers on account of change of commodity prices/purchase price and these prices escalations and relaxations give rise to variable consideration. Contract revenue includes price revision received/receivable from customers and similarly, price revision for material purchased or payable to vendors has also been included in purchases.

ii) Significant financing component

Generally, the Group receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Group does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

Contract balances

Contract Assets

A contract asset is a right to consideration in exchange for goods or services transferred to the customers. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets for further reference.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Other revenue streams:

i) Interest Income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

ii) Lease income

Rental income arising from operating leases on property let out by the Group is accounted for on a straight-line basis over the lease terms and is included in other income in statement of profit and loss.

iii) Rendering of services

Revenue from service-related activities is recognised as and when services are rendered and on the basis of contractual terms with the parties and is included in revenue in the statement of profit and loss under the head other income.

2.14 Taxes

Current income tax

Tax expense comprises current tax expense and deferred tax.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority

will accept an uncertain tax treatment. The Group reflects the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

Deferred tax

Deferred tax is provided using the balance sheet approach on temporary differences between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

In assessing the recoverability of deferred tax assets, the Group relies on the same forecast assumptions used elsewhere in the consolidated financial statements and in other management reports.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity which intends either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Goods and Services Tax (GST) / value added taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of GST paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable;
- When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of other current assets/ liabilities in the balance sheet.

2.15 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all potentially dilutive equity shares.

2.16 Events after the reporting period

If the Group receives information after the reporting period, but prior to the date of approval of consolidated financial statements, about conditions that existed at the end of the reporting period, it will assess whether the information affects the amounts that it recognises in its separate consolidated financial statements. The Group will adjust the amounts recognised in its consolidated financial statements to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions in light of the new information. For non-adjusting events after the reporting period, the Group will not change the amounts recognised in its separate consolidated financial statements but will disclose the nature of the non-adjusting event and an estimate of its financial effect, or a statement that such an estimate cannot be made, if applicable.

2.17 Provisions and Contingent Liabilities

Provisions

A provision is recognised when the Group has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Onerous Contracts

If the Group has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Group recognises any impairment loss that has occurred on assets dedicated to that contract.

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

Contingent liabilities

Contingent liability is:

- (a) a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or
- (b) a present obligation that arises from past events but is not recognized because;
 - it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or
 - the amount of the obligation cannot be measured with sufficient reliability.

The Group does not recognize a contingent liability but discloses its existence and other required disclosures in notes to the consolidated financial statements, unless the possibility of any outflow in settlement is remote.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

2.18 Dividend distributions

The Group recognizes a liability to make payment of dividend to owners of equity when the distribution is authorized and is no longer at the discretion of the Group and is declared by the shareholders. A corresponding amount is recognised directly in equity.

2.19 Current versus non – current classification

The Group segregates assets and liabilities into current and non-current categories for presentation in the balance sheet after considering its normal operating cycle and other criteria set out in Ind AS 1, “Presentation of consolidated financial statements”. For this purpose, current assets and liabilities include the current portion of non-current assets and liabilities respectively. Deferred tax assets and liabilities are always classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has identified period up to twelve months as its operating cycle. The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Deferred tax assets and deferred tax liabilities are classified as non-current assets and liabilities.

2.20 Investments in associate and joint ventures:

The group holds an interest in three joint ventures, Toyo Sharda India Private Limited, Toyota Boshoku Relan India Private Limited and NDR Hayashi Automotive India Private Limited, and an interest in an associate, Bharat Seats Limited.

The financial statements of associate and joint ventures are prepared for the same reporting period as the Group. The accounting policies of both companies are aligned with those of the Group.

Therefore, no adjustments are made when measuring and recognising the Group's share of the profit or loss of the investees after the date of acquisition.

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries.

The Group's investments in its associate and joint venture are accounted for using the equity method. Under the equity method, the investment in an associate or a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate or joint venture since the acquisition date.

The P&L reflects the Group's share of the results of operations of the associate or joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

If an entity's share of losses of an associate or a joint venture equals or exceeds its interest in the associate or joint venture (which includes any long-term interest that, in substance, form part of the Group's net investment in the associate or joint venture), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture. If the associate or joint venture subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of the Group's share of profit or loss of an associate and a joint venture is shown separately on the face of the statement of profit and loss and represents profit or loss after tax and non-controlling interests in the subsidiaries of the associate or joint venture. The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate or joint venture is impaired.

Upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

Impairment of investments

The Group reviews its carrying value of investments carried at cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is recorded in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the Investment is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the cost of the Investment. A reversal of an impairment loss is recognised immediately in Statement of Profit or Loss.

3. Significant accounting judgements, estimates and assumptions:

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and

assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements.

a) Operating lease commitments – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a substantial portion of the economic life of the commercial property, and that it retains all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

b) Assessment of lease term:

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option.

Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment and that is within the control of the lessee.

c) Revenue from contracts with customers

The Group applied the following judgments that significantly affect the determination of the amount and timing of revenue from contracts with customers:

- Determining method to estimate variable consideration and assessing the constraint.

Certain contracts for the sale of products include a right of price revision on account of change of commodity prices/purchase price that give rise to variable consideration. In estimating the variable consideration, the Group is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which it will be entitled.

The Group determined that the most likely method is the appropriate method to use in estimating the variable consideration for the sale of products. The selected method that better predicts the amount of variable consideration was primarily driven by the number of volume thresholds contained in the contract. The most likely amount method is used for those contracts with a single volume threshold, while the expected value method is used for contracts with more than one volume threshold.

Before including any amount of variable consideration in the transaction price, the Group considers whether the amount of variable consideration is constrained. The Group determined that the estimates of variable consideration are not constrained based on its historical experience, business forecast and the current economic conditions. In addition, the uncertainty on the variable consideration will be resolved within a short time frame.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

a) Property, plant and equipment

The useful lives and residual values of property, plant and equipment are determined by the management based on technical assessment by the management. The Group believes that the derived useful life best represents the period over which the Group expects to use these assets.

b) Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Group establishes provisions based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority.

Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

c) Gratuity benefit

The cost of defined benefit plans (i.e., Gratuity benefit) is determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. In determining the appropriate discount rate, management considers the interest rates of long term government bonds with extrapolated maturity corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Future salary increases and pension increases are based on expected future inflation rates for the respective countries. Further details about the assumptions used, including a sensitivity analysis, are given in Note 37(a), (b), (c).

d) Fair value measurement of financial instrument

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

e) Impairment of financial assets

The impairment provisions of financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

f) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use.

The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are also relevant to other intangibles.

g) Lease incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore its incremental borrowing rate (IBR) to measure lease liability. The IBR is the rate of interest that the Group would have to pay to borrow over similar terms, and with a similar security, the fund necessary to obtain an asset of a similar value to the right of use assets in similar economic environments. The IBR therefore affects what the Group "would have to pay" which requires estimates when no observable rates are available or when they need to be adjusted to reflect the term and conditions of the lease. The Group estimates the IBR using observable inputs such as market interest rates when available.

4. New and amended standards

The Group applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 April 2025. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

(i) Amendments to Ind AS 21 - Lack of exchangeability

The Ministry of Corporate Affairs (MCA) notified the Companies (Indian Accounting Standards) Amendment Rules, 2025, which amend Ind AS 21, The Effects of Changes in Foreign Exchange Rates to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its consolidated financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments are effective for annual reporting periods beginning on or after 1 April 2025. When applying the amendments, an entity cannot restate comparative information.

The amendments do not have a material impact on the Group's consolidated financial statements.

(ii) Amendments to Ind AS 1 – Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants

In August 2025, the MCA notified amendments to paragraphs 69 to 76 of Ind AS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

In addition, a requirement has been introduced to require disclosure when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

If there is a breach of a material covenant of a long term loan arrangement on or before the end of the reporting period, resulting in the liability becoming payable on demand as at the reporting date, and the lender agrees—after the reporting period but before the consolidated financial statements are approved for issue—not to demand repayment for at least 12 months as a consequence of the breach, this shall be treated as an adjusting event. Accordingly, the entity is not required to classify the liability as current.

The amendments are effective for annual reporting periods beginning on or after 1 April 2025 retrospectively in accordance with Ind AS 8.

The amendments have not had an impact on the classification of Group's liabilities.

(iii) Amendments to Ind AS 7 and Ind AS 107 - Supplier Finance Arrangements

In August 2025, the MCA notified amendments to Ind AS 7 Statement of Cash Flows and Ind AS 107 Financial Instruments: Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of consolidated financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

The amendments do not have a material impact on the Group's consolidated financial statements.

(iv) International Tax Reform—Pillar Two Model Rules – Amendments to Ind AS 12

In August 2025, the MCA notified amendments to Ind AS 12 Income Taxes in response to the OECD's BEPS Pillar Two rules and include:

- A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and
- Disclosure requirements for affected entities to help users of the consolidated financial statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date.

The mandatory temporary exception – the use of which is required to be disclosed – applies immediately. The remaining disclosure requirements apply for annual reporting periods beginning on or after 1 April 2025, but not for any interim periods ending on or before 31 March 2026.

The amendments had no impact on the Group's consolidated financial statements as the Group is not in scope of the Pillar Two model rules.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

CIN: L29304DL2019PLC347460

5(ii) a) **Property Plant & Equipment for the financial year 2025-26**

(Rs. in lakhs, except as otherwise stated)

Particulars	Gross Block at Cost			Depreciation			Net Book Value	
	Balance as at 1st April 2025	Additions	Disposals	Balance as at 31st March 2026	Depreciation for the year	Disposals	Balance as at 31st March 2026	Balance as at 31st March 2025
Freehold land	3,017.15	-	-	3,017.15	-	-	3,017.15	3,017.15
Leasehold land	-	3,763.47	-	3,763.47	-	-	3,763.47	-
Buildings	2,111.20	10.76	-	2,121.96	72.68	-	1,134.13	1,196.05
Plant and Equipment	11,751.55	5,311.44	24.40	17,038.59	1,362.30	18.97	11,126.92	7,183.21
Furniture and Fixtures	67.85	22.83	-	90.68	4.97	-	59.82	41.96
Vehicles	344.86	83.85	25.52	403.19	47.78	2.69	251.54	238.30
Office equipment	169.61	39.76	-	209.37	18.18	-	87.69	66.11
Computers	133.12	42.24	-	175.36	23.09	-	69.77	50.62
Electrical Fittings	1,023.25	85.63	-	1,108.88	56.93	-	648.66	619.96
Total	18,618.59	9,359.98	49.92	27,928.65	1,585.93	21.66	7,769.50	12,413.36

b) **Property Plant & Equipment for the financial year 2024-25**

(Rs. in lakhs, except as otherwise stated)

Particulars	Gross Block at Cost			Depreciation			Net Book Value	
	Balance as at 1st April 2024	Additions	Disposals	Balance as at 31st March 2025	Depreciation for the year	Disposals	Balance as at 31st March 2025	Balance as at 31st March 2024
Freehold land	3,017.15	-	-	3,017.15	-	-	3,017.15	3,017.15
Buildings	2,047.64	63.56	-	2,111.20	70.60	-	1,196.05	1,203.09
Plant and Equipment	10,486.63	1,351.14	86.22	11,751.55	986.66	69.72	4,568.34	6,835.23
Furniture and Fixtures	58.23	9.62	-	67.85	3.94	-	25.89	36.28
Vehicles	290.16	54.70	-	344.86	36.66	-	106.56	220.26
Office equipment	161.21	8.40	-	169.61	13.89	-	103.50	71.60
Computers	110.68	22.44	-	133.12	21.83	-	82.50	50.01
Electrical Fittings	869.99	154.42	1.16	1,023.25	44.69	0.40	619.96	510.99
Total	17,041.69	1,664.28	87.38	18,618.59	1,178.27	70.12	6,205.23	11,944.61

Note: (i) On transition to Ind AS, the group has elected to continue with the carrying value of all property, plant and equipment measured as per the previous GAAP and use that carrying value as the deemed cost of Property Plant & Equipment.

(ii) All title deeds of immovable properties are held in the name of the company

5(ii) a) Intangible assets for the financial year 2025-26

(Rs. in lakhs, except as otherwise stated)

Particulars	Gross Block at Cost			Amortisation			Net Block		
	Balance as at 1st April 2025	Additions	Disposals	Balance as at 31st March 2026	Balance as at 1st April 2025	Amortisation for the year	Disposals	Balance as at 31st March 2026	Balance as at 31st March 2025
Intangible Assets									
Software	41.61	17.12	-	58.73	35.76	7.36	-	43.12	5.85
Total	41.61	17.12	-	58.73	35.76	7.36	-	43.12	5.85

b) Intangible assets for the financial year 2024-25

(Rs. in lakhs, except as otherwise stated)

Particulars	Gross Block at Cost			Amortisation			Net Block		
	Balance as at 1st April 2024	Additions	Disposals	Balance as at 31st March 2025	Balance as at 1st April 2024	Amortisation for the year	Disposals	Balance as at 31st March 2025	Balance as at 31st March 2024
Intangible Assets									
Software	41.61	-	-	41.61	30.06	5.70	-	35.76	11.55
Total	41.61	-	-	41.61	30.06	5.70	-	35.76	11.55

Note: On transition to Ind AS, the group has elected to continue with the carrying value of all property, plant and equipment measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Note - 5(iii) : Right of use assets

(Rs. in lakhs, except as otherwise stated)

Particulars	Leasehold land	Total
Gross carrying value		
At 1 April 2024	3,509.10	3,509.10
Additions	637.85	637.85
Disposals	-	-
At 31 March 2025	4,146.95	4,146.95
Additions	4,636.30	4,636.30
Disposals	-	-
At 31 March 2026	8,783.25	8,783.25
Depreciation		
At 1 April 2024	809.29	809.29
Charge for the year	458.29	458.29
Disposals	-	-
At 31 March 2025	1,267.58	1,267.58
Charge for the year	741.26	741.26
Disposals	-	-
At 31 March 2026	2,008.84	2,008.84
Net carrying value		
At 31 March 2026	6,774.41	6,774.41
At 31 March 2025	2,879.37	2,879.37

Note: During the previous year, an amount of Rs 30.69 lakhs was capitalised to Plant and Equipment. Accordingly balance amounting to Rs. 427.60 lakhs were charged to Profit and Loss.

6 Capital work in progress

(Rs. in lakhs, except as otherwise stated)

	As at 31st March, 2026	As at 31st March, 2025
Opening cost	2,770.31	1,217.42
Additions during the year	1,696.11	1,744.15
Capitalised during the year	(2,531.48)	(191.26)
	1,934.94	2,770.31

Capital work in progress ageing schedule as at 31st March, 2026

(Rs. in lakhs, except as otherwise stated)

	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
Projects in progress	1,911.10	0.13	23.71	-	1,934.94
Projects temporarily suspended	-	-	-	-	-
	1,911.10	0.13	23.71	-	1,934.94

Capital work in progress ageing schedule as at 31st March, 2025

(Rs. in lakhs, except as otherwise stated)

	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
Projects in progress	1,741.66	1,021.78	6.87	-	2,770.31
Projects temporarily suspended	-	-	-	-	-
	1,741.66	1,021.78	6.87	-	2,770.31

Note: No projects under capital work in progress (CWIP) were suspended as at March 31, 2026 and March 31, 2025. Also, no projects are overdue in terms of time and cost as per original plans.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

7 Investments

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Investments in Equity Instruments (Fully Paid up)		
Investments in Associate		
Quoted, fully paid up		
18,000,000 (31 March 2025: 18,000,000) Equity Shares (including 13,500,000 bonus shares) of Rs. 2/- each (31 March 2025: 2/- each) of Bharat Seats Limited	6,548.78	5,558.72
	6,548.78	5,558.72
Investments in Joint Ventures		
Unquoted, fully paid up		
5,000 (31 March 2025: 5,000) Equity shares of Rs. 10/- each (31 March 2025: 10/- each) of Toyota Boshoku Relan India Private Limited	0.50	0.50
Less: Impairment in value of investment	(0.50)	(0.50)
	-	-
750,000 (31 March 2025: 750,000) Equity shares of Rs. 10/- each (31 March 2025: 10/- each) of Toyo Sharda India Private Limited	800.89	788.04
10,000,000 (31 March 2025: Nil) Equity Shares of Rs. 10/- each (31 March 2025: Nil) of NDR Hayashi Automotive India Private Limited	902.48	-
	1,703.37	788.04
	8,252.15	6,346.76
Aggregate value of unquoted investments	1,703.37	788.04
Aggregate value of quoted investments	6,548.78	5,558.72
Aggregate market value of quoted investments	25,345.80	13,739.40
Aggregate amount of impairment in value of investments	0.50	0.50

Note: 1) The group had discontinued recognizing share of losses of its investment in Toyota Boshoku Relan India Private Limited (joint venture) after its share of losses exceeded its carrying amount of the investment in the said joint venture. However, if the joint venture subsequently reports profit, the group will resume recognizing its share of profits only after its share of profits equals the amount of share of losses not earlier recognized.

2) All investments in equity share of subsidiaries, associate and joint ventures are stated at cost as per Ind AS 27 "Separate Financial Statements"

3) The Group has made long term strategic investments in subsidiaries and joint venture which are in their developing stages of operation and would generate growth and returns over the period of time

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Additional information about Associate & Joint Ventures as required by schedule III

(a) Name of the Company, Country of Incorporation, Principal Activities

	County of residence	Proportion (%) of equity interest	
		As at 31st March, 2026	As at 31st March, 2025
Subsidiaries			
NDR Auto Components Safety Systems Private Limited, India, Manufacturing of Seating System*	India	100.00%	-
NDR Auto Components South Private Limited, India, Manufacturing of Seating System*	India	100.00%	-
Associate			
Bharat Seats Ltd., India, Manufacturing of Seating System	India	28.66%	28.66%
Joint Ventures			
Toyota Boshoku Relan India Private Limited, India, Manufacturing of Seating System	India	50.00%	50.00%
Toyo Sharda India Private Limited, India, Manufacturing of Seating System	India	50.00%	50.00%
NDR Hayashi Automotive India Private Limited, India, Manufacturing of Automobile parts*	India	50.00%	-

* Company incorporated in current financial year

(b) 2025-26

	Net Assets (i.e. Total assets - Total liabilities)		Share in Profit and Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of consolidated net assets	Amount	As a % of consolidated Profit or Loss	Amount	As a % of consolidated Other Comprehensive Income	Amount	As a % of consolidated Total Comprehensive Income	Amount
Parent Company								
NDR Auto Components Limited	75.00%	28,706.45	82.90%	5,304.94	1,226.92%	6.38	82.99%	5,311.32
Subsidiaries								
NDR Auto Components Safety Systems Private Limited	3.11%	1,188.91	(0.17)%	(11.09)	0.00%	-	(0.17)%	(11.09)
NDR Auto Components South Private Limited	0.25%	96.12	(0.06)%	(3.88)	0.00%	-	(0.06)%	(3.88)
Associate (Investment as per equity method)								
Bharat Seats Ltd.	17.19%	6,582.05	18.65%	1,194.25	(1,190.38)%	(6.19)	18.56%	1,188.06
Joint ventures (Investment as per equity method)								
NDR Hayashi Automotive India Private Limited	2.36%	902.48	(1.52)%	(97.50)	0.00%	-	(1.52)%	(97.50)
Toyota Boshoku Relan India Private Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Toyo Sharda India Private Limited	2.09%	800.89	0.20%	12.54	63.46%	0.33	0.20%	12.87
Total		38,276.90		6,399.26		0.52		6,399.78
Adjustments arising out of consolidation		(2,505.03)		(204.81)		-		(204.80)
Total		35,771.87		6,194.45		0.52		6,194.97

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026
2024-25

	Net Assets (i.e. Total assets - Total liabilities)		Share in Profit and Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of consolidated net assets	Amount	As a % of consolidated Profit or Loss	Amount	As a % of consolidated Other Comprehensive Income	Amount	As a % of consolidated Total Comprehensive Income	Amount
Parent Company NDR Auto Components Limited	79.08%	24,049.22	82.42%	4,508.38	133.75%	(4.32)	82.39%	4,504.06
Associate (Investment as per equity method) Bharat Seats Ltd.	18.33%	5,575.88	17.18%	939.89	(44.27)%	1.43	17.22%	941.32
Joint ventures (Investment as per equity method) Toyota Boshoku Relan India Private Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Toyo Sharda India Private Limited	2.59%	788.03	0.39%	21.52	10.53%	(0.34)	0.39%	21.18
Total		30,413.12		5,469.79		(3.23)		5,466.56
Adjustments arising out of consolidation		(182.14)		(144.00)		-		(144.00)
Total		30,230.98		5,325.79		(3.23)		5,322.56

(c) Other Disclosures
Interest in joint venture

The Group has a 50% interest in Toyota Boshoku Relan India Private Limited, Toyo Sharda India Private Limited, NDR Hayashi Automotive India Private Limited, joint ventures involved in the manufacture of seating systems, automobile parts. The Group's interest in Toyota Boshoku Relan India Private Limited, Toyo Sharda India Private Limited, NDR Hayashi Automotive India Private Limited is accounted for using the equity method in the consolidated financial statements.

Interest in Associate

The Group has a 28.66% interest in Bharat Seats Limited, which is involved in the manufacture of seating systems in India. Bharat Seats Limited is a listed entity listed on BSE and NSE Stock Exchange. The Group's interest in Bharat Seats Limited is accounted for using the equity method in the consolidated financial statements.

Summarised financial information of the joint ventures, based on its Ind AS financial statements, and reconciliation with the carrying amount of the investment in consolidated financial statements and summarised financial information of the Group's investment in Bharat Seats Limited are set out below:

(i) Summarised financial statement in respect of the associate and joint ventures is given below:

Particulars	Bharat Seats Limited		NDR Hayashi Automotive India Private Limited		Toyota Boshoku Relan India Private Limited		Toyo Sharda India Private Limited	
	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2026	As at 31st March, 2025
Current assets	35,558.16	26,258.11	1,941.69	-	1.27	1.29	1,914.98	1,819.76
Non current assets	38,106.88	38,512.27	154.25	-	14.51	14.51	985.87	849.78
Current liabilities	(40,557.14)	(32,857.62)	(290.94)	-	(0.59)	(0.59)	(1,069.39)	(982.71)
Non current liabilities	(10,141.91)	(12,457.49)	-	-	(39.53)	(38.49)	(229.66)	(110.77)
Equity	22,965.99	19,455.27	1,805.00	-	(24.34)	(23.28)	1,601.80	1,576.06
Group's share in equity	6,582.05	5,575.88	902.48	-	(12.17)	(11.64)	800.89	788.04
Adjustment of stock reserve	33.27	17.16	-	-	-	-	-	-
Group's carrying amount of the investment	6,548.78	5,558.72	902.48	-	(12.17)	(11.64)	800.89	788.04

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(ii) Summarised Statement of Profit and Loss in respect of the associate and joint ventures is given below:

Particulars	Bharat Seats Limited		NDR Hayashi Automotive India Private Limited		Toyota Boshoku Relan India Private Limited		Toyo Sharda India Private Limited	
	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2026	As at 31st March, 2025
Revenue	195,095.14	128,882.47	-	-	-	-	6,038.65	5,630.74
Other Income	528.24	358.57	25.20	-	-	-	16.52	27.77
Total Income	195,623.38	129,241.04	25.20	-	-	-	6,055.17	5,658.51
Cost of raw materials and components consumed	165,437.70	107,964.94	-	-	-	-	4,975.89	4,568.37
Purchase of traded goods	2,720.57	153.45	-	-	-	-	-	-
(Increase)/decrease in inventories of finished goods, work in progress and traded goods	(217.15)	(61.10)	-	-	-	-	24.36	9.75
Employee benefits expense	6,558.20	5,314.66	-	-	-	-	431.54	410.47
Finance costs	1,017.00	890.71	-	-	-	-	19.28	4.16
Depreciation and amortization expenses	3,529.38	2,623.99	1.42	-	-	-	196.77	191.22
Other expenses	10,680.05	7,964.78	223.60	-	1.06	0.78	374.72	415.81
Total expenses	189,725.75	124,851.43	225.02	-	1.06	0.78	6,022.55	5,599.79
Profit before exceptional items and tax	5,897.63	4,389.61	(199.82)	-	(1.06)	(0.78)	32.62	58.72
Exceptional items	137.37	-	-	-	-	-	-	-
Profit before tax	5,760.26	4,389.61	(199.82)	-	(1.06)	(0.78)	32.62	58.72
Income tax expense	1,537.14	1,119.58	(4.82)	-	-	-	7.55	15.69
Profit / (loss) after tax	4,223.12	3,270.03	(195.00)	-	(1.06)	(0.78)	25.07	43.03
Other comprehensive income	(21.60)	5.00	-	-	-	-	0.65	(0.68)
Total comprehensive income	4,201.52	3,275.03	(195.00)	-	(1.06)	(0.78)	25.72	42.35

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026
(iii) Reconciliation to carrying amounts for Associate & Joint Ventures

Particulars	Bharat Seats Limited		NDR Hayashi Automotive India Private Limited		Toyota Boshoku Relan India Private Limited		Toyo Sharda India Private Limited	
	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2026	As at 31st March, 2025
Opening net assets	19,455.27	16,682.64	-	-	(23.28)	(22.49)	1,576.06	1,533.73
Adjustment*	-	-	2,000.00	-	-	-	-	-
Profit for the year	4,223.12	3,270.03	(195.00)	-	(1.06)	(0.78)	25.07	43.03
Impairment/ Consolidation adjustment	-	-	-	-	-	-	-	-
Other comprehensive income	(21.60)	5.00	-	-	-	-	0.65	(0.68)
Dividend paid	(690.80)	(502.40)	-	-	-	-	-	-
Closing net assets	22,965.99	19,455.27	1,805.00	-	(24.34)	(23.27)	1,601.78	1,576.08
Group's share in %	28.66%	28.66%	50.00%	-	50.00%	50.00%	50.00%	50.00%
Group's share in Rs.	6,582.05	5,575.88	902.48	-	(12.17)	(11.64)	800.89	788.04
Adjustment of stock reserve	33.27	17.16	-	-	-	-	-	-
Carrying amount	6,548.78	5,558.72	902.48	-	(12.17)	(11.64)	800.89	788.04

* issue of share capital during the current financial year

(iv) Contingent Liabilities and Capital Commitments for Associate and Joint Ventures

Particulars	Bharat Seats Limited		NDR Hayashi Automotive India Private Limited		Toyota Boshoku Relan India Private Limited		Toyo Sharda India Private Limited	
	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2026	As at 31st March, 2025
Bank Guarantees	-	-	-	-	-	-	-	-
Excise duty cases	-	228.21	-	-	-	-	-	-
GST case	3,382.41	3,382.41	-	-	-	-	-	-
Labour cases	179.22	173.00	-	-	-	-	-	-
Income tax demand	1,002.00	2,768.00	-	-	-	-	-	-
Estimated amount of contracts remaining to be executed on capital account and not provided for	616.52	1,081.47	77.00	-	-	-	-	10.43

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

8(i) Financial Assets

(Rs. in lakhs, except as otherwise stated)

	As at 31st March, 2026	As at 31st March, 2025
Loans		
(Unsecured, considered good)		
Loan to related parties* (Refer note 37(d))	-	1,000.00
	-	1,000.00

* The group has given unsecured loan amounting to Rs. 200 lakhs to NDR Auto Components South Private Limited at 9% repayable in March 2027 and unsecured loan amounting to Rs. 1,700 lakhs (refer note 9(ii)) to Bharat Seats Limited at 8.30% repayable before March 2026 for general business purpose

8(ii) Financial Assets

(Rs. in lakhs, except as otherwise stated)

	As at 31st March, 2026	As at 31st March, 2025
Other Financial Assets		
Security Deposits	420.26	230.40
	420.26	230.40

9(i) Financial assets

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Loans		
(Unsecured, considered good)		
Loan to related parties (Refer note 37(d))	-	700.00
	-	700.00

Break up of financial assets carried at amortised cost

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Loans (Refer note 8(i) & 9(i))	-	1,700.00
Security Deposits (Refer note 8(ii))	420.26	230.40
Other financial assets (Refer note 9(ii))	315.73	24.80
Trade Receivables (Refer note 12)	10,081.65	9,348.14
Cash & cash equivalent (Refer note 13)	1,510.28	5,080.06
Total financial assets carried at amortised cost	12,327.92	16,383.40

9(ii) Financial assets

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
(Unsecured, considered good)		
Security Deposits	0.30	-
Recoverable from related parties* (Refer note 37(d))	309.49	-
Interest receivable on loan (Refer note 37(d))	-	10.78
Interest receivable from fixed deposits with bank	5.94	14.02
	315.73	24.80

* includes receivable from related parties mainly towards reimbursement of expenses and business support services.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

10 Other non current assets

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
(Unsecured, considered good)		
Capital advance	524.83	1,518.92
Prepaid expenses	8.29	-
Deposit with statutory authority under protest*	2.66	-
	535.78	1,518.92

* amount paid against GST demand w.r.t. excess input tax credit claimed

11 Inventories

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
(Valued at lower of Cost and Net realizable value)		
Raw materials and components (includes goods in transit of Rs. 52.59 lakhs (31 March 2025: Rs. 4.67 lakhs))	3,761.96	3,645.23
Work-in-progress	91.99	139.73
Finished goods	681.63	422.49
Stores and spares	235.18	220.39
	4,770.76	4,427.84

12 Trade receivables

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
(Unsecured)		
Trade Receivables	3,910.25	3,668.95
Receivable from related parties (refer note 37(d))	6,171.40	5,679.19
	10,081.65	9,348.14
Break-up for security details:		
Trade Receivables		
Secured, considered good	-	-
Unsecured, considered good	10,081.65	9,348.14
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - credit impaired	-	-
	10,081.65	9,348.14
Impairment Allowance (allowance for bad and doubtful debts)		
Unsecured, considered good	-	-
Trade Receivables which have significant increase in credit Risk	-	-
Trade Receivables - credit impaired	-	-
	-	-

Note:

- a) Trade Receivables are not interest bearing. Credit period generally falls in the range of 30 to 60 days.
b) Due from related parties Rs. 6,171.40 lakhs (31st March 2025: Rs. 5,679.19 lakhs) (refer note 37 (d)).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026
Trade receivables ageing schedule as at 31st March 2026

(Rs. in lakhs, except as otherwise stated)

	Outstanding for following periods from due date of payment							Total
	Unbilled	Current but not due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	
Undisputed trade receivables - considered good	922.00	8,082.63	944.98	126.46	5.58	-	-	10,081.65
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed Trade receivable – credit impaired	-	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-	-
	922.00	8,082.63	944.98	126.46	5.58	-	-	10,081.65

Trade receivables ageing schedule as at 31st March 2025

(Rs. in lakhs, except as otherwise stated)

	Outstanding for following periods from due date of payment							Total
	Unbilled	Current but not due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	
Undisputed trade receivables - considered good	1,492.33	5,119.85	1,087.78	1,642.13	6.05	-	-	9,348.14
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed Trade receivable – credit impaired	-	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-	-
	1,492.33	5,119.85	1,087.78	1,642.13	6.05	-	-	9,348.14

No trade or other receivables are due from directors or other officers of the group either severally or jointly with any other person

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

13 Cash and cash equivalents

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Balance with banks		
Current accounts	176.82	457.20
Surplus in cash credit account *	232.16	21.56
Cash on hand	1.30	1.30
Fixed deposits account with an original maturity of less than three months	1,100.00	4,600.00
	1,510.28	5,080.06

* There are no restrictions with regard to cash and cash equivalents at the end of the current and previous year.

14 Other bank balances

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Fixed deposits account with an original maturity of more than three months but less than twelve months	800.00	1,197.03
Unclaimed dividend accounts*	15.46	9.69
	815.46	1,206.72

* The group can utilise the balance towards settlement of respective unpaid dividend amount

15 Other current assets

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
(Unsecured, considered good)		
Advances given to suppliers	240.01	180.94
Others		
Advances given to employees	11.16	0.47
Balance with statutory/ government authorities	269.89	334.82
Prepaid expenses	95.15	32.94
Other Receivable	1.52	5.24
	617.73	554.41

16 Equity Share Capital

(Rs. in lakhs, except as otherwise stated)

(a) Equity Share Capital

	As at 31st March 2026	As at 31st March 2025
Equity Share Capital		
Authorised Share Capital		
30,000,000 equity shares of Rs. 10 each (Previous year 30,000,000 equity shares of Rs. 10 each)	3,000.00	3,000.00
Issued, subscribed & fully paid-up		
23,785,304 equity shares of Rs. 10 each (Previous year 23,785,304 equity shares of Rs. 10 each)	2,378.53	2,378.53

(b) Reconciliation of the shares outstanding at the beginning and at the end of the year

	As at 31st March 2026		As at 31st March 2025	
	No. of shares	Amount in lakhs	No. of shares	Amount in lakhs
At the beginning of the year	23,785,304	2,378.53	11,892,652	1,189.27
Add: Bonus Equity shares issued (Refer note 16(f))	-	-	11,892,652	1,189.27
	23,785,304	2,378.53	23,785,304	2,378.53

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026
(c) Terms/rights attached to equity shares

- (i) The Company has only one class of equity shares having a par value of Rs. 10 per share. Each shareholder is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- (ii) During the year, no interim dividend has been recognized as distributions to equity shareholders.

(d) Details of Shareholders holding more than 5% shares in the Company is set out below (representing legal and beneficial ownership):

Name of Shareholders	As at 31st March 2026		As at 31st March 2025	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Share of Rs 10 each fully paid				
Rohit Relan	-	0.00%	11,461,778	48.19%
Ritu Relan	-	0.00%	2,982,221	12.54%
Rohit Relan Family Trust	17,395,361	73.13%	-	0.00%
	17,395,361		14,443,999	

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(e) Details of Shares held by promoters:
As at 31st March, 2026

Name of Promoter	No of shares at beginning	Change during the year	No. of Shares at the end	% of total shares	% change during the year
Rohit Relan	11,461,778	(11,461,778)	-	0.00%	-100.00%
Ritu Relan	2,982,221	(2,982,221)	-	0.00%	-100.00%
Rishabh Relan	982,910	(982,910)	-	0.00%	-100.00%
Pranav Relan	983,318	(983,318)	-	0.00%	-100.00%
Ayush Relan	985,134	(985,134)	-	0.00%	-100.00%
Rohit Relan Family Trust	-	17,395,361	17,395,361	73.13%	100.00%
	17,395,361	-	17,395,361	73.13%	

As at 31st March, 2025

Name of Promoter	No of shares at beginning	Change during the year	No. of Shares at the end	% of total shares	% change during the year
Rohit Relan	5,730,889	5,730,889	11,461,778	48.19%	100.00%
Ritu Relan	1,491,111	1,491,111	2,982,221	12.54%	100.00%
Rishabh Relan	491,455	491,455	982,910	4.13%	100.00%
Pranav Relan	491,659	491,659	983,318	4.13%	100.00%
Ayush Relan	492,567	492,567	985,134	4.14%	100.00%
	8,697,681	8,697,681	17,395,361	73.13%	

Note: Change is due to issue of bonus shares during the financial year 2024-25 in the ratio of 1:1.

- (f) Following the approval granted by the shareholders via a postal ballot notice, with the results announced on September 13, 2024, the company had issued 1,18,92,652 fully paid-up bonus equity shares, each with a nominal value of Rs 10 each, in a 1:1 ratio. As a result of the share allotment on 27th September, 2024, the company's issued, subscribed and paid-up capital was increased to Rs 2,378.53 lakhs. This increase was achieved by capitalizing Rs 1,189.27 lakhs from the company's free reserves.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

- (g) Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

	As at 31st March, 2026	As at 31st March, 2025	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
	No. in Lakhs	No. in Lakhs	No. in Lakhs	No. in Lakhs	No. in Lakhs
Equity shares allotted as fully paid bonus shares	-	118.93	59.46	-	-

17 Other equity

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
(a) Capital Reserve		
Balance as at the beginning of the year	15,561.56	15,561.56
Add : Movement during the year	-	-
	15,561.56	15,561.56
(b) Retained earnings		
Balance as at the beginning of the year	12,290.89	8,603.57
Add : Profit for the year	6,194.45	5,325.79
Less: Issue of fully paid bonus shares	-	(1,189.27)
Add : Remeasurements gain/(losses) on defined benefit plan	0.52	(3.23)
Dividend 31st March 2025 - Rs. 2.75/-per share (31st March, 2024 - Rs. 3.75 per share)	(654.08)	(445.97)
	17,831.78	12,290.89
	33,393.34	27,852.45

Nature and purpose of reserves:

- Capital reserve – Arose from scheme of arrangement of demerger from Sharda Motor Industries Limited. It is not available for distribution to the shareholders.
- Retained Earnings - Retained earnings are the profits/(loss) that the Company has earned/incurred till date, less any transfers to general reserve, other reserve as well as dividends or other distributions paid to shareholders. Retained earnings include re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss. The amount is available for distribution to the shareholders.

18 Non Current lease liabilities

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Non Current lease liabilities (Refer note 37(j))	5,442.61	2,863.61
	5,442.61	2,863.61

19 Current lease liabilities

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Current lease liabilities (Refer note 37(j))	727.46	377.80
	727.46	377.80

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

20 Non- Current provisions

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Provision for employee benefits		
Gratuity Payable (Refer note 37(b))	116.13	60.16
Leave encashment (Refer note 37(c))	151.79	96.04
	267.92	156.20

21 Current Provisions

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Provision for employee benefits		
Gratuity Payable (Refer note 37(b))	34.78	18.70
Leave encashment (Refer note 37(c))	40.51	25.04
	75.29	43.74

22 Income Taxes

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
a) Income Tax expense in the statement of profit and loss comprises:		
Current income tax charge	1,759.46	1,469.32
Adjustment of tax relating to earlier years	9.68	-
Deferred Tax		
Relating to origination and reversal of temporary differences	(0.26)	(4.19)
Income tax expense reported in the statement of profit and loss	1,768.88	1,465.13
b) Other comprehensive income		
Tax on Re-measurement gain/(losses) on defined benefit plans	2.14	(1.45)
Income tax related to items recognised in OCI during the year	2.14	(1.45)
c) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate:		
Accounting profit before tax	7,058.85	6,790.92
Applicable tax rate	25.17%	25.17%
Computed tax expense	1,776.47	1,709.14
Effect of timing difference on depreciation & amortisation	402.48	157.93
Effect of expenses that are not deductible in determining taxable profit	(365.90)	(152.24)
Effect of income that are charged at specific rate as per the provisions of Income Tax Act	-	8.51
Effect of income/ expenses that are exempt in determining taxable profit	(53.85)	(52.48)
Effect of change in the income tax provision of previous years	9.68	(205.73)
Income tax charged to Statement of Profit and loss at effective rate	1,768.88	1,465.13

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(d) **Deferred tax relates to the following:**

(Rs. in lakhs, except as otherwise stated)

	As at 31st March, 2026	As at 31st March, 2025	For the year ended 31st March, 2026	For the year ended 31st March 2025
Deferred tax liabilities on account of :				
Right-of-use assets	1,728.55	724.68	1,003.87	45.19
Total deferred tax liabilities	1,728.55	724.68	1,003.87	45.19
Deferred tax assets on account of :				
Property, plant and equipment and Intangible assets	(188.34)	(105.26)	(83.08)	(48.36)
Lease liabilities	1,576.40	815.80	760.60	74.12
Expenses deductible in future years	382.91	56.30	326.61	23.62
Total deferred tax assets	1,770.97	766.84	1,004.13	49.38
Total deferred tax liabilities/ (assets) (net)	42.42	42.16		
Deferred tax expenses/(income)			0.26	4.19

(e) **Reconciliation of deferred tax liabilities/ (assets) (net)**

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Opening balance	(42.16)	(37.97)
Tax expense/(credits) during the year recognised in Statement to profit and loss	(0.26)	(4.19)
Closing balance as at 31st March	(42.42)	(42.16)

23 Trade payables

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Total Outstanding		
Dues of micro enterprises and small enterprises(refer below note)	988.99	824.88
Dues of creditors other than micro enterprises and small enterprises	11,507.22	12,283.37
	12,496.21	13,108.25

* Trade Payables include due to related parties is Nil (31st March 2025: Rs. 395.36 lakhs)(Refer note 37(d))

* Trade Payables are unsecured and usually paid within 60 days of recognition.

* Trade Payables are usually non-interest bearing.

* For terms and conditions with related parties, refer note 37(d)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026
(A) Disclosure under MSMED Act

Details of dues to micro and small enterprises as defined under the MSMED Act, 2026

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
i) Principal amount remaining unpaid to any supplier covered under MSMED Act (Refer note 23)	988.99	824.88
ii) Interest due remaining unpaid to any supplier covered under MSMED Act	-	-
iii) The amount of interest paid by the buyer in terms of section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act.	-	-
v) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

(B) Ageing of trade payables

(Rs. in lakhs, except as otherwise stated)

	Outstanding for following periods from due date of payment						Total
	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total Outstanding dues of micro enterprises and small enterprises	-	988.99	-	-	-	-	988.99
Total Outstanding dues of creditors other than micro enterprises and small enterprises	458.64	-	11,048.58	-	-	-	11,507.22
	458.64	988.99	11,048.58	-	-	-	12,496.21

Trade payables ageing schedule as at 31st March 2025

	Outstanding for following periods from due date of payment						Total
	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total Outstanding dues of micro enterprises and small enterprises	-	824.88	-	-	-	-	824.88
Total Outstanding dues of creditors other than micro enterprises and small enterprises	625.76	-	11,515.52	142.09	-	-	12,283.37
	625.76	824.88	11,515.52	142.09	-	-	13,108.25

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(C) Change in liabilities arising from financing activities

(Rs. in lakhs, except as otherwise stated)

	As at 31st March, 2025	Cash flows	Others	As at 31st March, 2026
Lease Liabilities	3,241.41	(651.45)	3,580.11	6,170.07
	3,241.41	(651.45)	3,580.11	6,170.07
	As at 31st March 2024	Cash flows	Others	As at 31st March, 2025
Lease Liabilities	2,946.92	(539.27)	833.76	3,241.41
	2,946.92	(539.27)	833.76	3,241.41

"Others" column includes the effect of interest accrued on lease liabilities

24 Other financial liabilities

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Interest accrued but not due on borrowings	0.19	0.03
Unclaimed dividends*	15.46	9.69
Other Payables		
Capital creditors	443.18	239.49
Security deposit	109.24	-
Employee benefit obligations	149.73	107.81
	717.80	357.02

* There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

25 Other current liabilities

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Statutory dues payable	365.26	503.24
Contract Liabilities (Refer note 28.2)	418.76	919.66
	784.02	1,422.90

26(i) Non-current tax assets (net)

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Advance Tax	55.64	38.34
	55.64	38.34

26(ii) Current tax liabilities

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
Income tax payable	18.79	26.94
	18.79	26.94

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

27 Contingent liabilities & commitments

(Rs. in lakhs, except as otherwise stated)

	As at 31st March 2026	As at 31st March 2025
(A) Contingent liabilities (to the extent not provided for)		
Claims against the company not acknowledged as debt		
i) Income tax case (refer note (i) below)	548.42	596.88
ii) GST case (refer note (ii) below)	678.14	651.55
iii) Civil case	-	3.59
	1,226.56	1,252.02
(B) Commitments		
Estimated amount of contracts remaining to be executed on capital account are not provided for:		
Capital commitments (net of advance)	555.23	3,347.47
	555.23	3,347.47

- (i) 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 favourable outcome for such appeals. Pending outcome of appeal proceedings, no adjustment has been made to these consolidated financial statements.

- (ii) a) An industry-wide dispute arose regarding the appropriate classification and GST rate applicable to the supply of two-wheeler seats. During the prior years, the Additional/Joint Commissioner CGST Commissionerate, CGST Commissionerate, Gurugram, issued an order under Section 74 of the GST Act due to the misclassification of two-wheeler seats under an incorrect HSN code. To prevent immediate contention, the Company proactively deposited the differential tax liability. This order confirmed a demand and appropriated an amount of Rs. 496.26 lakhs for the period from April 2020 to January 2024. The Company has already deposited this amount under protest. Additionally, the order imposed a penalty of Rs. 496.26 lakhs along with applicable interest.

The Company is in the process to file an appeal against these orders with the CGST Appellate Authority in Gurugram. As per the Company, the invocation of Section 74 of the CGST Act, 2017 is disputed. The Company contends that there was no wilful misstatement, suppression of facts, or fraud attributable to it and that the issue involved interpretation of law. Accordingly, the Company argues that extended limitation was not invocable and the impugned proceedings were time-barred. Consequently, levy of penalty equivalent to tax and recovery of interest challenged as unsustainable, particularly in view of the company's claim of bona fide belief and good-faith conduct.

Similar notice has been received from Deputy Assistant Commissioner of State Tax, Regional GST Audit and Enforcement Office, Tirupati, for the period November 2024 to September 2025 demanding liability of Rs. 155.29 lakhs along with applicable interest

As per Group's own assessment and also based on legal advice, management is confident of favourable outcome for such appeals. No adjustment has been made to the financial statements.

- b) The Company has received intimation from the Joint Commissioner of State tax w.r.t excess ITC claimed amounting to Rs 26.59 lakhs along with applicable interest for the financial year 2020-21. The Company has filed appeal and deposited amount of Rs. 2.66 lakhs under protest. As per Group's own assessment, management is confident of favourable outcome for such appeals.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

28 Revenue from operations

(Rs. in lakhs, except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Revenue from contract with Customers		
a) Sale of products	81,578.77	70,790.48
b) Sale of Services	41.49	-
c) Other operating revenues		
Scrap sales	633.54	487.43
Revenue from operations	82,253.80	71,277.91

28.1 Disaggregated revenue information

Set out below is the disaggregation of the Company's revenue from contracts with customer:

(Rs. in lakhs, except as otherwise stated)

Types of goods	Year Ended 31st March 2026	Year Ended 31st March 2025
Trims	35,845.88	28,441.89
Frames	45,732.89	42,348.59
	81,578.77	70,790.48
Revenue from contracts with customers disaggregated based on geographical area	Year Ended 31st March 2026	Year Ended 31st March 2025
India	81,578.77	70,790.48
Outside India	41.49	-
Total revenue from contracts with customers	81,620.26	70,790.48
Timing of revenue recognition	Year Ended 31st March 2026	Year Ended 31st March 2025
Goods transferred at a point in time	81,578.77	70,790.48
Services transferred over time	41.49	-
Total revenue from contracts with customers	81,620.26	70,790.48

28.2 Contract balances

(Rs. in lakhs, except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Trade receivables	10,081.65	9,348.14
Contract liabilities - Advance from customers	418.76	919.66

Set out below is the amount of revenue recognised from:

(Rs. in lakhs, except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Amount included in contract liabilities at the beginning of the year	506.51	-
Performance obligation satisfied in previous year	-	-

Trade Receivables are non interest bearing. Credit period generally falls in the range of 30 to 60 days.

Contract liabilities consist of short-term advances received from customer to supply goods.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

28.3 Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

(Rs. in lakhs, except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Revenue as per contracted price	81,518.71	70,651.16
Adjustments		
Sales Return	101.55	139.32
Revenue from contracts with customers	81,620.26	70,790.48

28.4 Performance obligation

The performance obligation is satisfied upon delivery of the product to the customer and payment is generally due within 30 to 60 days from delivery.

Revenue from contracts with customers is measured by the Company at the transaction price i.e. amount of consideration received/ receivable in exchange of transferring goods or services to the customers. In determining the transaction price for the sale of goods, the Company considers the effect of price adjustments, to be claimed/ passed on to the customers, based on various cost parameters like raw material and other costs. Adequate provisions have been made for such price differences with a corresponding impact on the revenue. Accordingly, revenue for the current year is net of such price differences.

29 Other income

(Rs. in lakhs, except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Interest received on financial assets measured at amortised cost:		
Deposit with Banks	81.64	107.14
Loan to related parties	8.48	141.10
Financial assets at amortised cost	15.97	11.54
Dividend income		
Dividend income from current investment	-	0.95
Other non-operating income		
Gain on disposal of property, plant and equipments	-	20.35
Gain on sales of investment	-	14.90
Gain on fair valuation of investment	-	17.76
Liabilities no longer required written back	41.76	39.91
Rental Income	123.65	-
Miscellaneous Income	19.39	78.52
	290.89	432.17

30 Cost of materials and components consumed

(Rs. in lakhs, except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Inventory at the beginning of the year	3,640.56	2,369.47
Add: Purchases during the year	61,373.47	55,693.06
Less: Inventory at the end of the year	3,503.18	3,640.56
	61,510.85	54,421.97

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026
31 (Increase)/ Decrease in inventories of finished goods and work-in-progress (Rs. in lakhs, except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Inventory at the beginning of the year		
Finished goods	422.49	281.96
Work in progress	139.73	122.02
	562.22	403.98
Inventory at the end of the year		
Finished goods	681.63	422.49
Work-in-progress	91.99	139.73
	773.62	562.22
(Increase)/ Decrease in inventories of finished goods and work-in-progress	(211.40)	(158.24)

32 Employee benefits expense (Rs. in lakhs, except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Salaries, wages, bonus and other benefits	2,245.72	1,696.32
Contributions to provident and other funds	133.17	97.57
Gratuity expense (Refer note 37 (b))	47.88	31.80
Staff welfare expenses	441.01	335.50
	2,867.78	2,161.19

32(i) On 21 November 2025, the Central Government issued four separate notifications in the Official Gazette announcing implementation of four Labour Codes, viz., the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020. These four codes replace and consolidate 29 existing labour laws. Following the implementation of the four labour codes, the Central Government has pre-published the draft rules on 31 December 2025 under the respective Labour Codes, for public comment and the final rules are expected to be notified in due course. To ensure smooth implementation, the Ministry of Labour and Employment has also issued the Frequently Asked Questions (FAQs) on the four codes.

The four codes prescribe an inclusive definition of the term 'wages', which among other matters is relevant for determination of post-employment benefits including gratuity to all employees. In accordance with the definition, certain specified items forming part of remuneration are not included in the wages and these excluded items cannot exceed 50% of total remuneration. If there is an excess, then it is presumed that excess amount also forms part of wages. The four codes also introduce changes related to leave entitlement and encashment for workers. Going forward, workers' leave balance in excess of 30 days will be encashed at the end of each calendar year and workers will have a right to demand encashment for entire accumulated leave.

The Group has assessed the impact of these changes on the basis of legal view obtained by the management and best information available till authorisation of the financial statements for issue. The Group has determined that these changes result in an increase in gratuity obligation and leave obligation of Rs. 38.56 lakhs and Rs. 26.19 lakhs, respectively. Considering the materiality and regulatory-driven, non-recurring nature of this change, the Group has presented increase in obligation as an expense under the head "Exceptional Items" in the statement of profit and loss for the year ended 31 March 2026. Also, pursuant to the change, the entire obligation toward accumulated leave of workers has been classified as current liability in the balance sheet as at 31 March 2026. Considering that it is emerging topic and the finalisation of Central/ State Rules is still pending, the Group will continue monitoring changes and provide appropriate accounting effect as required based on future developments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026
33 Finance costs

(Rs. in lakhs, except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Interest on borrowings	34.50	75.25
Interest on delayed deposit of statutory dues	24.45	10.60
Interest on lease liabilities (Refer note 37(j))	266.96	233.34
Bank charges	2.11	4.28
	328.02	323.47

34 Depreciation and amortization expenses

(Rs. in lakhs, except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Depreciation of tangible assets (Refer note 5(i))	1,585.93	1,178.27
Depreciation of right-of-use assets (Refer note 5(iii))	516.41	427.60
Amortization of intangible assets (Refer note 5(ii))	7.36	5.70
	2,109.70	1,611.57

35 Other expenses

(Rs. in lakhs, except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
Power and fuel	527.46	468.55
Rent (Refer note 37(j))	40.78	46.02
Rates & taxes	3.60	3.60
Repair and maintenance:		
Buildings	14.40	14.21
Plant and machinery	527.20	422.40
Others	22.27	18.55
Insurance	51.36	23.88
Loss on disposal of property, plant and equipments	9.49	-
Consumption of stores and spares	342.27	337.52
Payment to Auditors		
As Auditors:		
Audit Fee	24.00	18.00
Limited Review	18.00	2.00
Reimbursement of expenses	0.70	1.50
Impairment loss on trade receivables	-	28.27
Freight Outward	426.31	403.14
Contribution towards Corporate Social Responsibility (CSR) (Refer note 37 (f))	92.00	60.00
Contract manpower and job work expenses	5,908.94	4,590.26
Legal and professional expenses	310.61	274.45
Foreign exchange loss (net)	10.22	4.66
Director sitting fees	48.00	55.20
Travelling and conveyance	379.74	550.65
Technical know how	71.41	
Miscellaneous expenses	192.19	197.75
	9,020.95	7,520.61

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

36 Earnings per equity shares

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Group by weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Group by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following table reflects the income and share data used in the basic and diluted EPS computations:

(Rs. in lakhs, except as otherwise stated)

	Year Ended 31st March 2026	Year Ended 31st March 2025
a) Basic Earnings per share		
Numerator for earnings per share		
Profit for the year	6,194.45	5,325.79
Denominator for earnings per share		
Weighted number of equity shares outstanding during the year (Nos.)	23,785,304	23,785,304
Earnings per share- Basic (one equity share of Rs. 10/- each) Rs.	26.04	22.39
b) Diluted Earnings per share		
Numerator for earnings per share		
Profit for the year	6,194.45	5,325.79
Denominator for earnings per share		
Weighted number of equity shares outstanding during the year (Nos.)	23,785,304	23,785,304
Earnings per share- Diluted (one equity share of Rs. 10/- each) Rs.	26.04	22.39

Note: There are no instruments issued by the Group which have effect of dilution of basic earnings per share.
There have been no other transactions involving equity share or potential equity shares between the reporting date and the date of approval of these consolidated financial statements

37 Other Notes to Accounts

- a. The Group makes contributions to Provident Fund and Employee State Insurance Corporation (ESIC) which are defined contribution plan, for qualifying employees. Under the schemes, the Group is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

Contribution to Defined Contribution Plan, recognised as expense for the year is as under:

(Rs. in lakhs, except as otherwise stated)

Particulars	2025-26	2024-25
Provident fund/ other employees fund	133.17	97.57

b. Defined Benefit Plan

The Group has a defined benefit gratuity plan (funded). The Group's defined benefit gratuity plan is a final salary plan for employees, which requires contributions to be made to a separately administered fund.

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. The Scheme is funded with the Life Insurance Corporation of India in the form of a qualifying insurance policy. This defined benefit plan exposes the Group to actuarial risks. The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at March 31, 2026. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

The following tables summarize the components of net benefit expense recognised in the other comprehensive income in the statement of the profit and loss and the funded status and amounts recognised in the balance sheet for the respective plans:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

i) **Net defined benefit obligation** (Rs. in lakhs, except as otherwise stated)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Opening defined benefit obligation	122.99	84.53
Current Service Cost	42.59	28.86
Interest Cost	8.24	6.00
Remeasurement (gains)/ losses	(9.74)	6.21
Past service cost, including losses/(gains) on curtailments	38.56	-
Benefits paid	(3.59)	(2.61)
Closing defined benefit obligation	199.05	122.99

ii) **Changes in the fair value of plan assets are as follows:** (Rs. in lakhs, except as otherwise stated)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Opening fair value of plan assets	44.00	43.12
Interest income	2.95	3.06
Remeasurement gain /(loss): -Return on plan assets (expected amounts included in net interest expense)	(1.22)	0.43
Contributions from the employer	6.00	-
Benefits paid	(3.59)	(2.61)
Closing fair value of plan assets	48.14	44.00

iii) **The amount included in the Balance Sheet** (Rs. in lakhs, except as otherwise stated)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Present value of defined benefit obligation	(199.05)	(122.99)
Fair value of plan assets	48.14	44.00
Amount Recognised in Balance Sheet-(Liability)	(150.91)	(78.99)

iv) **Amount recognised in the statement of profit and loss** (Rs. in lakhs, except as otherwise stated)

Particulars	For the year ending 31st March, 2026	For the year ending 31st March, 2025
Current service cost	42.59	28.86
Interest cost on benefit obligation	8.24	6.00
Interest income	(2.95)	(3.06)
Defined benefit cost recognised in statement of Profit or Loss as per actuarial certificate	47.88	31.80

v) **Remeasurements- other comprehensive income (OCI)** (Rs. in lakhs, except as otherwise stated)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Return on plan assets (excluding amount included in net interest expense)	1.22	(0.43)
Actuarial (gains)/ losses arising from changes in demographic assumption	-	-
Actuarial (gains)/ losses arising from changes in financial assumptions	(8.24)	4.08
Actuarial (gains)/ losses arising from experience adjustments	(1.50)	2.12
Defined benefit costs recognised in other comprehensive income	(8.52)	5.77

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

vi) Major categories of plan assets of the fair value of the total plan assets are as follows:

(Rs. in lakhs, except as otherwise stated)

Particulars	Gratuity	
	As at 31st March 2026	As at 31st March 2025
Insured with LIC	48.14	44.00

vii) The principal assumptions used in determining defined benefit obligation

(Rs. in lakhs, except as otherwise stated)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Discount rate	7.20%	6.70%
Rate of increase in compensation	9.00%	9.00%
Average outstanding service of employees upto retirement (years)	16.32 Years	23.86 Years
Mortality rate during employment	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

viii) A quantitative sensitivity analysis for significant assumption

(Rs. in lakhs, except as otherwise stated)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Change in discount rate		
Decrease in defined benefit obligation due to 1% increase in discount rate	14.86	9.78
Increase in defined benefit obligation due to 1% decrease in discount rate	17.08	11.26

Rate of salary escalation

Increase in defined benefit obligation due to 1% increase in expected salary escalation rate	14.51	10.08
Decrease in defined benefit obligation due to 1% decrease in expected salary escalation rate	13.45	9.00

Change in defined benefit obligation due to 1% increase/ decrease in mortality rate, if all other assumptions remains constant is negligible

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analysis are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analysis may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

ix) Maturity profile of defined benefit obligation

The following payments are expected contribution to the defined benefit plan in future years.

(Rs. in lakhs, except as otherwise stated)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Duration of defined benefit payments		
Within next 12 months (next arrival reporting period)	20.76	4.97
Between 2 to 5 years	77.39	47.27
Above 5 years	305.70	194.29
Total	403.85	246.53

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

- x) **Enterprise best estimate of contribution during next year** (Rs. in lakhs, except as otherwise stated)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Enterprise best estimate of contribution during next year	45.88	29.17

- xi) The estimates of rate of escalation in salary considered in actuarial valuation are after taking into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is as certified by the Actuary.
- xii) Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.
- xiii) The plan assets are maintained with Life Insurance Corporation of India (LIC).

c. **The Group has also provided for leave encashment which is unfunded.**

The following table summarize the amount recognised as expense in the statement of profit or loss and the total outstanding balance of compensated and sick leave as at 31st March, 2026

Leave Encashment (Unfunded) (Rs. in lakhs, except as otherwise stated)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Liability at the beginning of the year	121.07	70.08
Benefits paid during the year	(14.38)	(10.96)
Provided/(reversal) during the year	85.61	61.95
Liability at the end of the year	192.30	121.07

d. **Related Party Disclosure**

(i) **Names of related parties and description of relationship:**

The related parties as per the terms of Ind AS-24, "Related Party Disclosures", (specified under section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2015 as amended from time to time) are disclosed below:

S. No.	Name of parties	Nature of relationship
i)	Associate	Bharat Seats Limited
ii)	Joint Ventures	Toyo Sharda India Private Limited Toyota Boshoku Relan India Private Limited NDR Hayashi Automotive India Private Limited (w.e.f. 10.10.2025)
iii)	Subsidiaries	NDR Auto Components Safety Systems Private Limited (w.e.f. 13.05.2025) NDR Auto Components South Private Limited (w.e.f. 07.11.2025)
iv)	Key management personnel	Mr. Sanjiv Kapur - Chairman and Director Mr. Rohit Relan - Co. Chairman and Director Mr. Rishabh Relan - Director Mr. Pranav Relan - Whole time Director Mr. Ayush Relan - Whole time Director Ms. Shyamla Khara - Independent Director Ms. Vanita Chhabra - Independent Director Ms. Deepa Gopalan Wadhwa - Independent Director Mr. Rajat Bhandari - Executive Director and Company Secretary

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

S. No.	Name of parties	Nature of relationship
		Mr. Mohit Kumar Jain - Chief Financial Officer (w.e.f. 09.02.2024, till 31.03.2025) Mr. Vikram Krishan Rathi - Chief Financial Officer (w.e.f. 01.04.2025)
v)	Entities having significant influence over the company	NDR Auto & BSL Foundation Rohit Relan Family Trust Rohit Relan Other Assets Trust Vortex Initiatives LLP Medelec Systems Private Limited NUI Crystals Private Limited

d. (ii) Transactions with related parties

(Rs. in lakhs, except as otherwise stated)

Particulars	Year Ended 31st March 2026	Year Ended 31st March 2025
i) Sale of products		
Associate Bharat Seats Limited	48,657.48	38,835.30
Joint Venture Toyo Sharda India Private Limited	-	2.08
	48,657.48	38,837.38
ii) Purchases of Material (including GST)		
Associate Bharat Seats Limited	2.09	6.52
	2.09	6.52
iii) Other Income:		
a) Interest Income:		
Associate Bharat Seats Limited	8.50	141.10
	8.50	141.10
iv) Dividend to Key Managerial Personnel		
Key management personnel		
Mr. Rohit Relan	315.20	214.86
Ms. Ritu Relan	82.01	55.85
Mr. Rishabh Relan	27.03	18.37
Mr. Pranav Relan	27.04	18.37
Mr. Ayush Relan	27.09	18.37
Mr. Sanjiv Kapur	4.59	3.13
	482.96	328.95
v) Remuneration to Key Managerial Personnel		
Mr. Pranav Relan		
- Short term employee benefits	103.26	93.87
- Post employment benefits	8.26	7.51
Mr. Ayush Relan		
- Short term employee benefits	101.45	92.23
- Post employment benefits	8.12	7.38

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Particulars	Year Ended 31st March 2026	Year Ended 31st March 2025
Mr. Rajat Bhandari		
- Short term employee benefits	104.91	89.33
- Post employment benefits	7.13	6.48
Mr. Vikram Kishan Rathi		
- Short term employee benefits	98.32	-
- Post employment benefits	5.09	-
Mr. Mohit Kumar Jain		
- Short term employee benefits	-	67.82
- Post employment benefits	-	2.96
	436.53	367.58
The remuneration to the key management personnel include perquisites, allowances and bonus but does not include the provision made for gratuity and leave benefits, as it has been determined on an actuarial basis for the Group as a whole.		
vi) Other Expenses:		
a) CSR(Corporate Social Responsibility) Expenses		
Entities having significant influence		
NDR Auto & BSL Foundation	24.50	-
b) Power & Fuel		
Associate		
Bharat Seats Limited	90.58	83.83
c) Travelling Expenses		
Associate		
Bharat Seats Limited	68.60	105.91
d) Other expenses		
Associate		
Bharat Seats Limited	88.97	32.66
e) Director Sitting Fees:		
Mr. Sanjiv Kapur	7.80	9.00
Ms. Shyamla Khera	9.60	12.00
Mr. Rohit Relan	6.00	7.20
Mr. Rishabh Relan	6.00	7.20
Ms. Vanita Chhabra	9.60	10.80
Ms. Deepa Gopalan Wadhwa	9.00	9.00
vii) Reimbursement of expenses		
Associate		
Bharat Seats Limited	6.44	-
Joint Ventures		
Toyo Sharda India Private Limited	0.23	-
NDR Hayashi Automotive India Private Limited	192.30	-
viii) Sale of property plant and equipment		
Associate		
Bharat Seats Limited	5.45	1.11
	5.45	1.11
ix) Purchase of Capital Work in Progress		
Associate		
Bharat Seats Limited	279.83	57.41
	279.83	57.41

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Particulars	Year Ended 31st March 2026	Year Ended 31st March 2025
x) Payment of lease liabilities*		
a) Interest on lease liabilities		
Associate		
Bharat Seats Limited	52.57	57.64
b) Depreciation on Right of use assets		
Associate		
Bharat Seats Limited	94.18	94.18
* Lease payments in respect of above parties for the year is amounting to Rs. 126.00 lakhs (previous year Rs 115.20 lakhs).		
	146.75	151.82
xi) Loan Repaid		
Associate		
Bharat Seats Limited	1,700.00	-
	1,700.00	-

Closing Balances at the year end

(Rs. in lakhs, except as otherwise stated)

Particulars	Year Ended 31st March 2026	Year Ended 31st March 2025
i) Trade receivables		
Associate		
Bharat Seats Limited	6,171.40	5,679.19
ii) Trade payable		
Associate		
Bharat Seats Limited	-	395.36
iii) Other Financial Assets		
Joint Venture		
NDR Hayashi Automotive India Private Limited	158.10	-
iv) Financial assets - Non Current		
Loan		
Associate		
Bharat Seats Limited	-	1,000.00
v) Financial assets - Loan and Interest		
Associate		
Bharat Seats Limited (Loan)	-	700.00
Bharat Seats Limited (Interest)	-	10.78
vi) Financial liabilities - Current & Non Current		
Lease liabilities		
Associate		
Bharat Seats Limited	625.06	698.50
vii) Right of use assets		
Associate		
Bharat Seats Limited	506.21	600.39

Terms and Conditions of transactions with related parties

- 1) Sales are made to related parties on the same terms as applicable to third parties in an arm's length transaction and in the ordinary course of business. The Group mutually negotiates and agrees sales price, discount and payment terms with the related parties by benchmarking the same to transactions with non-related parties, who purchase goods and services of the Group in similar quantities. Such sales generally include payment terms requiring related parties to make payment within 30 to 60 days from the date of invoice.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

- 2) Trade receivables outstanding balances are unsecured, interest free and require settlement in cash. No guarantee or other security has been received against these receivables. The amounts are recoverable within 30 to 60 days from the reporting date (31 March 2025: 30 to 60 days from the reporting date). For the year ended 31 March 2026, the Group has not recorded any impairment on receivables due from related parties (31 March 2025: Nil)
- 3) Purchases are made from related parties on the same terms as applicable to third parties in an arm's length transaction and in the ordinary course of business. The Group mutually negotiates and agrees purchase price and payment terms with the related parties by benchmarking the same to sale transactions with non-related parties entered into by the counter-party and similar purchase transactions entered into by the Group with the other non-related parties. Such purchases generally include payment terms requiring the Group to make payment within 30 to 60 days from the date of invoice.
- 4) Trade payables outstanding balances are unsecured, interest free and require settlement in cash. No guarantee or other security has been given against these payables. The amounts are payable within 30 to 60 days from the reporting date (31 March 2025: 30 to 60 days from the reporting date).
- 5) The amounts disclosed in the table are the amounts recognised as an expense during the financial year related to key management personnel. The amounts do not include expense, if any, recognised toward post-employment benefits and other long-term benefits of key managerial personnel. Such expenses are measured based on an actuarial valuation done by the Group. Hence, amounts attributable to KMPs are not separately determinable. Generally, non-executive directors do not receive any gratuity or post-employment benefits from the Group.

e. Segment Information

The Group's operations pertain to one segment i.e. manufacture of different seating systems and the Chief Operating officer reviews the operations of the Group as a whole, hence there is no reportable segments as per Ind AS 108 "Operating Segments". The management considers that the various goods provided by the Group constitutes single business segment, since the risk and rewards from these products are not different from one another. Further the Group operates only in one geographical segment – India (Refer note 28.1)

Revenue from two customers of the Group's manufacturing business are Rs.72,969.52 lakhs (31st March, 2025 Rs. 66,780.30 lakhs from three customers) which is more than 10 percent of the Group's total revenue. No other single customer contributed 10% or more to the Group's revenue during the period.

f. Expenditure on corporate social responsibility

As per provisions of section 135 of the Companies Act, 2013, the Group has to incur at least 2% of average net profits of the preceding three financial years towards Corporate Social Responsibility ("CSR"). Accordingly, a CSR committee has been formed for carrying out CSR activities as per the Schedule VII of the Companies Act, 2013. The Group has contributed a sum of Rs.92.00 lakhs (31st March, 2025 : Rs.60.00 lakhs) towards relief activities, education, healthcare and Skill Development purpose. The same is debited to the Statement of Profit and Loss.

(Rs. in lakhs, except as otherwise stated)

Particulars	As at 31st March, 2026	As at 31st March, 2025
a) Gross amount required to be spent by the Group during the year	91.52	59.34
b) Amount approved by the Board to be spent during the year	92.00	60.00
c) Amount spent during the year (in cash)		
i) Construction/acquisition of any asset		
ii) On purposes other than (i) above	92.00	60.00
d) Amount yet to be paid in cash		
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above	-	-
e) Details related to spent / unspent obligations:		
i) Contribution to Public Trust	-	-
ii) Contribution to Charitable Trust	92.00	60.00
iii) Unspent amount in relation to:		
- Ongoing project	-	-
- Other than ongoing project	-	-
	92.00	60.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Details of ongoing project and other than ongoing projects

(Rs. in lakhs, except as otherwise stated)

In case of S. 135(6) (Ongoing Project)						
Opening Balance		Amount required to be spent during the period	Amount spent during the year		Closing Balance	
With Company	In Separate CSR Unspent A/c		From Company's bank A/c	From Separate CSR Unspent A/c	With Company	In Separate CSR Unspent A/c
-	-	-	-	-	-	-

(Rs. in lakhs, except as otherwise stated)

In case of S. 135(5) (Other than ongoing project)					
Opening Balance	Amount deposited in Specified Fund of Sch. VII within 6 months	Amount required to be spent during the year	Amount spent during the year	Closing Balance	
-	-	91.52	92.00	-	

g. Information of investments made in subsidiaries, associate and joint ventures:

Following is the key information of investee entities

Name of Investee	Relationship with the company	Principal Place of Business	As at 31st March, 2026	As at 31st March, 2025
Bharat Seats Limited	Associate	India	28.66%	28.66%
Toyota Boshoku Relan India Private Limited	Joint Venture	India	50.00%	50.00%
Toyo Sharda India Private Limited	Joint Venture	India	50.00%	50.00%
NDR Hayashi Automotive India Private Limited	Joint Venture	India	50.00%	--
NDR Auto Components Safety Systems Private Limited	Subsidiary	India	100.00%	--
NDR Auto Components South Private Limited	Subsidiary	India	100.00%	--

h. Fair value measurements

Set out below, is a comparison by class of the carrying amounts and fair value of the Group's financial instruments:

(Rs. in lakhs, except as otherwise stated)

Financial Instruments by category	As at 31st March, 2026		As at 31st March, 2025	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets measured at amortized cost				
Investment	8,252.15	8,252.15	6,346.76	6,346.76
Loans	-	-	1,700.00	1,700.00

The fair value measurement hierarchy of all Group's financial assets and liabilities is provided under Fair Value Hierarchy

The management assessed that trade receivables, cash and cash equivalent, other bank balances, other financial asset, trade payables and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- 1) The fair values of the unquoted equity shares have been estimated using a DCF model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.
- 2) There is an active market for the Group's quoted equity shares.
- 3) The fair value of other financial assets and liabilities that are not traded in an active market is determined using unobservable inputs in the model, of which the significant unobservable inputs are disclosed in the tables below. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.

Quantative disclosures fair value measurement hierarchy for assets and liabilities as at 31-March 2026

(Rs. in lakhs, except as otherwise stated)

	Carrying Value	Level 1	Level 2	Level 3
Financial assets				
Assets carried at amortised cost for which fair values are disclosed				
Investment	8,252.15	6,548.78	-	1,703.37
Loans	-	-	-	-

Quantative disclosures fair value measurement hierarchy for assets and liabilities as at 31-March 2025

(Rs. in lakhs, except as otherwise stated)

	Carrying Value	Level 1	Level 2	Level 3
Financial assets				
Assets carried at amortised cost for which fair values are disclosed				
Investment	6,346.76	5,558.72	-	788.04
Loans	1,700.00	-	-	1,700.00

There have been no transfer to Level 1 and Level 2 during the year

In the absence of observable inputs the measure fair value, the assets and liabilities have been classified as level 3. The Group has not given further disclosure since the amount involved is not material

The management considers that the carrying amounts of financial assets and financial liabilities have short term maturities recognised in the financial statements approximates the fair values.

i. Capital management

For the purpose of the Group's capital management, capital includes issued equity capital and other equity reserves attributable to the equity shareholders. The primary objective of the Group's capital management is to maximise the shareholder value. The capital structure of the group is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividends payment to shareholders, return capital to shareholders or issue new shares.

The Group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Group will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, lease liabilities less cash and cash equivalents.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

The capital components of the Group is as given below:

(Rs. in lakhs, except as otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
A. Total debt including lease liabilities(Refer note 18 & 19)	6,170.07	3,241.41
B. Less: Cash and Cash equivalents (Refer note 13)	(1,510.28)	(5,080.06)
C. Net debt (A-B)	4,659.79	(1,838.65)
D. Total Capital (Refer note 16 & 17)	35,771.87	30,230.98
E. Capital & net debt (C+D)	40,431.66	28,392.33
Gearing Ratio (C/E)	0.12	(0.06)

Note: In current financial year interest bearing liabilities are considered as debt

Financial risk management

"The Group's principal financial liabilities, comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations and to provide guarantees to support its operations. The Group's principal financial assets include trade and other receivables and cash and cash equivalents that derive directly from its operations. The Group's financial risk management is an integral part of how to plan and execute its business strategies.

The Group is exposed to market risk, liquidity risk and credit risk. The Group's senior management oversees the management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Group are accountable to the Board of Directors and the Audit Committee. This process provides assurance to the Group's senior management that the Group's financial risk taking activities are governed by appropriate policies and procedures and that the financial risks are identified, measured and managed in accordance with the Group policies and risk objective. The Board of Directors reviews and agrees to policies for managing each of these risks.

I. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include investments, loans and borrowings, deposits and derivative financial instruments. The analyses exclude the impact of movements in market variables on the carrying values of gratuity and other post-retirement obligations and provisions.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

In order to optimize the Group's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

The Group is not exposed the significant interest rate as at a respective reporting date.

b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to its operating activities.

c) Equity price risk

At the reporting date, there was no exposure to unlisted preference securities. The Group does not have any financial instrument subject to price risk.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

II. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivable from customers, foreign exchange transactions, deposits with banks and other financial instruments. The carrying amount of financial assets represent the maximum credit risk exposure.

Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

The Group primarily has the exposure from following type of customer:

- Original equipment manufacturers (OEMs)

Group has established a policy under which each new OEMs are analysed individually for creditworthiness before goods are sold to them. The Group's review includes due diligence by analysing financial statements, industry information, promoter's background and in some cases bank references. In case of sales, the Group has limited its credit exposure to OEMs and dealers by providing a maximum payment period up to 60 days.

The Group's expected probability of default is nil and all major payments are received on due dates without any significant delays.

The ageing analysis of trade receivables as of the reporting date is given in note 12

The Group establishes an allowance for impairment that represents its expected credit losses in respect of trade receivables, loans and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables. In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or legal entity, their geographical location, industry and existence of previous financial difficulties.

Credit risk relating to Trade receivables, Securities given is considered negligible as counterparties are having good credit quality

III. Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. Also, the Group has unutilized credit limits with banks.

The Group monitors its risk of a shortage of funds using a liquidity planning tool. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans and lease contracts. The Group assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

Financing arrangements

(Rs. in lakhs, except as otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
Floating rate	7.50%	8.75%
Expiring within one year (bank overdraft)	432.25	432.25

These working capital facilities are payable on demand and available for a period of 12 months and can renewed by the bank thereafter.

Maturities of financial liabilities

The tables below analyse the Group's financial liabilities into relevant maturity profile based on their contractual maturities for all financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026
As at March 31, 2026

(Rs. in lakhs, except as otherwise stated)

Particulars	On Demand	Less than 3 months	3-12 months	1-5 years	More than 5 years	Total
Lease Liabilities	-	300.07	882.93	4,790.32	3,537.66	6,170.07
Trade payables	-	12,496.21	-	-	-	12,496.21
Other Financial Liabilities	-	717.80	-	-	-	717.80
	-	13,514.08	882.93	4,790.32	3,537.66	19,384.08

As at March 31, 2025

(Rs. in lakhs, except as otherwise stated)

Particulars	On Demand	Less than 3 months	3-12 months	1-5 years	More than 5 years	Total
Lease Liabilities	-	150.01	471.94	2,781.91	736.89	4,140.75
Trade payables	-	12,966.16	142.09	-	-	13,108.25
Other Financial Liabilities	-	357.02	-	-	-	357.02
	-	13,473.19	614.03	2,781.91	736.89	17,606.02

j. Lease

The Group has entered into leases for its commercial premises, duration of such leases is for 0-41 years. These lease agreements are normally renewed on expiry. At the date of commencement of the lease, the Group recognize lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. The rental expense charged to statement of profit and loss is Rs. 35.98 lakhs (31st March 2025: Rs. 30.12 lakhs).

The weighted average incremental borrowing rate applied to lease liabilities recognized in the balance sheet at the date of initial application is 8.40%.

Set out below are the carrying amounts of lease liabilities and the movements during the year :-

(Rs. in lakhs, except as otherwise stated)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Opening balance	3,241.41	2,946.92
Add: Creation of lease liabilities during the year	3,437.77	600.42
Less: Termination of lease liabilities during the year	-	-
Add: Accretion of interest	397.68	255.18
Less: Principal repayment of lease liabilities	509.11	305.93
Less: Payment of interest on lease liabilities	397.68	255.18
Closing balance	6,170.07	3,241.41
Non - current lease liabilities (Refer note 18)	5,442.61	2,863.61
Current lease liabilities (Refer note 19)	727.46	377.80

The maturity analysis of lease liabilities is disclosed in note 37(i)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

The following are the amounts recognised in profit or loss:

(Rs. in lakhs, except as otherwise stated)

	2025-26	2024-25
Depreciation expense of right-of-use assets (Refer note 34)	516.41	427.60
Interest expense on lease liabilities (Refer note 33)	266.96	233.34
Expenses related to short term leases/ low value assets (included in other expenses) (Refer note 35)	40.78	46.02
Total amount recognised in profit or loss	824.15	706.96

Interest expense capitalised

130.72

21.84

The Group has entered into operating leases on its property consisting of an office. The lessee is also required to provide a residual value guarantee on the property. Rental income recognised by the Group during the year is Rs 123.65 lakhs (March 31, 2025: Nil). Future undiscounted lease payments to be received under operating leases as at 31 March are as follows:

(Rs. in lakhs, except as otherwise stated)

Particulars	As at 31 March, 2026	As at 31 March, 2025
Within 1 year	174.55	-
Between 1 and 2 years	-	-
Between 2 and 3 years	-	-
Between 3 and 4 years	-	-
Between 4 and 5 years	-	-
More than 5 years	-	-
Total	174.55	-

k. Dividend Paid and Proposed:

(Rs. in lakhs, except as otherwise stated)

Particulars	As at 31 March, 2026	As at 31 March, 2025
Final dividend declared and paid during the year		
Final dividend for the year ended 31st March, 2025	654.10	445.97
Rs. 2.75 per equity share (31st March, 2024 Rs. 3.75 per equity share)		
Total	654.10	445.97
Proposed dividend on Equity Shares		
Proposed dividend for the year ended 31st March, 2026	951.41	654.10
Rs. 4 per equity share (31st March, 2025 Rs. 2.75 per equity share)		
Total	951.41	654.10

I. Overdraft Facility - HDFC Bank

The Group has taken Working Capital Dropline Overdraft Credit Facility from HDFC Bank with sanctioned amount of Rs 2,000 lakhs for a period of 5 years(valid up to November 2028) repayable in 20 quarterly instalment of Rs. 100 lakhs. The rate of interest is 7.50% linked to T-Bill (variable) and payable at monthly rests.

The salient features are stated below:

- The overdraft limit is secured by the way of (i) First charge on entire current assets including stock of RM, WIP, FG & Stores and Spares & book debt (ii) First Pari-passu charge on Movable Fixed Assets of the Group (iii) Negative Lien on property of Plot no. C506/526, NDR Auto Components Limited, Pioneer Industrial Park, Pathredi, Gurgaon, Haryana 123413.
- The Group has undrawn cash credit facility of Rs. 1027.45 lakhs as on 31st March 2026 (Rs. 1,459 lakhs as on 31st March 2025) from HDFC Bank Limited.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

3. The monthly stock statement filed by the Group during the year with banks are in agreement with the books of accounts.

Overdraft Facility - ICICI Bank

The Group has renewed Overdraft Facility from ICICI Bank Limited with sanctioned amount of Rs 1,000.00 lakhs valid up to 18th September 2026. The rate of interest stipulated by ICICI Bank is sum of I-MCLR-6M and "Spread" per annum subject to a minimum of I-NCLR-6M, plus applicable statutory levy, if any, on the principal amount of the loan remains outstanding each day. ICICI Bank shall reset the above interest rate, at the end of every 6 months from the account opening date/ limit set-up date/ renewal date as a sum of I-MCLR-6M plus "Spread", prevailing on the reset date plus applicable statutory levy, if any.

The salient features are stated below:

1. The overdraft limit is secured by the way of hypothecation on all movable fixed assets (excluding assets exclusively charged to other lenders), current assets including (i) book debts; (ii) Receivables, both present and future.
2. The Group has undrawn cash credit facility of Rs. 651.07 lakhs as on 31st March 2026 (Rs. 856.35 lakhs as on 31st March 2025) from ICICI Bank.
3. The monthly statement filed by the Group during the year with banks are in agreement with the books of accounts.

m. The Holding Company, subsidiaries, associate and joint ventures which are companies incorporated in India and whose financial statements have been audited under the Act have complied with the requirements of audit trail except for the following:

- a) In respect of Holding Company and associate company, the Company has used accounting software (SAP) for maintaining its books of account which has a feature of recording audit trail facility and the same has operated throughout the year for all relevant transactions recorded in the software except the audit trail is not enabled for direct changes to database using certain access rights. Further no instance of audit trail feature being tampered with was noted in respect of accounting software where the audit trail has been enabled. Additionally, the audit trail of relevant prior years has been preserved by the company as per the statutory requirements for record retention, to the extent it was enabled and recorded in those respective years.
- b) In respect of one subsidiary company, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility which was enabled w.e.f. July 2, 2026 and the same has operated throughout the period for all relevant transactions recorded in the software. Further there was no instance of audit trail feature being tampered with respect to the accounting software. And the audit trail has been preserved by the Company as per the statutory requirements for record retention.
- c) In respect of another subsidiary company, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility which was enabled w.e.f. January 22, 2026 and the same has operated throughout the period for all relevant transactions recorded in the software. Further there was no instance of audit trail feature being tampered with respect to the accounting software. And the audit trail has been preserved by the Company as per the statutory requirements for record retention.
- d) In respect of one joint venture, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility which was enabled w.e.f. January 9, 2026 and the same has operated throughout the period for all relevant transactions recorded in the software. Further there was no instance of audit trail feature being tampered with respect to the accounting software. And the audit trail has been preserved by the Company as per the statutory requirements for record retention.

n. The Group plans to carve out its Sunshade business, which is intended to be sold to NDR Hayashi Automotive India Private Limited (NHI) after March 2026. NHI is a newly established joint venture, equally owned by NDR Auto Components Limited (NACL) and Hayashi Telempu Corporation, Japan, each holding a 50% stake.

The key highlights of the proposed transaction are as follows:

- i) NACL will carve out and transfer its Sunshade operations.
- ii) As part of the carve-out, the plant & machinery and inventory related to the Sunshade business will be transferred to NHI
- iii) NHI will pay consideration to NACL for the transfer.
- iv) The sale is expected to be completed within the next 3 months.

This transaction is subject to board approval. Accordingly, pending such approval and the execution of any formal agreement between the parties, the management has not disclosed this as Assets held for sale or discontinuing operations as at March 31, 2026.

o. Other Statutory Information

1. The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
2. The Group has not been declared as wilful defaulter by any bank or financial institution or other lender.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

3. The Group has no transactions with the companies struck off under section 248 of Companies Act, 2013.
4. The Group has complied with the number of layers prescribed under the Companies Act, 2013.
5. The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
 - b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
6. The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that The Group shall:
 - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries
7. The Group do not have any transaction which are not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
8. The Group has not traded or invested in crypto currency or virtual currency during the current or previous year.
9. The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
10. The Group do not have any charge or satisfaction which is yet to be registered with the Registrar of Companies beyond the statutory period.
11. The borrowings obtained by the Group from banks and financial institutions have been applied for the purposes for which such loans were taken.
12. The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

p. The amendments to the standards that are notified by the Ministry of Corporate Affairs (MCA), but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group will adopt these amendments to the standards, when they become effective.

Amendments to Ind AS 1 - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants and Ind AS 10 Events after the Reporting Period

Ind AS 10 has been amended to remove the previous treatment under which a lender's post reporting date waiver - granted before the financial statements were approved for issue - of a breach of a material covenant in a long term loan arrangement that occurred on or before the end of the reporting period, resulting in the liability becoming payable on demand at the reporting date, was regarded as an adjusting event.

For annual reporting periods beginning on or after 1 April 2026, any breach of a covenant - whether material or immaterial - occurring on or before the reporting date will, in accordance with Ind AS 1, require the related liability to be classified as current, unless the lender has granted a waiver of the breach on or before the reporting date and has agreed not to demand repayment for at least 12 months after the reporting date as a consequence of the breach. Such a waiver shall be treated as an adjusting event.

The amendments are effective for annual reporting periods beginning on or after 1 April 2026 retrospectively in accordance with Ind AS 8.

As per our report of even date attached

For S.R. Batliboi & Co. LLP

Chartered Accountants
ICAI Registration No. 301003E/E300005

per Amit Chugh

Partner
Membership no. 505224

Place: Gurugram
Date: May 11, 2026

For and on behalf of Board of Directors

ROHIT RELAN

Co-Chairman & Director
DIN: 00257572
Place: New Delhi
Date: May 11, 2026

PRANAV RELAN

Whole Time Director
DIN: 07177944
Place: Gurugram
Date: May 11, 2026

VIKRAM KRISHAN RATHI

Chief Financial Officer
Place: Gurugram
Date: May 11, 2026

RAJAT BHANDARI

Executive Director and
Company Secretary
DIN: 02154950
Place: Gurugram
Date: May 11, 2026

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