



# NDR AUTO COMPONENTS LIMITED

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

**CIN:** L29304DL2019PLC347460

**Website:** [www.ndrauto.com](http://www.ndrauto.com)

**Email id:** [contact@nacl.co.in](mailto:contact@nacl.co.in)

**Phone No.:** 9643339870-74

**29<sup>th</sup> June, 2021**

BSE Limited  
Corporate Relationship Deptt.  
PJ Towers, 25th Floor, Dalal Street,  
Mumbai – 400 001  
[Corp.relations@bseindia.com](mailto:Corp.relations@bseindia.com)  
Scrip 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  
[cm1ist@nse.co.in](mailto:cm1ist@nse.co.in)  
Trading Symbol: NDRAUTO

Sub: Submission of Annual Secretarial Compliance Report pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 24 A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 3 (b)(iii) of SEBI circular no. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019, please find enclosed herewith the Annual Compliance Report for the year ended 31<sup>st</sup> March, 2021.

Kindly take the same of record.

Thanking You,

For NDR Auto Components Limited

(Komal Jain)

Company Secretary and Compliance officer

Encl: a/a



Registered office: Level-5, Regus Caddie Commercial Tower, Hospitality District Aerocity, IGI

Airport, New Delhi 110037

Tel.: +91 011-6654 4976

**R. S. Bhatia**  
M.A., F.C.S.  
Company Secretary in Practice  
CPNo.: 2514

J-17 (Basement), Lajpat Nagar III,  
New Delhi-110024.  
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**Secretarial Compliance Report of  
NDR Auto Components Limited CIN L29304DL2019PLC347460  
For the year ended 31.03.2021**

I, R.S. Bhatia, Practicing Company Secretary, have examined as under:

- (a) all the documents and records made available to us and explanation provided by **NDR Auto Components Limited** ("the listed entity"),
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31.03.2021 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), and,
- (c) the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not Applicable**
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 - **Not Applicable**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not Applicable**
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable**
- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **Not Applicable**
- (h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

And based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued hereunder, except in respect of matters specified

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below:

S.No	Compliance Requirement (Regulations/ circulars guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1.	Regulation 33 of the SEBI (LODR), Regulations, 2015	There was delay in the approval of Unaudited Standalone and Consolidated results for quarter/half year ended 30 <sup>th</sup> September, 2020: -The unaudited Standalone and Consolidated quarterly results for quarter/half year ended 30 <sup>th</sup> September, 2020 was approved by the Board on 30 <sup>th</sup> November, 2020.	Penalty of Rs. 76,700/- each was levied on the Company by BSE & NSE which was paid on 17/12/2020.  No further action required.
2.	Regulation 33 of the SEBI (LODR), Regulations, 2015	A mail dated 1 <sup>st</sup> December, 2020 received from NSE with respect to a quick result dated 30 <sup>th</sup> October, 2020 submitted to the Exchange on below points: - The company has not submitted the Statement of Modified Opinion or in case of unmodified opinion(s), a declaration to that effect to the Stock Exchange.	-Company vide it's email dated 7 <sup>th</sup> December, 2020, informed NSE that it had already submitted auditors' report along with unmodified opinion on standalone financial statement and qualified opinion on consolidated financial statement for the year ended 31 <sup>st</sup> March, 2020. - The Company vide it's e-mail dated 17 <sup>th</sup> December, 2020 i) Resubmitted the standalone and

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		- Financial results submitted is not as per format prescribed by SEBI	consolidated financial statement along with auditors' report thereon. ii) Provided clarification as to why the comparative figures of previous quarters could not be submitted along with financial results (as per the format prescribed by SEBI). Matter is under consideration of NSE.
3.	Regulation 33 of the SEBI (LODR), Regulations, 2015	A mail dated 16 <sup>th</sup> December, 2020 received from NSE with respect to a quick result submitted to the Exchange on 30 <sup>th</sup> November, 2020 for quarter ended on 30 <sup>th</sup> September, 2020 on below points: - Financial results not submitted within 30 minutes from end of board meeting. - Financial results submitted is not as per format prescribed by SEBI.	Company vide it's email dated 17 <sup>th</sup> December, 2020 i) Provided clarification that the Board meeting concluded at 1:40 p.m. and outcome along with the results were filed at 1:55 p.m. (i.e., within 30 minutes). Copy of acknowledgment of NSE was also submitted. ii) Provided clarification as to why the comparative figures of previous quarters could not be submitted along with financial results (as per the format prescribed by SEBI).  Matter is under consideration of NSE.

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4(a)	Regulation 7 of SEBI (PIT) Regulations, 2015	There was violation of SEBI (PIT) Regulations, 2015 by Ms. Indira Choudhary. Ms. Indira Choudhary transferred her holding in joint account but didn't intimate the Company as per the provisions of Regulation 7(2) as the value of the shares transferred were in excess of Rs. 10 Lakh (though the transaction was done without consideration)	The reporting was made by Ms. Indira Choudhary on 9 <sup>th</sup> March, 2021 i.e., with delay of 6 days. Company submitted the report with stock exchange on 10 <sup>th</sup> March, 2021 (without delay) No further action required. As per decision of Audit Committee, caution letter was issued on 19 <sup>th</sup> March, 2021 to the Designated Person.
4(b)	Regulation 9 of SEBI (PIT) Regulations, 2015 (Code of Conduct).	As per Company's Code of Conduct framed under Regulation 9 of SEBI (PIT) Regulations, 2015, every Designated Person needs to obtain prior approval of the Compliance officer before dealing in shares of the Company if the transaction is for more than 500 shares.	As informed by management, no prior approval was obtained from the Company. As per decision of Audit Committee, caution letter was issued on 19 <sup>th</sup> March, 2021 to the Designated Person.

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5.	Regulation 39(4) read with Schedule VI of SEBI (LODR) Regulations, 2015	13 cases of undelivered Share certificates. To transfer to Unclaimed suspense account after sending 3 reminders	The Company sent 3 reminders on 10 <sup>th</sup> February, 2021, 18 <sup>th</sup> March, 2021 and 15 <sup>th</sup> June, 2021 respectively. Presently 12 outstanding cases are there.
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S.No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE & NSE	Regulation 33- The unaudited Standalone and Consolidated quarterly results for quarter/half year ended 30 <sup>th</sup> September, 2020 was approved with delay on 30 <sup>th</sup> November, 2020	Penalties of Rs. 76700/- (including GST) were levied on the Company each by BSE & NSE.	Penalties were duly paid to both stock exchanges on 17/12/2020.
2.	BSE & NSE	Regulation 23(9)- Non-filing of Related party transactions for the half year ended 30 <sup>th</sup> September, 2020	Penalties of Rs. 1,12,100/- (including GST) were levied on the	The penalties were waived off by both the stock exchanges

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			Company each by BSE & NSE.	being the filing of the same was exempted to the Company under Regulation 15 of the SEBI (LODR) Regulations, 2015
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31st March, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL	NIL	NIL	NIL	NIL
NIL	NIL	NIL	NIL	NIL

Place: New Delhi  
Date: 25/06/2021

RUPINDER SINGH BHATIA  
Digitally signed by RUPINDER SINGH BHATIA  
Date: 2021.06.26 17:18:26 +05'30'

**R.S. Bhatia**

**Practicing Company Secretary**

**CP No. 2514**

UDIN: F002599C000521997

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.

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Annexure – A

The Board of Directors,  
**NDR AUTO COMPONENTS LIMITED,**  
Regd Off.: Level-5, Regus Caddie Commercial Tower,  
Hospitality District Aerocity, IGI Airport, New Delhi 110037

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. I believe that the processes and practices followed provide a reasonable basis for our opinion.
3. Where ever required, I 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. My 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. My examination was limited to checking the execution and timelines of the filing of various forms, reports, returns and documents that need to be filed by the Company under the said regulations. I have verified the correctness and coverage of the contents of such forms, returns and documents.

Place: New Delhi  
Date: 25/06/2021

RUPINDER  
SINGH BHATIA

Digitally signed by  
RUPINDER SINGH BHATIA  
Date: 2021.06.26 17:19:25  
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**R.S. Bhatia**

**Practicing Company Secretary**  
**CP No. 2514**

UDIN: F002599C000521997