



WTM/KCV/CFD/02/2025-26

SECURITIES AND EXCHANGE BOARD OF INDIA

ORDER

UNDER SUB-SECTION (1) OF SECTION 11 AND CLAUSE (h) OF SUB-SECTION (2) OF SECTION 11 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992 READ WITH SUB-REGULATION (5) OF REGULATION 11 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

IN THE MATTER OF PROPOSED ACQUISITION OF SHARES AND VOTING RIGHTS IN –

TARGET COMPANY	PROPOSED ACQUIRER
NDR Auto Components Limited	Rohit Relan Family Trust

Background

1. NDR Auto Components Limited (hereinafter referred to as “**Target Company**”), a company incorporated on March 19, 2019 under the provisions of the Companies Act, 2013, has its registered office at Level-5, Regus Caddie Commercial Tower, Hospitality District Aerocity, IGI Airport, South West Delhi, New Delhi - 110037. The equity shares of the Target Company are listed on the BSE Ltd and National Stock Exchange of India Ltd.
2. An Application dated April 17, 2025 (hereinafter referred to as “**Application**”) seeking exemption from the applicability of the provisions of regulation 3 read with regulation 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SAST Regulations, 2011**”) was received by SEBI from Mr. Rohit Relan, in his capacity as the trustee of the Rohit Relan Family Trust (hereinafter referred to as “**Acquirer Trust**” or “**Proposed Acquirer**”) in the



matter of proposed direct acquisition of shares and voting rights in the Target Company by the Acquirer Trust.

Details of the proposed acquisition:

3. The Acquirer Trust vide the Application has submitted the following:

(a) The issued and paid-up share capital of the Target Company is INR 23,78,53,040/- divided into 2,37,85,304 equity shares of INR 10/- each. The shareholding pattern of the Target Company, as on the date of Application, is as under:

Shareholding in the Target Company			
Sr. No.	Name	No. of shares	% shareholding
Promoters and Promoter Group			
1.	Rohit Relan	97,23,948	40.88
2.	Rohit Relan Jt. Ritu Relan	17,37,830	7.31
3.	Ritu Relan Jt. Rohit Relan	29,82,221	12.54
4.	Ayush Relan	9,36,528	3.94
5.	Ayush Relan Jt. Rohit Relan	48,606	0.20
6.	Pranav Relan	9,42,212	3.96
7.	Pranav Relan Jt. Rohit Relan	41,106	0.17
8.	Rishabh Relan	9,42,540	3.96
9.	Rishabh Relan Jt. Rohit Relan	40,370	0.17
Total Promoter Shareholding (A)		1,73,95,361	73.13
B.	Public shareholding	63,89,943	26.87
C.	Non Promoter-Non Public (shares held by Employee Trust)	-	-
Total Shareholding (A+B+C)		2,37,85,304	100.00

(b) Rohit Relan Family Trust, settled under the provisions of the Indian Trusts Act, 1882 vide registered trust deed dated March 05, 2025 is an irrevocable,



discretionary, private trust. The details of the Settlor, Trustees and Beneficiaries of the Acquirer Trust are tabulated below:

Rohit Relan Family Trust		
Particulars	Person	Relationship with Settlor/Transferor
Settlor/ Transferor	Mr. Rohit Relan	Self and Promoter of the Target Company
	Mrs. Ritu Relan	Spouse of Mr. Rohit Relan and Promoter of the Target Company
	Mr. Rishabh Relan	Son of Mr. Rohit Relan and Promoter of the Target Company
	Mr. Pranav Relan	Son of Mr. Rohit Relan and Promoter of the Target Company
	Mr. Ayush Relan	Son of Mr. Rohit Relan and Promoter of the Target Company
Trustees	Mr. Rohit Relan	Self and Promoter of the Target Company
	Mrs. Ritu Relan	Spouse of Mr. Rohit Relan and Promoter of the Target Company
	Mr. Rishabh Relan	Son of Mr. Rohit Relan and Promoter of the Target Company
	Mr. Pranav Relan	Son of Mr. Rohit Relan and Promoter of the Target Company
	Mr. Ayush Relan	Son of Mr. Rohit Relan and Promoter of the Target Company
Beneficiaries	Mr. Rohit Relan	Self and Promoter of the Target Company
	Mrs. Ritu Relan	Spouse of Mr. Rohit Relan and Promoter of the Target Company
	Mr. Rishabh Relan	Son of Mr. Rohit Relan and Promoter of the Target Company
	Mr. Pranav Relan	Son of Mr. Rohit Relan and Promoter of the Target Company
	Mr. Ayush Relan	Son of Mr. Rohit Relan and Promoter of the Target Company
	Lineal Descendants of Mr. Rishabh Relan, Mr. Pranav Relan and Mr. Ayush Relan	Lineal descendants of Promoters of the Target Company



- (c) The Acquirer Trust proposes to acquire interest in the Target Company directly from the promoter of the Target Company. Pursuant to the proposed acquisition of shares and voting rights, the Acquirer Trust shall directly acquire control over the Target Company.
- (d) The direct acquisition of shares and voting rights in the Target Company by the Acquirer Trust is proposed to take place in the following manner:

Sr. No.	Transferor	Acquirer	Number of Shares	% shareholding
1.	Rohit Relan	RR Trust	97,23,948	40.88
2.	Rohit Relan Jt. Ritu Relan	RR Trust	17,37,830	7.31
3.	Ritu Relan Jt. Rohit Relan	RR Trust	29,82,221	12.54
4.	Ayush Relan	RR Trust	9,36,528	3.94
5.	Ayush Relan Jt. Rohit Relan	RR Trust	48,606	0.20
6.	Pranav Relan	RR Trust	9,42,212	3.96
7.	Pranav Relan Jt. Rohit Relan	RR Trust	41,106	0.17
8.	Rishabh Relan	RR Trust	9,42,540	3.96
9.	Rishabh Relan Jt. Rohit Relan	RR Trust	40,370	0.17
Total			1,73,95,361	73.13

- (e) Pursuant to the proposed acquisition of shares and voting rights by the Acquirer Trust, the Acquirer Trust shall directly acquire control over the Target Company.
- (f) There would be no alteration in total equity share capital of the Target Company as a result of the proposed acquisition. The shareholding pattern of the Target Company, before and after the proposed acquisition, will be as under:



Particulars	Shareholding before the proposed acquisition		Proposed Transaction		Shareholding after the proposed acquisition	
	No. of Shares	% of shares	No. of Shares	% of shares	No. of Shares	% of shares
Promoters and Promoter Group (other than Acquirer)						
Rohit Relan	97,23,948	40.88	(97,23,948)	(40.88)	-	-
Rohit Relan Jt. Ritu Relan	17,37,830	7.31	(17,37,830)	(7.31)	-	-
Ritu Relan Jt. Rohit Relan	29,82,221	12.54	(29,82,221)	(12.54)	-	-
Ayush Relan	9,36,528	3.94	(9,36,528)	(3.94)	-	-
Ayush Relan Jt. Rohit Relan	48,606	0.20	(48,606)	(0.20)	-	-
Pranav Relan	9,42,212	3.96	(9,42,212)	(3.96)	-	-
Pranav Relan Jt. Rohit Relan	41,106	0.17	(41,106)	(0.17)	-	-
Rishabh Relan	9,42,540	3.96	(9,42,540)	(3.96)	-	-
Rishabh Relan Jt. Rohit Relan	40,370	0.17	(40,370)	(0.17)	-	-
Total (A)	1,73,95,361	73.13	(1,73,95,361)	(73.13)	-	-
Acquirer Trust						
RR Trust	-	-	1,73,95,361	73.13	1,73,95,361	73.13
Total (B)	-	-	1,73,95,361	73.13	1,73,95,361	73.13
Total (A+B)	1,73,95,361	73.13	-	-	1,73,95,361	73.13
Public						
Public shareholding (C)	63,89,943	26.87	-	-	63,89,943	26.87
Non-promoter & Non-public						
Non-promoter & Non-public (D)	-	-	-	-	-	-
TOTAL A+B+C+D	2,37,85,304	100.00	-	-	2,37,85,304	100.00



- (g) The abovementioned direct acquisition of shares and voting rights by the Acquirer Trust in the Target Company would attract the applicability of the provisions of regulations 3 and 4 of the SAST Regulations, 2011. Vide the Application, the Acquirer Trust has sought exemption from SEBI in respect of the same.

Grounds for seeking exemption

4. Vide the Application, the Acquirer Trust has, *inter alia*, stated the following grounds for seeking exemption from the applicability of provisions of regulations 3 and 4 of the SAST Regulations, 2011:

- (a) The proposed acquisition is internal reorganization of the shareholding of the Target Company within the promoters' family as part of a private family arrangement for the benefit of members of promoters' family.
- (b) The proposed acquisition is in the nature of a non-commercial transaction and will not prejudice the interest of the public shareholders of the Target Company. There will also be no change in the public shareholding of the Target Company.
- (c) The proposed acquisition is only intended to streamline succession and welfare of the family members and their lineal descendants.
- (d) The proposed transfer of shares of the Target Company is not to any third party, but to a private family trust, whose trustees and beneficiaries are family members of the individual promoters and their lineal descendants.
- (e) There will not be any effective change of control over the Target Company even after completion of the proposed acquisition, the Acquirer Trust in substance will only be a mirror image of the promoters' holdings and consequently, there will be no effective change of ownership or control of shares or voting rights in the Target Company.
- (f) The Target Company shall continue to be in compliance with the minimum public shareholding requirements under the Securities Contracts



(Regulation) Rules, 1957 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(g) The Proposed Acquisition complies with all the conditions of exemptions mentioned in Chapter 8 of the SEBI Master Circular No. SEBI/HO/CFD/PoD-1/P/CIR/2023/31 dated February 16,2023 which contains the following clauses:

- (i) The Acquirer Trust is in substance, only a mirror image of the promoters' holdings and consequently, there is no change of ownership or control of the shares or voting rights in the Target Company.
- (ii) Only individual promoters or their immediate relatives or lineal descendants are Trustees and beneficiaries of the Acquirer Trust.
- (iii) The beneficial interest of the beneficiaries of the Acquirer Trust has not been and will not in the future, be transferred, assigned or encumbered in any manner including by way of pledge/mortgage.
- (iv) In case of dissolution of the Acquirer Trust, the assets will be distributed only to the beneficiaries of the Acquirer Trust or to their legal heirs.
- (v) The trustees will not be entitled to transfer or delegate any of their powers to any person other than one or more of themselves.
- (vi) Any change in the trustees / beneficiaries and any change in ownership or control of shares or voting rights held by the Acquirer Trust shall be disclosed within 2 days to the concerned stock exchanges with a copy endorsed to SEBI for its record.
- (vii) As far as the provisions of the SEBI Act, 1992 and the regulations framed thereunder are concerned, the ownership or control of shares or voting rights will be treated as vesting not only with the Trustees but also indirectly with the beneficiaries.



- (viii) The liabilities and obligations of individual transferors under the SEBI Act, 1992 and the regulations framed thereunder will not change or get diluted due to transfers to the Acquirer Trust.
 - (ix) The Acquirer Trust shall confirm, on an annual basis, that it is in compliance with the exemption order passed by SEBI. The said confirmation shall be furnished to the Target Company which it shall disclose prominently as a note to the shareholding pattern filed for the quarter ending March 31 each year, under regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - (x) The Acquirer Trust shall get its compliance status certified from an independent auditor annually and furnish the certificate to the Stock Exchanges for public disclosure with a copy endorsed to SEBI for its records.
 - (xi) The proposed acquisition is in accordance with the provisions of the Companies Act, 2013 and other applicable laws.
 - (xii) The transferors are disclosed as promoters in the shareholding pattern filed with the Stock Exchanges for a period of at least 3 years prior to the Proposed Acquisition (except for holding on account of inheritance).
 - (xiii) There is no layering in terms of trustees / beneficiaries in case of the Acquirer Trust
 - (xiv) The Trust deed agreement does not contain any limitation of liability of the trustees / beneficiaries in relation to the provisions of the SEBI Act, 1992 and all regulations framed thereunder.
5. The Acquirer Trust has also provided undertakings regarding compliance with the criteria stipulated in guidelines stated in Chapter 8 of the Master Circular for Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.



Consideration

6. I have considered the Application submitted by the Acquirer Trust and other material available on record. Before I proceed further, I deem it fit to draw reference to provisions of sub-regulation (1) of regulation 3 and regulation 4 of the SAST Regulations, 2011, which provide as under:

“Substantial acquisition of shares or voting rights.

3(1). No acquirer shall acquire shares or voting rights in a target company which taken together with shares or voting rights, if any, held by him and by persons acting in concert with him in such target company, entitle them to exercise twenty-five per cent or more of the voting rights in such target company unless the acquirer makes a public announcement of an open offer for acquiring shares of such target company in accordance with these regulations.

Acquisition of control.

4. Irrespective of acquisition or holding of shares or voting rights in a target company, no acquirer shall acquire, directly or indirectly, control over such target company unless the acquirer makes a public announcement of an open offer for acquiring shares of such target company in accordance with these regulations.”

7. Without reiterating the facts as stated above, I note the following:
- (a) The Application submitted is in respect of the proposed direct acquisition of shares and voting rights in the Target Company, i.e., **NDR Auto Components Limited**. The proposed acquisition as detailed above, which are to be made by the Acquirer Trust, will lead to direct acquisition of control of the Target Company and will attract the provisions of sub-regulation (1) of regulation 3 and regulation 4 of the SAST Regulations, 2011.
 - (b) The proposed acquisition is in furtherance of an internal reorganization within the Promoter Family and is intended to streamline succession and



- promote welfare of Promoter Family. The proposed direct acquisition would be a non-commercial transaction which would not affect or prejudice the interests of the public shareholders of the Target Company in any manner.
- (c) The trustees and the beneficiaries of the Acquirer Trust are either individual promoters, or their immediate family relatives or lineal descendants.
 - (d) There will be no change in control of the Target Company pursuant to the proposed acquisition, as stipulated under Chapter 8 of the SEBI Master Circular No. SEBI/HO/CFD/PoD-1/P/CIR/2023/31 dated February 16,2023.
 - (e) The pre-acquisition and post-acquisition shareholding of the promoters and promoter group in the Target Company will remain the same.
 - (f) There will be no change in the public shareholding of the Target Company.
 - (g) The Target Company shall continue to be in compliance with the Minimum Public Shareholding requirements under the Securities Contracts (Regulation) Rules, 1957 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - (h) The Acquirer Trust has confirmed that it is in compliance with the conditions outlined in Chapter 8 of the SEBI Master Circular No. SEBI/HO/CFD/PoD-1/P/CIR/2023/31 dated February 16,2023, as mentioned at sub-para (g) of para 4 above.

8. Considering the aforementioned, I am of the view that exemption as sought for in the Application may be granted to the Acquirer Trust, subject to certain conditions as ordered herein below.

ORDER

9. I, in exercise of powers conferred upon me under section 19 read with sub-section (1) of section 11 and clause (h) of sub-section (2) of section 11 of the SEBI Act, 1992 and sub-regulation (5) of regulation 11 of the SAST Regulations, 2011, hereby grant exemption to the Proposed Acquirer, viz., **Rohit Relan Family Trust**, from complying with the requirements of sub-regulation (1) of regulation 3 and regulation 4 of the SAST Regulations, 2011 with respect to the proposed



direct acquisition in the Target Company, viz., **NDR Auto Components Limited**, by way of proposed transaction as mentioned in the Application.

10. The exemption so granted is subject to the following conditions:
- (a) The proposed acquisition shall be in accordance with the relevant provisions of the Companies Act, 2013 and other applicable laws.
 - (b) On completion of the proposed acquisition, the Proposed Acquirer shall file a report with SEBI within a period of 21 days from the date of such acquisition, as provided in the SAST Regulations 2011.
 - (c) The statements / averments made or facts and figures mentioned in the Application and other submissions by the Proposed Acquirer are true and correct.
 - (d) The Proposed Acquirer shall ensure compliance with statements, disclosures and undertakings made in the Application. The Proposed Acquirer shall also ensure compliance with provisions of Chapter 8 of the SEBI Master Circular No. SEBI/HO/CFD/PoD-1/P/CIR/2023/31 dated February 16, 2023.
 - (e) The Proposed Acquirer shall also ensure that the covenants in the Trust Deed are not contrary to the above conditions. In such case, the Trust Deed shall be suitably modified and expeditiously reported to SEBI.
11. The exemption granted above is limited to requirements of making open offer under the SAST Regulations, 2011 and shall not be construed as exemption from the disclosure requirements under Chapter V of the aforesaid Regulations; compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, Listing Agreement / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable Acts, Rules and Regulations.
12. The exemption granted above from making an open offer in respect of the Proposed Acquisition shall remain valid for a period of one (1) year from the date



of this Order and the Proposed Acquirer shall complete the implementation of the Proposed Acquisition within such period, failing which the granted exemption shall lapse and cease to exist.

13. The Application dated April 17, 2025 read with other submissions, filed by **Rohit Relan Family Trust**, is accordingly disposed of.

PLACE: MUMBAI

DATE: AUGUST 13, 2025

KAMLESH CHANDRA VARSHNEY

WHOLE TIME MEMBER

SECURITIES AND EXCHANGE BOARD OF INDIA