



NDR AUTO COMPONENTS LIMITED

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

CIN: L29304DL2019PLC347460

Website: www.ndrauto.com

Email id: contact@nacl.co.in

Phone No.: 9643339870-74

February 11, 2025

BSE Limited
Corporate Relationship Department
PJ Towers, 25th Floor, Dalal Street,
Mumbai – 400 001
Scrip Code: 543214

National Stock Exchange of India Limited
Exchange Plaza, Plot No.C/1, G-Block Bandra
Kurla Complex, Bandra (East),
Mumbai – 400 051
Trading Symbol: NDRAUTO

SUB: OUTCOME OF THE MEETING OF BOARD OF DIRECTORS HELD TODAY, FEBRUARY 11, 2025, AS PER REGULATION 30 AND 33 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 [SEBI (LODR) REGULATIONS, 2015]

The Board of Directors of the Company at its meeting held on February 11, 2025, *inter alia*, has considered and transacted the following businesses:

1. Pursuant to Regulation 33 of the SEBI (LODR) Regulations, 2015, the Board has considered and approved the Unaudited Standalone and Consolidated Financial Results for the quarter and nine months ended on December 31, 2024, and noted the Limited Review Report of Auditors thereon, which did not contain any qualification or adverse remark. The same is enclosed as **Annexure I**.
2. Appointed Mr. Vikram Krishan Rathi as Chief Financial Officer designated as Key Managerial Personnel of the Company with effect from April 01, 2025. The said appointment is based on the recommendation of the Nomination and Remuneration Committee and Audit Committee of the Company.

The detailed disclosure as required under Regulation 30 read with Schedule III of SEBI (LODR) Regulations, 2015 and SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is enclosed as **Annexure II**.

3. Approved setting up of a project of seat insert fabric for Four wheelers. For this purpose the Company has entered into a memorandum of understanding (MoU) with Toyota Tsusho India Pvt. Ltd. (TTIPL) and Toyotsu Vehitecs Co., Ltd (TVC) and the Company will be obtaining technical assistance from TTIPL. The said project will be set up at Gurgaon for an investment of Rs. 21.89 crores approx. in the next two financial years through a wholly owned subsidiary which will be incorporated in the next two months. The detailed disclosure as required under Regulation 30 read with Schedule III of SEBI (LODR) Regulations, 2015 and SEBI Master Circular

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



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no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is enclosed as **Annexure III and Annexure IV.**

4. Approved to incorporate a 100% subsidiary for setting up of project of seat insert fabric as stated in point no 3 above. The detailed disclosure as required under Regulation 30 read with Schedule III of SEBI (LODR) Regulations, 2015 and SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is enclosed as **Annexure V.**

The Board meeting commenced at 12:30 p.m. and concluded at 02.25 p.m.

You are requested to take the same on record.

Thanking You,
Yours Faithfully,

For NDR AUTO COMPONENTS LIMITED

Rajat Bhandari
Executive Director and Company Secretary
DIN: 02154950

SS KOTHARI MEHTA & CO. LLP

CHARTERED ACCOUNTANTS

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

Review Report to
The Board of Directors
NDR Auto Components Limited

1. We have reviewed the accompanying statement of unaudited Standalone financial results of **NDR Auto Components Limited** ("the company") for the quarter and nine months ended on December 31, 2024 ("the Statement"), prepared and submitted by the Company pursuant to the requirements of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").
2. The preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and rules thereunder, requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other accounting principles generally accepted in India, is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited Standalone financial results prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard (Ind AS) prescribed under section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. **Emphasis of matter**
We draw attention to note 5 of the standalone financial results relating to a search during the financial year 2023-24 under section 132 of The Income Tax Act, 1961 conducted by the Income Tax Department. Pursuant to this, the Company is making the required submissions for requisite assessment years and the Company has received an income tax demand of Rs. 39.33 lakhs for the assessment year 2022-23 and the Company has filed an appeal dated August 1, 2024 before the concerned authority. Additionally, the Company has received a demand notice for penalty of Rs. 94.68 lakhs for the assessment year 2022-23 dated January 29, 2025. At present the company is in the process of filing an appeal against this order. Based on management assessment and legal opinion, management is of the view that no material adjustment is envisaged at this stage to financial results.
Our conclusion is not modified in respect of this matter.

For **SS KOTHARI MEHTA & CO. LLP**

(Chartered Accountants)

Firm Reg. No. 000756N/N500441


Birjesh Kumar Bansal

(Partner)

Membership No. 096740

Place: Delhi

Date: 11.02.2025

UDIN: 25096740BMUISW8883



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

STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER/ NINE MONTH ENDED DECEMBER 31, 2024

(Rs. in lakhs, except per share data)

S. No.	Particulars	Quarter Ended			Nine Months Ended		Year Ended
		31-12-2024 (Unaudited)	30-09-2024 (Unaudited)	31-12-2023 (Unaudited)	31-12-2024 (Unaudited)	31-12-2023 (Unaudited)	31-03-2024 (Audited)
1	Income:						
	Revenue from operations	17,520.35	17,422.63	14,026.62	52,073.65	42,551.90	60,157.01
	Other Income	101.77	278.44	79.81	457.74	421.98	514.55
	Total income	17,622.12	17,701.07	14,106.43	52,531.39	42,973.88	60,671.56
2	Expenses						
	a) Cost of materials consumed	13,382.73	13,434.56	10,852.94	39,949.15	32,800.55	46,641.83
	b) Changes in inventories of finished goods and work-in-progress	(164.33)	(40.48)	(85.67)	(120.96)	(74.92)	(82.64)
	c) Employee benefits expense	505.98	520.99	421.19	1,518.61	1,235.07	1,700.88
	d) Finance costs	77.19	86.69	72.61	243.23	210.66	285.94
	e) Depreciation and amortisation expense	400.83	396.88	386.70	1,191.40	1,095.67	1,479.38
	f) Other expenses	1,936.77	1,772.63	1,544.78	5,461.59	4,612.87	6,273.89
	Total expenses	16,139.17	16,171.27	13,192.55	48,243.02	39,879.90	56,299.28
	Profit before exceptional items (1-2)	1,482.95	1,529.80	913.88	4,288.37	3,093.98	4,372.28
	Exceptional items	-	-	-	-	-	-
3	Profit before tax (1-2)	1,482.95	1,529.80	913.88	4,288.37	3,093.98	4,372.28
4	Tax expenses						
	a) Current tax	372.37	377.70	213.94	1,076.91	716.95	1,022.80
	b) Deferred tax expense/(credit)	(19.23)	17.91	18.68	(8.33)	35.77	51.01
	Total tax expense	353.14	395.61	232.62	1,068.58	752.72	1,073.81
5	Profit for the period (3-4)	1,129.81	1,134.19	681.26	3,219.79	2,341.26	3,298.47
6	Other comprehensive income, net of income tax						
	Items that will not be reclassified to profit & loss in subsequent periods, net of tax	(1.71)	(1.69)	1.37	(5.08)	4.09	(6.74)
7	Total comprehensive income for the period, net of tax (5+6)	1,128.10	1,132.50	682.63	3,214.71	2,345.35	3,291.73
8	Paid-up equity share capital (face value of Rs.10/- per share)	2,378.53	2,378.53	1,189.27	2,378.53	1,189.27	1,189.27
9	Other equity (reserve) as shown in the audited balance sheet						18,801.86
10	Earning per equity share (EPS)* (nominal value of Rs.10/- each) :						
	a) Basic (Rs.) (Refer Note no 4)	4.75	4.77	2.86	13.54	9.84	13.87
	b) Diluted (Rs.) (Refer Note no 4)	4.75	4.77	2.86	13.54	9.84	13.87
	* EPS not annualised except annual						

NOTES :

- The above standalone financial results of NDR Auto Components Limited ("the Company") have been prepared in accordance with Indian Accounting Standards (IND AS) as prescribed under section 133 of the Companies Act, 2013 read with the relevant rules and amendments thereto and the other accounting principles generally accepted in India.
- The Sales/Purchase have been recognised based on contract price with the customers/vendors which are subject to escalations and de-escalations basis annual price revision. The Company estimated such escalations and de-escalations on best estimate basis and these will be formalised by year end.
- In line with the provisions of IND AS-108 - Operating Segment, the Company is engaged in the business of manufacturing of different seating systems and components for automobiles including two wheeler, which constitute single reporting business segment and the company operates only in one geographical segment - India. Accordingly, there are no separate reportable segments.
- Pursuant to approval given by the Shareholders through postal ballot notice dated 8th August 2024, results of which were declared on 13th September 2024 (date of approval of shareholders was 12th Sept 2024 i.e. last date of e-voting), the company have issued 1,18,92,652 fully paid up bonus equity share of Rs 10/- each in the ratio of 1(one) equity share of Rs. 10/- for every 1 (One) existing equity shares of Rs. 10/- each. Consequent to the allotment of shares dated 27th September, 2024, the issued, subscribed and paid up capital of the Company has increased to a sum of Rs. 2,378.53 lakhs by capitalising a sum of Rs. 1,189.27 lakhs from free reserves. Accordingly, the earning per share has been adjusted for previous periods/ year and presented in accordance with IND AS-33 Earning Per Share.

Further, pursuant to approval given by the Shareholders through postal ballot notice dated 8th August 2024, results of which were declared on 13th September 2024 (date of approval of shareholders was 12th Sept 2024 i.e. last date of e-voting), the authorised share capital of the company has increase from Rs 2,400 Lakhs to Rs. 3,000 Lakhs.
- During the financial year 2023-24, Income Tax Department ('the department') conducted a search under section 132 of the Income Tax Act, 1961. Pursuant to the same, the Company is making the required submissions for requisite assessment years. The Company has received a demand notice dated 9th July 2024 for Rs. 39.33 lakhs (excluding penalty and interest) with respect to assessment year 2022-23. The Company has filed an appeal against the said order before the concerned authority dated 1st Aug 2024. Additionally, the Company has received a penalty demand notice for an amount of Rs. 94.68 lakhs dated 29th January 2025. The company currently is in the process of filing an appeal against the aforesaid order. As per Company's own assessment and also based on legal advice received, management is confident of favourable outcome for such appeal. Accordingly, pending outcome of such proceedings, management is of the view that no material adjustments is envisaged at this stage to these financial results in this regard.
- The above standalone financial results have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 11th February, 2025. The limited review of the financial results for the quarter and nine months ended December, 2024 have been completed by the statutory auditors of the Company in accordance with the Standard on Review Engagements (SRE) 2410 issued by the Institute of Chartered Accountants of India and they have issued an unmodified report on the aforesaid results.

For and on behalf of Board of Directors

PLACE: Gurugram
DATE: 11th Feb, 2025

Pranav Relan
Whole Time Director

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

Review Report to
The Board of Directors
NDR Auto Components Limited

1. We have reviewed the accompanying statement of unaudited Consolidated financial results of **NDR Auto Components Limited** ("the Company") and its share of net profit/(loss) of its associate and joint ventures, for the quarter and nine months ended on December 31, 2024 ("the statement"), prepared and submitted by the Company pursuant to the requirements of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").
2. This statement is prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, as amended, and rules thereunder, requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other accounting principles generally accepted in India, is the responsibility of the Company's management and has been approved by the Board of Directors of Company. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statements is free of material misstatement. A review of interim financial information consists of making inquiries primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Circular No. CIR/CFD/CMD 1/4412019 dated March 29, 2019 issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Statement includes the results of following entities:
 - i. Bharat Seats Limited – Associate, India
 - ii. Toyo Sharda India Private Limited – Joint Venture, India
 - iii. Toyota Boshoku Relan India Private Limited – Joint Venture, India
5. Based on our review conducted and procedures performed as stated above and based on the consideration of financial results furnished to us by the management as referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ('IND AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. Emphasis of matter

We draw attention to note 5 of the consolidated financial results relating to a search during the financial year 2023-24 under section 132 of The Income Tax Act, 1961 conducted by the Income Tax Department. Pursuant to this, the Company is making the required submissions for requisite assessment years and the Company has received an income tax demand of Rs. 39.33 lakhs for the assessment year 2022-23 and the Company has filed an appeal dated August 1, 2024 before the concerned authority. Additionally, the Company has received a demand notice for penalty of Rs. 94.68 lakhs for the

SS KOTHARI MEHTA & CO. LLP

CHARTERED ACCOUNTANTS

assessment year 2022-23 dated January 29, 2025. At present the company is in the process of filing an appeal against this order. Based on management assessment and legal opinion, management is of the view that no material adjustment is envisaged at this stage to financial results.

Our conclusion is not modified in respect of this matter.

7. The Statement includes financial results of one associate of the company (as mentioned in paragraph 4(i) above) which has been reviewed by their auditor and have been furnished to us by the management, whose financial results reflects share of total net profit after tax of Rs. 212.04 lakhs and Rs. 608.28 lakhs and share of total comprehensive income of Rs. 210.83 lakhs and Rs. 604.66 lakhs for the quarter and nine months ended December 31, 2024 respectively. Our Conclusion on the Statement, and our report in terms of Regulation 33 of the regulation read with SEBI Circular, in so far as it relates to the aforesaid associate, is based solely on such reviewed financial information. Our Conclusion on the statement is not modified in respect of this matter.

The Statement includes financial results of one joint venture company (as mentioned in paragraph 4(ii) above) which have not been reviewed by their auditor and have been furnished to us by the management, whose financial results reflects share of total net loss after tax of Rs. 3.23 lakhs and total net profit after tax Rs. 2.44 lakhs and share of total comprehensive loss of Rs. 3.23 lakhs and total comprehensive income of Rs. 2.44 lakhs the quarter and nine months ended December 31, 2024 respectively. Our Conclusion on the consolidated unaudited financial results, and our report in terms of Regulation 33 of the regulation read with SEBI Circular, in so far as it relates to the aforesaid joint venture, are based solely on such un-reviewed financial information. In our conclusion and according to the information and explanations given to us by the management, this interim financial information is not material to the consolidated financial results. Our Conclusion on the statement is not modified in respect of this matter.

For **SS KOTHARI MEHTA & CO. LLP**

Chartered Accountants

Firm Reg. No. 000756N/N500441

Birjesh Kumar Bansal

(Partner)

Membership No. 096740

Place: Delhi

Date: 11.02.2025

UDIN: 25096740BMUISX8303



STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER & PERIOD ENDED DECEMBER 31, 2024

(Rs. in lakhs, except per share data)

S. No.	Particulars	Quarter Ended			Nine Months Ended		Year Ended
		31-12-2024 (Unaudited)	30-09-2024 (Unaudited)	31-12-2023 (Unaudited)	31-12-2024 (Unaudited)	31-12-2023 (Unaudited)	31-03-2024 (Audited)
1	Income:						
	Revenue from operations	17,520.35	17,422.63	14,026.62	52,073.65	42,551.90	60,157.01
	Other Income	101.77	134.44	79.81	313.74	265.98	358.55
	Total income	17,622.12	17,557.07	14,106.43	52,387.39	42,817.88	60,515.56
2	Expenses						
	a) Cost of materials consumed	13,382.73	13,434.56	10,852.94	39,949.15	32,800.55	46,641.83
	b) Changes in inventories of finished goods and work-in-progress	(164.33)	(40.48)	(85.67)	(120.96)	(74.92)	(82.64)
	c) Employee benefits expense	505.98	520.99	421.19	1,518.61	1,235.07	1,700.88
	d) Finance costs	77.19	86.69	72.61	243.23	210.66	285.94
	e) Depreciation and amortisation expense	400.83	396.88	386.70	1,191.40	1,095.67	1,479.38
	f) Other expenses	1,936.77	1,772.63	1,544.78	5,461.59	4,612.87	6,273.89
	Total expenses	16,139.17	16,171.27	13,192.55	48,243.02	39,879.90	56,299.28
3	Share of profit of associate	212.04	207.31	164.92	608.28	494.53	709.60
4	Share of profit of joint ventures	(3.23)	(3.04)	8.24	2.44	30.69	19.20
5	Profit before Tax (1-2+3+4)	1,691.76	1,590.07	1,087.04	4,755.09	3,463.20	4,945.08
6	Tax expenses						
	a) Current tax	372.37	377.70	213.94	1,076.91	716.95	1,022.80
	b) Deferred tax expense/(credit)	(19.23)	17.91	18.68	(8.33)	35.77	51.01
	Total tax expense	353.14	395.61	232.62	1,068.58	752.72	1,073.81
7	Profit for the period / year (5-6)	1,338.62	1,194.46	854.42	3,686.51	2,710.48	3,871.27
8	Other comprehensive income/(loss):						
	Items that will not be reclassified to profit and loss in subsequent periods						
	a) Gains/(losses) on defined benefit plans	(4.53)	(2.26)	1.82	(6.79)	5.46	(9.01)
	b) Gains/(losses) on share of other comprehensive income of associate and Joint ventures	(2.41)	(1.21)	1.18	(3.62)	3.54	(5.13)
	c) Income tax relating to items that will not be reclassified to profit and loss	1.14	0.57	(0.45)	1.71	(1.37)	2.27
	Total other comprehensive income for the period/ year	(5.80)	(2.90)	2.55	(8.70)	7.63	(11.87)
9	Total comprehensive income for the period/ year, net of tax (7+8)	1,332.82	1,191.56	856.97	3,677.81	2,718.11	3,859.40
10	Paid-up equity share capital (face value of Rs.10/- per share)	2,378.53	2,378.53	1,189.27	2,378.53	1,189.27	1,189.27
11	Other equity (reserve) as shown in the audited balance sheet						24,165.13
12	Earning per equity share (EPS)* (nominal value of Rs.10/- each) :						
	a) Basic (Rs.) (Refer Note no 4)	5.63	5.02	3.59	15.50	11.40	16.28
	b) Diluted (Rs.) (Refer Note no 4)	5.63	5.02	3.59	15.50	11.40	16.28
	* EPS not annualised except annual						

NOTES :

- The above standalone financial results of NDR Auto Components Limited ("the Company") have been prepared in accordance with Indian Accounting Standards (IND AS) as prescribed under section 133 of the Companies Act, 2013 read with the relevant rules and amendments thereto and the other accounting principles generally accepted in India.
- The Sales/Purchase have been recognised based on contract price with the customers/vendors which are subject to escalations and de-escalations basis annual price revision. The Company estimated such escalations and de-escalations on best estimate basis and these will be formalised by year end.
- In line with the provisions of IND AS-108 - Operating Segment, the Company is engaged in the business of manufacturing of different seating systems and components for automobiles including two wheeler, which constitute single reporting business segment and the company operates only in one geographical segment -India. Accordingly, there are no separate reportable segments.
- Pursuant to approval given by the Shareholders through postal ballot notice dated 8th August 2024, results of which were declared on 13th September 2024 (date of approval of shareholders was 12th Sept 2024 i.e. last date of e-voting), the company have issued 1,18,92,652 fully paid up bonus equity share of Rs 10/- each in the ratio of 1(one) equity share of Rs. 10/- for every 1 (One) existing equity shares of Rs. 10/- each. Consequent to the allotment of shares dated 27th September, 2024, the issued, subscribed and paid up capital of the Company has increased to a sum of Rs. 2,378.53 lakhs by capitalising a sum of Rs. 1,189.27 lakhs from free reserves. Accordingly, the earning per share has been adjusted for previous periods/ year and presented in accordance with IND AS-33 Earning Per Share.

Further, pursuant to approval given by the Shareholders through postal ballot notice dated 8th August 2024, results of which were declared on 13th September 2024 (date of approval of shareholders was 12th Sept 2024 i.e. last date of e-voting), the authorised share capital of the company has increase from Rs 2,400 Lakhs to Rs. 3,000 Lakhs.
- During the financial year 2023-24, Income Tax Department ('the department') conducted a search under section 132 of the Income Tax Act, 1961. Pursuant to the same, the Company is making the required submissions for requisite assessment years. The Company has received a demand notice dated 9th July 2024 for Rs. 39.33 lakhs (excluding penalty and interest) with respect to assessment year 2022-23. The Company has filed an appeal against the said order before the concerned authority dated 1st Aug 2024. Additionally, the Company has received a penalty demand notice for an amount of Rs. 94.68 lakhs dated 29th January 2025. The company currently is in the process of filing an appeal against the aforesaid order. As per Company's own assessment and also based on legal advice received, management is confident of favourable outcome for such appeal. Accordingly, pending outcome of such proceedings, management is of the view that no material adjustments is envisaged at this stage to these financial results in this regard.
- The above consolidated financial results have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 6th November, 2024. The limited review of the financial results for the quarter and six months ended September, 2024 have been completed by the statutory auditors of the Company in accordance with the Standard on Review Engagements (SRE) 2410 issued by the Institute of Chartered Accountants of India and they have issued an unmodified report on the aforesaid results.
- The Consolidated financial results include the results of the company, 1 associate company and 2 joint venture companies.

For and on behalf of Board of Directors

**OTHER INFORMATION - INTEGRATED FILING (FINANCIAL) FOR THE
QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2024**

(In accordance with the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024)

- B. Statement on Deviation or Variation for proceeds of Public Issue, Rights Issue, Preferential Issue, Qualified Institutions Placement etc.
- Not Applicable
- C. Format for disclosing outstanding default on Loans and Debt securities
- Not Applicable
- D. Format for disclosure of Related Party Transactions (applicable only for half – yearly filings i.e. 2nd and 4th quarter)
- Not Applicable
- E. Statement on Impact of Audit Qualifications (for Audit Report with modified opinion) submitted along – with Annual Audited Financial Results (Standalone and Consolidated separately) (applicable only for Annual Filing i.e. 4th quarter)
- Not Applicable



NDR AUTO COMPONENTS LIMITED

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

CIN: L29304DL2019PLC347460

Website: www.ndrauto.com

Email id: contact@nacl.co.in

Phone No.: 9643339870-74

Annexure-II

S. No.	Particulars	Details
1	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Mr. Vikram Krishan Rathi has been appointed as Chief Financial Officer designated as Key Managerial Personnel of the Company with effect from April 01, 2025
2	Date of appointment/ re-appointment/cessation (as applicable) & term of appointment/re-appointment	Appointed with effect from April 01, 2025
3	Brief profile (in case of appointment)	<p>Mr. Vikram Krishan Rathi is a qualified Chartered Accountant and M.B.A. from M.J.P. Rohilkhand University, Bareilly. He carries a rich experience of nearly 23 years with diverse roles in the finance & accounting functions including strategic planning, risk management, compliance.</p> <p>Before joining the Company, he served Uno Minda Limited for around 17 years. Prior to that he was associated with Shirdi Industries Limited, Kumar group of companies and a Group of Export Houses and Investment Companies from year July 1999 to March 2007.</p>
4	Disclosure of relationships between directors (in case of appointment of a director)	None
5	Shareholding, if any, in the company	Nil
6	Information as required pursuant to BSE Circular with ref. no. LIST/COM P/14/2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/CML/2018/24, dated 20th June, 2018	As there is no appointment of Director hence Not Applicable

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NDR AUTO COMPONENTS LIMITED

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CIN: L29304DL2019PLC347460

Website: www.ndrauto.com

Email id: contact@nacl.co.in

Phone No.: 9643339870-74

Annexure-III

Product Launch	
Existing capacity	As the project is going to be implemented through a wholly owned subsidiary therefore, Not Applicable
Existing capacity utilization	Not Applicable
Proposed capacity addition	6 million units per annum of seat insert fabric
Period within which the proposed capacity is to be added	By end of July, 2026
Investment required	Rs. 21.89 crores approx.
Mode of financing	By means of funds to be provided by holding company in the shape of equity and loans. The holding company shall meet funding requirements partly by internal accruals and partly by term loan
Rationale	This initiative is in line with the Company's business strategy of enhancing its presence, technical partnership and offerings



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Annexure-IV

Agreement with Companies	
Name of the entity(ies) with whom agreement/ JV is signed	NDR Auto Components Limited has entered into an MoU with Toyota Tsusho India Pvt. Ltd. and Toyotsu Vehitecs Co., Ltd.
Area of agreement/ JV	Manufacturing of seat insert fabric
Domestic/international	Domestic
Share exchange ratio / JV ratio	N.A.
Scope of business operation of agreement / JV ;	Manufacturing of seat insert fabric with technical assistance with TTIPL.
Details of consideration paid / received in agreement / JV ;	Under discussion, yet to be finalized
Significant terms and conditions of agreement / JV in brief ;	TTIPL with support from TVC will provide technical assistance for manufacturing of seat insert fabric
Whether the acquisition would fall within related party transactions and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	Promoters / Promoter group does not have any interest in TTIPL and TVC and the same is at arm's length basis
Size of the entity(ies);	TTIPL has business operation in various parts in India.
Rationale and benefit expected.	Seat insert fabric shall be manufactured in India which is presently being 100% imported

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Annexure- V

Details of events that need to be provided	
	Incorporation of wholly owned subsidiary
Name of the target entity, details in brief such as size, turnover etc.;	It is proposed to incorporate a company in the name of "NDR Safety Systems Private Limited" or such other name as may be approved by Registrar of Companies, Ministry of Corporate Affairs
Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	Formation of new Company does not fall under the Related Party Transaction
Industry to which the entity being acquired belongs;	Auto Components. There is no acquisition per se.
Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The Proposed Company is being incorporated for manufacturing primarily seat insert fabric and allied products
Brief details of any governmental or regulatory approvals required for the acquisition;	None
Indicative time period for completion of the acquisition;	There is no acquisition per se. however, it is expected that the new identity i.e. Wholly owned subsidiary of the company, will be incorporated by April 2025
Consideration - whether cash consideration or share swap or any other form and details of the same;	N.A.
Cost of acquisition and/or the price at which the shares are acquired;	The wholly owned subsidiary company will be incorporated with initially paid up share capital of Rs. 10,00,000/-

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Percentage of shareholding / control acquired and / or number of shares acquired;	100%
Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	Not applicable as new Company will be incorporated