



# NDR AUTO COMPONENTS LIMITED

**Corporate office:** Plot No.1, Maruti Joint Venture Complex, Gurugram, Haryana-122015  
**CIN:** L29304DL2019PLC347460  
**Email id:** contact@nacl.co.in

**Website:** www.ndrauto.com  
**Phone No.:** 9643339870-74

**22.07.2024**

BSE Limited Corporate Relationship Department PJ Towers, 25th Floor, Dalal Street, Mumbai – 400 001 Scrip Code: 543214	National Stock Exchange of India Ltd. Exchange Plaza, Plot No. C/1, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051. Trading Symbol: NDRAUTO
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**Sub: Submission of Scrutinizer's Report**

Dear Sir,

Please find enclosed Scrutinizer's Report in respect of e-voting held in respect of Annual General Meeting held on 22<sup>nd</sup> July, 2024.

Kindly take the same on record.

**For NDR AUTO COMPONENTS LIMITED**

**Rajat Bhandari**  
**Executive Director and Company Secretary**  
**DIN: 02154950**  
**Encl: As Above**

# R.S.Bhatia

M.A., F.C.S.

Company Secretary in Practice

CP No.: 2514

Peer Review No. 1496/2021

J-17 (Basement), Lajpat Nagar III,  
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Service Category:-Company Secretary in Practice

The Chairman,  
NDR Auto Components Limited,  
CIN: L29304DL2019PLC347460,  
Level-5, Regus Caddie Commercial Tower,  
Hospitality District Aerocity, IGI Airport  
New Delhi 110037

Dear Sir,

I, R.S. BHATIA, Practicing Company Secretary, appointed as a Scrutinizer by the Board of Directors of NDR Auto Components Limited pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, for the 5<sup>th</sup> Annual General Meeting of the Company held on 22<sup>nd</sup> July, 2024.

In this regard I am pleased to submit my Report, which is comprehensive and self-explanatory in all respects.



*R.S. Bhatia*

R.S. Bhatia

Company Secretary in Practice

CP No.- 2514

Date: 22/07/2024

Place: New Delhi

Peer Review No.:1496/2021

UDIN: F002599F000794852

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## FORM No. MGT-13

### Report of Scrutinizer

[Pursuant to Section 109 of The Companies Act, 2013 and Rule 21(2) of The Companies (Management and Administration) Rules, 2014]

Name of the Company	NDR Auto Components Limited
Meeting	5 <sup>th</sup> Annual General Meeting
Day, Date & Time	Monday, 22 <sup>nd</sup> July, 2024 at 11 a.m.
Deemed Venue	Level-5, Regus Caddie Commercial Tower, Hospitality District Aerocity, IGI Airport New Delhi 110037
Mode	Video Conferencing ("VC")



#### 1. Appointment as Scrutinizer

I, was appointed as the Scrutinizer for Scrutinizing the remote e-voting process which commenced on Thursday, July 18, 2024 at 09:00 A.M. and ended on Sunday, July 21, 2024 at 05:00 P.M. as well as the e-voting process during the 5<sup>th</sup> Annual General Meeting ("AGM") on the resolutions contained in the Notice of AGM dated May 21, 2024 ("Notice") of NDR Auto Components Limited ("the Company") held on 22<sup>nd</sup> July, 2024 at 11:00 A.M. through video conferencing. The AGM of the Company was convened through video conferencing as per the provisions of Section 108 of The Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 (as amended from time to time) and General Circular No. 9/ 2023 dated September 25, 2023 ("MCA Circular") issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the Securities and Exchange Board of India.

As the Scrutinizer, I have scrutinized:

- (i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
- (ii) process of e-voting at the AGM through electronic voting system ("e-voting").

My responsibility as a scrutinizer was to ensure that the remote e-voting process as well as the e-voting voting process during the AGM was conducted in a fair and transparent manner and submit a report on the voting on the resolutions based on the reports generated from

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the electronic voting system of National Securities Depository Limited ("NSDL") (agency for providing the remote e-voting facility and e-voting system during the AGM).

## 2. Dispatch of Notice of AGM

2.1 The Company informed that on the basis of the list of members and Beneficial Owners made available by Beetal Financial & Computer Services (P) Limited, the Registrar and Transfer Agent of the Company, the Company completed dispatch of Notice of AGM on June 28, 2024 electronically to shareholders whose email id is available with Beetal Financial & Computer Services (P) Limited or the Company.

2.2 Pursuant to MCA Circular as mentioned above issued by the Ministry of Corporate Affairs and as per the provisions of Rule 20 of The Companies (Management & Administration) Rules, 2014, and Regulation 47 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, newspaper advertisements with respect to dispatch of Notice of AGM were published in Financial Express (English newspaper) and Jansatta (Hindi newspaper) on June 29, 2024 specifying the date and time of the AGM, availability of the notice on Company's website and website of the Stock Exchange, manner of registration of e-mail ids by the members (both physical and demat) who wants to register their e-mail ids with the Company, manner of voting through remote-voting or through e-voting system at the AGM etc.

As informed by the management, the Notice of the 5<sup>th</sup> AGM were published on the website of the Company at [www.ndrauto.com](http://www.ndrauto.com) on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The same were also submitted with the BSE Limited and National Stock Exchange of India Limited on June 29, 2024.

## 3 Cut-off Date

Voting rights of the members were reckoned as on Monday, July 15, 2024, being the cut-off date for the purpose of deciding the entitlement of members for remote e-voting and e-voting during the AGM.

## 4 Process of Remote e-voting and e-voting during the AGM

4.1 The remote e-voting period commenced on Thursday, July 18, 2024 at 09:00 A.M. and ended on Sunday, July 21, 2024 at 05:00 P.M. through e-voting platform on the designated portal webpage provided by Beetal Financial & Computer Services (P) Limited.



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**4.2** The Company also provided e-voting facility to the members who attended through VC/OAVM during the AGM to enable those members to cast their votes, who had not cast their votes earlier through remote e-voting.

**4.3** After the time fixed for closure of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by Beetal Financial & Computer Services (P) Limited under my instructions.

**4.4** The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company / RTA and the authorizations lodged with the Company/ RTA on test check basis.

**4.5** The e-votes cast were unblocked on Monday, July 22, 2024 after the conclusion of the AGM.

## 5 Attendance during AGM

As reported by NSDL 116 members attended the AGM through VC/OAVM. No physical presence of members was allowed at a common venue as per the MCA Circular.

## 6 Counting Process

After completion of e-voting during the AGM, the data of remote e-voting and e-voting during the meeting was diligently scrutinized. Records were maintained containing the summary of results of remote e-voting and e-voting during AGM.

## 7 Results

**7.1** Based on the records made available by the NSDL, I observed that:

a) 128 members cast their votes through remote e-voting which was kept open from Thursday, July 18, 2024 at 09:00 A.M. and ended on Sunday, July 21, 2024 at 05:00 P.M.

b) 34 members cast their votes through e-voting during the AGM;

**7.2** Consolidated results with respect to each item as set out in the Notice of the AGM dated May 21, 2024 is enclosed as Annexure.

**7.3** Based on the aforesaid results, I report that 7 Resolutions as set out in item Nos.1 to 7 of the Notice of the AGM dated May 21, 2024 have been passed with the requisite majority.


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- 8 The electronic data related to remote e-voting and e-voting done during the AGM have been handed over to Mr. Rajat Bhandari, Company Secretary and Compliance Officer, for preserving safely.



*R.S. Bhatia*  
R.S. Bhatia

Company Secretary in Practice

CP No.- 2514

Date: 22/07/2024

Place: New Delhi

Peer Review No.:1496/2021

UDIN: F002599F000794852

Witness 1

*Shepali Pathak*  
Name: SHEPALI PATHAK  
D/O VIJAY PATHAK  
Address: R/O FLAT NO 311,  
JHELM ARORVANSH CGHS LTD,  
SEC 5, PLOT 8, DWARKA,  
NEW DELHI - 110075

Witness 2

*Aman Sindal*  
Name: AMAN SINDAL  
Address: R/O HND-17 2<sup>nd</sup> FLOOR  
SECTOR-4 GURGAON  
122001



*Rajat Bhandari*  
Name: Rajat Bhandari

Designation: Company Secretary & Compliance Officer

DIN: 02154950

Duly Authorized by Chairman of the 5<sup>th</sup> AGM

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## Annexure

### Resolution No.:- 1 Ordinary Resolution:

Consideration and adoption of the Audited Financial Statements (Standalone and Consolidated) together with report of Board of Directors and Auditors thereon for the financial year ended March 31, 2024

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	122	8793258	16	41	138	8793299	99.9993
Dissent	6	20	18	44	24	64	0.0007
<b>Total</b>	<b>128</b>	<b>8793278</b>	<b>34</b>	<b>85</b>	<b>162</b>	<b>8793363</b>	<b>100</b>

### Resolution No.:- 2 Ordinary Resolution

Declaration of dividend on equity shares for the financial year ended March 31, 2024

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	122	8793258	16	41	138	8793299	99.9993
Dissent	6	20	18	44	24	64	0.0007
<b>Total</b>	<b>128</b>	<b>8793278</b>	<b>34</b>	<b>85</b>	<b>162</b>	<b>8793363</b>	<b>100</b>

### Resolution No.:- 3 Ordinary Resolution

Appointment of a director in place of Mr. Rohit Relan (DIN: 00257572), who retires by rotation, and being eligible, offers himself for re-appointment

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	121	8793254	16	41	137	8793295	99.9992
Dissent	7	24	18	44	25	68	0.0008
<b>Total</b>	<b>128</b>	<b>8793278</b>	<b>34</b>	<b>85</b>	<b>162</b>	<b>8793363</b>	<b>100</b>



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## Resolution No.-4 Ordinary Resolution

Appointment of a director in place of Mr. Sanjiv Kapur (DIN: 00755441), who retires by rotation, and being eligible, offers himself for re-appointment.

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	121	8793254	16	41	137	8793295	99.9992
Dissent	7	24	18	44	25	68	0.0008
<b>Total</b>	<b>128</b>	<b>8793278</b>	<b>34</b>	<b>85</b>	<b>162</b>	<b>8793363</b>	<b>100</b>

## Resolution No.- 5 Ordinary Resolution

Approval of Material Related Party Transactions with Bharat Seats Limited \*

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	110	105048	16	41	126	105089	99.9391
Dissent	6	20	18	44	24	64	0.0609
<b>Total</b>	<b>116</b>	<b>105068</b>	<b>34</b>	<b>85</b>	<b>150</b>	<b>105153</b>	<b>100</b>

\*In view of the provisions of Regulation 23 of SEBI (LODR) Regulations, 2015, only voting by public shareholders is considered.

## Resolution No.- 6 Special Resolution

Enhance the borrowing powers of the Company

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	121	8793254	16	41	137	8793295	99.9992
Dissent	7	24	18	44	25	68	0.0008
<b>Total</b>	<b>128</b>	<b>8793278</b>	<b>34</b>	<b>85</b>	<b>162</b>	<b>8793363</b>	<b>100</b>





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## Resolution No.:- 7 Special Resolution

Creation of charges, mortgages, hypothecation on the immovable and movable properties of the company under section 180(1)(a) of the Companies Act, 2013

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	121	8793254	16	41	137	8793295	99.9992
Dissent	7	24	18	44	25	68	0.0008
<b>Total</b>	<b>128</b>	<b>8793278</b>	<b>34</b>	<b>85</b>	<b>162</b>	<b>8793363</b>	<b>100</b>



(R.S. BHATIA)

Scrutinizer

Company Secretary in Practice

CP No.: 2514

Place: New Delhi

Date: 22/07/2024

Peer Review No.:1496/2021

UDIN: F002599F000794852



Name: Rajat Bhandari

Designation: Company Secretary & Compliance Officer

DIN: 02154950

Duly Authorized by Chairman of the 5<sup>th</sup> AGM