



# NDR AUTO COMPONENTS LIMITED

**Corporate office:** Plot No.1, Maruti Joint Venture Complex, Gurugram, Haryana-122015  
**CIN:** U29304DL2019PLC347460  
**Email id:** [info@ndrauto.com](mailto:info@ndrauto.com)  
**Website:** [www.ndrauto.com](http://www.ndrauto.com)  
**Phone No.:** 9643339870-74

**30<sup>th</sup> November, 2020**

BSE Limited Corporate Relationship Deptt. PJ Towers, 25th Floor, Dalal Street, Mumbai – 400 001 Code No: 543214	National Stock Exchange of India Ltd. Exchange Plaza, Plot No.C/1, G-Block Bandra Kurla Complex, Bandra (East), Mumbai – 400 051. Code No. NDRAUTO
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## **Sub: Outcome of the meeting**

The Board of Directors of the Company at its meeting held on 30th November, 2020 inter alia has considered and transacted the following business:

- 1 Considered and approved the unaudited Standalone & Consolidated financial results for the quarter/six months ended 30<sup>th</sup> September, 2020 along with limited review report.(attached as Annexure-I)
- 2 Re-classified Mr. Sanjiv Kapur as Non-executive and Non-Independent Director
- 3 Approved the appointment of Ms. Vanita Chhabra as Additional Director on the Board of the Company in the capacity of Independent Director, based on the recommendation(s) of Nomination & Remuneration Committee (details and profile enclosed as Annexure-II).
- 4 Approved the appointment of Mr. Rajat Bhandari as Additional Director on the Board of the Company, based on the recommendation(s) of Nomination & Remuneration Committee (Details and profile enclosed as Annexure-III)
- 5 Approved the appointment of Ms. Deepa Gopalan Wadhwa as Additional Director on the Board of the Company in the capacity of Independent Director, based on the recommendation(s) of Nomination & Remuneration Committee (details and profile enclosed as Annexure-III).

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- 6 Approved remuneration Mr. Pranav Relan, Whole time Director for 3 years w.e.f. 27/10/2020 to 26/10/2023, subject to shareholders approval in ensuing General meeting.
- 7 Appointed Mr. Ayush Relan and Mr. Rajat Bhandari, each as Whole time Director for 3 years w.e.f. 02/01/2021 to 01/01/2024 subject to shareholders approval in ensuing General meeting, (Detailed profile is enclosed as Annexure-IV-V).
- 8 Considered and approved the Draft Notice of 1<sup>st</sup> Annual General meeting of the Company and decided to hold 1<sup>st</sup> Annual General meeting of the Company on 24<sup>th</sup> December, 2020 through VC or OAVM.
- 9 Considered and approved the Directors' Report and Management Discussion and Analysis for the period ended March 31, 2020.
- 10 Approved recommendation of appointment of M/s S.S Kothari Mehta & Co., Chartered Accountants as Statutory Auditors for 5 years at ensuing Annual General Meeting.
- 11 Reconstituted Committees in following manner:

S.no.	Name of Directors	Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee
1	Mrs. Shyamla Khera	Chairperson	Chairperson	Member
2	Mr. Sanjiv Kapur	-	Member	Chairperson
3	Mr. Rohit Relan	Member	Member	-
4	Mr. Rishabh Relan	-	-	Member
5	Ms. Vanita Chhabra	Member	Member	-

- 12 Recommended the alteration in Articles of Association subject to the shareholders' approval at the ensuing Annual General Meeting.

- 13 Further intimation given pursuant to Regulation 30 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, it is informed that the Board has granted in

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principle approval for setting up of new production facility at Bengaluru. The capex and feasibility study will be placed in next meeting.

The meeting started at 11 a.m. and concluded at 01.40 PM.

You are requested to take the same on record.

For **NDR AUTO COMPONENTS LIMITED**

**Nitasha Sinha**

**Company Secretary**

**Membership No. A27439**

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Details of Ms. Vanita Chhabra

Annexure-II

S.No.	Particulars	Details
1	Reason for change viz. appointment, resignation, removal, death or otherwise	In order to broad base existing board, Ms. Vanita Chhabra has been appointed as an Additional Director of the Company. She has 40 years of experience in International Sourcing business. Currently, she is Whole-time Director of Williams-Sonoma India Private Limited. Her association will benefit in management of the Company.
2	Date of appointment/cessation (as applicable) Term of appointment	30 <sup>th</sup> November, 2020 Appointed as Additional Director in capacity of Independent Director.
3	Brief profile (in case of appointment)	Profile attached
4.	Shareholding, if any in the company	NIL
5	Disclosure of Relationships between Directors (in case of Appointment of a Director)	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	Ms. Vanita Chhabra is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority.

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## Profile: Vanita Chhabra

1. Name & Surname: Vanita Chhabra
2. EDUCATIONAL & PROFESSIONAL QUALIFICATIONS  
B. Sc. from Lady Irwin College, Delhi University  
M.Sc. from Lady Irwin College, Delhi University

### 3. DETAILS OF EXPERIENCE/ EXPERTISE

She has 40 years of experience in International Sourcing business. Currently, she is Whole-time Director of Williams-Sonoma India Private Limited.

#### **Work experience:**

- Partner, collaborate and manage with International Business Strategy, Product Development teams & Brand representatives in the US to develop and implement global initiatives, focusing on market expansion, product innovation, risk mitigation plans and process improvement.
- Generate creative ideas, evaluate and lead expansion opportunities. Develop innovative global ready products across multiple product categories and Brands.
- Align with corporate sourcing teams and lead short- and long-term strategic sourcing plan from India, Bangladesh, Nepal and Europe.
- Research, identify and develop new vendor base in order to meet the company's product requirements and mitigate risk by diversifying supplier placement. Ensure rationalization of vendor base to support and deliver the overall business strategy.
- Formulate & drive costing strategy for the countries in concurrence with the respective Brand Margin Strategy.
- Expand the Global Sustainability & CSR Projects and translate them for country level implementation.
- Ascertain the achievement of business parameters for the successful delivery of merchandise within defined timelines and cost; meeting the requisite legal, safety and environment compliances.
- Translate and implement the Sourcing strategies for the country across various product categories and Brands.
- Supervise and guide the respective Merchandising Directors on alignment with brand strategy, vendor management and risk mitigation plan. Oversee and appraise the plans developed by the team of Merchandising Directors in order to expand business within/outside the geography; innovation in the existing product lines and process improvements.
- Formulate & drive costing strategy for vendors across categories. Analyze vendor matrix and build risk mitigation plan to ensure continuous supply of merchandise at right cost with desired quality.
- Create financial goals for the office & authorize the budgetary decisions for the smooth functioning and maintaining the good financial health of the office.
- Direct the team of seasoned specialists of Merchandising, People and Sustainability working in the capacity of Head of Departments. Delegate the day-to-day decision making in their respective work areas in order to achieve the department level objectives and tactical team management.
- Manage a team of 7 Direct Reports and 120 employees in India to implement the business strategy & manage the operations in India, Bangladesh & Nepal. Manager a team of 1 Direct report and 30 employees in Europe to implement business strategy and manage the operations in Italy, Portugal & Turkey. Ensure development of the right personnel strategies and culture of the organization.

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Details of Ms Deepa Gopalan Wadhwa

Annexure-III

S.No.	Particulars	Details
1	Reason for change viz. appointment, resignation, removal, death or otherwise	In order to broad base existing board, Ms. Deepa Gopalan Wadhwa has been appointed as an Additional Director of the Company. She was in Indian Foreign Services till 2015. She has 36 years of experience and has handled a wide swathe of issues and subjects related to India's relations with key countries such as Pakistan, China, and Japan. Her association will benefit in management of the Company.
2	Date of appointment/cessation (as applicable) Term of appointment	30 <sup>th</sup> November, 2020 Appointed as Additional Director in capacity of Independent Director.
3	Brief profile (in case of appointment)	Profile attached
4.	Shareholding, if any in the company	NIL
5	Disclosure of Relationships between Directors (in case of Appointment of a Director)	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	Ms. Deepa Gopalan Wadhwa is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority.

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## **BRIEF PROFILE OF Ms. DEEPA GOPALAN WADHWA**

Ms. Deepa Gopalan Wadhwa has been a distinguished career diplomat who joined the Indian Foreign Service (IFS) in 1979 and retired in December 2015.

She has served as Ambassador of India to Japan (2012-2015), Qatar (2009-2012) and Sweden (2005-2009). She was concurrently accredited as Ambassador to Latvia (from Stockholm), and Republic of the Marshall Islands (from Tokyo). During her career, she has also held other significant assignments in China, Geneva, The Netherlands, the International Labour Organization (ILO) and the Ministry of External Affairs.

In the course of her career spanning over 36 years, she has handled a wide swathe of issues and subjects related to India's relations with key countries such as Pakistan, China, and Japan; participated in international conferences and negotiations related to climate change, sustainable development, disarmament and human rights and was instrumental in the active promotion of India's economic interests in areas of trade, technology, investments and energy security during postings in Europe, the GCC and Japan.

Ms. Wadhwa is currently Chairperson of the India- Japan Friendship Forum, Member Governing Council of the Institute of Chinese Studies and is on the Governing Council of the Asian Confluence, based in Shillong. She also serves as independent Director and advisor on the Boards of a few companies.

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Details of Mr. Ayush Relan

Annexure-IV

S.No.	Particulars	Details
1	Reason for change viz. appointment, resignation, removal, death or otherwise	Mr. Ayush Relan has been appointed as Whole time Director, in order to have effective control and management Mr. Ayush Relan has specialisation business development and new projects. His association will benefit in management of the Company.
2	Date of appointment/cessation (as applicable) Term of appointment	Appointed as Whole time Director for 3 years w.e.f 2 <sup>nd</sup> January, 2021 subject to shareholder approval in ensuing Annual General Meeting of the Company.
3	Brief profile (in case of appointment)	Profile attached
4	Shareholding, if any in the company	4421 shares (0.07%)
5	Disclosure of Relationships between Directors (in case of Appointment of a Director)	Mr. Ayush Relan is son of Mr. Rohit Relan Mr. Rishabh Relan, Mr. Pranav Relan and Mr. Ayush Relan are brothers.
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	Mr. Ayush Relan is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority.

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## **Profile of Mr. Ayush Relan**

Mr Ayush Relan is 28 Years old with a dynamic personality, who is keenly involved in growing the business.

He did his Bachelor of Science in Business Administration with specialisation in Entrepreneurship & Marketing from North Eastern University in Boston, U.S.A. Currently he is Assistant Chief Operating Officer in Bharat Seats Limited responsible for business development and new projects.

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Phone No.: 9643339870-74

Details of Mr. Rajat Bhandari

Annexure-V

S.No.	Particulars	Details
1	Reason for change viz. appointment, resignation, removal, death or otherwise	In order to broad base existing board, Mr. Rajat Bhandari has been appointed as an Additional Director of the Company. Mr. Bhandari has worked across various functions such as Finance, Secretarial, Purchase & Supply Chain. His association will benefit in management of the Company.
2	Date of appointment/cessation (as applicable) Term of appointment	30 <sup>th</sup> November, 2020 (Appointed as Additional Director)  Appointed as Whole time Director for 3 years w.e.f 2 <sup>nd</sup> January, 2021 subject to shareholder approval in ensuing Annual General Meeting of the Company.
3	Brief profile (in case of appointment)	Profile attached
4	Shareholding, if any in the company	NIL
5	Disclosure of Relationships between Directors (in case of Appointment of a Director)	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	Mr. Rajat Bhandari is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority.

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## **Profile of Mr. Rajat Bhandari**

Mr Rajat Bhandari is a Chartered Accountant & a Company Secretary with over 34 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.

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**Independent Auditors' Review Report on Quarterly and Year to Date Unaudited Consolidated Financial Results of NDR Auto Components Limited under Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015**

To  
The Board of Directors of  
NDR Auto Components Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results of NDR Auto Components Limited (hereinafter referred to as the "Parent Company") and its share of the net profit after tax and total comprehensive income of its associate company and joint ventures for the quarter ended September 30, 2020 and year to date results for the period from April 01, 2020 to September 30, 2020 ("the Statement"), attached herewith, being submitted by the Parent Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended.
2. This statement, which is the responsibility of the Parent Company's Management and approved by the Parent Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. 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 Engagement (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. 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 issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

