



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

22.09.2021

BSE Limited Corporate Relationship Deptt. 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
--	---


Sub: Scrutinizer Report of the 2nd Annual General Meeting – 22nd September, 2021

The Annual General Meeting of Company was held 22nd September, 2021 for which company has provided remote e-voting and e-voting facility to its shareholders.

Please find enclosed herewith the consolidated report of Scrutinizer on remote e-voting and e-voting at the Annual General Meeting.

The Report of the Scrutinizer is enclosed.

For NDR AUTO COMPONENTS LIMITED


KOMAL JAIN
COMPANY SECRETARY
ACS NO. 40470



Encl: As Above

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

CP No.: 2514

J-17 (Basement), Lajpat Nagar III,
New Delhi-110024.

Ph. 011-41078605 M: 09811113545

PAN. AAFPBS130M

GST No.- 07AAFPBS130M1ZX

Email: bhatia_rs@hotmail.com



Service Category:-Company Secretary in Practice

The Chairman,
NDR Auto Components Limited,
CIN: L29304DL2019PLC347460
Regd. Office: 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 Scrutinizer by the Board of Directors of NDR Auto Components Limited pursuant to section 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 2nd Annual General Meeting of the Company held on 22nd September, 2021.

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

R.S. Bhatia

Company Secretary in Practice

CP No.- 2514

Date: 22nd September, 2021

Place: New Delhi

UDIN: F002599C000984976

R.S.Bhatia

M.A., F.C.S.

Company Secretary in Practice

CP No.: 2514

J-17 (Basement), Lajpat Nagar III,
New Delhi-110024.

Ph. 011-41078605 M: 09811113545

PAN. AAFP5130M

GST No.- 07AAFP5130M1ZX

Email: bhatia_r_s@hotmail.com

Service Category:-Company Secretary in Practice

FORM No. MGT-13

Report of Scrutinizer

(Pursuant to the 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	2 nd Annual General Meeting
Day, Date & Time	Wednesday, 22 nd September 2021 at 11 a.m.
Deemed Venue	Caddie Commercial Tower at Aerocity (Dial), New Delhi 110037
Mode	Video Conferencing ("VC")

1. Appointment as Scrutinizer

I R S Bhatia, Practising Company Secretary have been appointed as Scrutinizer by the Board of NDR Auto Components Limited for Scrutinizing the remote e-voting which commenced on Saturday, 18th September, 2021 at 09:00 A.M. and ended on Tuesday, 21st September, 2021 at 05:00 P.M. as well as the e-voting process on the resolutions contained in the notice dated 10th August, 2021 ("Notice") issued in accordance with General Circular No. 02/ 2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, calling the 2nd Annual General Meeting of its Equity Shareholders ("the Meeting" /"AGM") through VC / OAVM. The AGM was held on Wednesday, 22nd September, 2021 at 11:00 a.m. IST through VC / OAVM.

The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules").

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 voting process was conducted in a fair and transparent manner and submit a report on the voting on the resolutions based on the reports generated from the electronic voting system of CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM).



R.S.Bhatia

M.A., F.C.S.

Company Secretary in Practice

CP No.: 2514

J-17 (Basement), Lajpat Nagar III,
New Delhi-110024.

Ph. 011-41078605 M: 09811113545

PAN. AAFPBS130M

GST No.- 07AAFPB5130M1ZX

Email: bhatia_r_s@hotmail.com

Service Category:-Company Secretary in Practice

2. Dispatch of Notice convening the AGM

- 2.1 The Company informed that on the basis of the list of Beneficial Owners made available by Beetal Financial and Computer Services Pvt Ltd, the Registrar and Transfer Agent of the Company, the Company completed dispatch of notice of AGM through email on 27th August, 2021.
- 2.2 Pursuant to General Circulars 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, advertisements were published in Financial Express (English Newspaper) and Jansatta (Hindi newspaper) on 28th August, 2021 specifying the date and time of the AGM, availability of the notice on Company's website and website of the Stock Exchanges, manner of registration of e-mail ids by the members (both physical and demat) who want to register their e-mail ids with the Company, manner of voting through remote-voting or through e-voting system at the AGM etc.

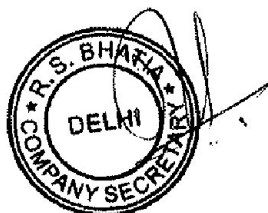
As informed by the Management, the notice of the 2nd AGM was posted on the website of the Company at www.ndrauto.com and also on the website of CDSL at www.evotingindia.com for remote e-voting and e-voting during the AGM. The same was also submitted to the BSE Limited and National Stock Exchange of India Limited on 27th August, 2021.

3. Cut-off Date

Voting rights of the members were reckoned as on Wednesday, 15th September, 2021, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting during the AGM.

4. Process of Remote e-voting and e-voting during AGM

- 4.1 The remote e-voting period commenced on Saturday, 18th September, 2021 at 09:00 A.M. and ended on Tuesday, 21st September, 2021 at 05:00 P.M. via e-voting platform on the designated portal webpage provided by Central Depository Services (India) Limited.
- 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 closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by CDSL 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.



R.S.Bhatia

M.A., F.C.S.

Company Secretary in Practice

CP No.: 2514

J-17 (Basement), Lajpat Nagar III,
New Delhi-110024.

Ph. 011-41078605 M: 09811113545

PAN. AAFPBS130M

GST No.- 07AAFPBS130M1ZX

Email: bhatia_rs@hotmail.com

Service Category:-Company Secretary in Practice

4.5 The e-votes cast were unblocked on Wednesday, 22 September 2021 after the conclusion of the AGM.

5 Attendance during AGM

As reported by "CDSL" 103 members attended the AGM through VC/OAVM. No physical presence of members was allowed at a common venue as per MCA Circulars.

6 Counting Process

After completion of e-voting during the AGM, the data of remote e-voting and e-voting 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 CDSL I observed that:

- a) 137 members cast their votes for item no. 1 and 2;
- b) 135 members cast their votes for item no. 3 and 4;
- c) 136 members cast their votes for item no. 5, 6 and 7;
respectively through remote e-voting which was kept open from Saturday, 18th September 2021 at 09:00 A.M. and ended on Tuesday, 21st September, 2021 at 05:00 P.M.;
- b) 1 member had cast his votes through e-voting during the AGM;

7.2 Consolidated result with respect to each item as set out in the Notice of the AGM dated 10th August, 2021 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 August 10, 2021 have been passed with the requisite majority.

8 The electronic data relating to remote e-voting and e-voting made at AGM have been handed over to Ms. Komal Jain, Company Secretary and Compliance Officer, for preserving safely.


R.S. Bhatia

Company Secretary in Practice

CP No.- 2514

Date: 22nd September, 2021

Place: New Delhi

UDIN: F002599C000984976



R.S.Bhatia

M.A., F.C.S.

Company Secretary in Practice

CP No.: 2514

J-17 (Basement), Lajpat Nagar III,
New Delhi-110024.

Ph. 011-41078605 M: 09811113545

PAN. AAFPBS130M

GST No.- 07AAFPB5130M1ZX

Email: bhatia_rs@hotmail.com

Service Category:-Company Secretary in Practice

Annexure

Resolution No.:- 1 Ordinary Resolution:

Consideration and adoption of the Standalone and Consolidated Audited Financial Statements along with report of Board of Directors and Auditors thereon for the financial year ended March 31, 2021.

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	137	4453368	1	1	138	4453369	100
Dissent	-	-	-	-			-
Total	137	4453368	1	1	138	4453369	100

Resolution No.:- 2 Ordinary Resolution

Declaration of dividend on Equity Shares for the financial year ended on 31st March, 2021

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	137	4453368	1	1	138	4453369	100
Dissent	-	-	-	-			-
Total	137	4453368	1	1	138	4453369	100



R.S.Bhatia

M.A., F.C.S.

Company Secretary in Practice

CP No.: 2514

J-17 (Basement), Lajpat Nagar III,

New Delhi-110024.

Ph. 011-41078605 M: 09811113545

PAN. AAFPBS130M

GST No.- 07AAFPBS130M1ZX

Email: bhatia_rs@hotmail.com

Service Category:-Company Secretary in Practice

Resolution No.:- 3 Ordinary Resolution

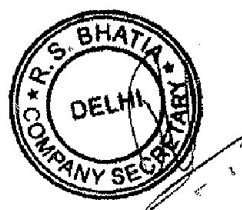
Appointment of Mr. Rohit Relan (DIN: 00257572), who retires by rotation at this meeting as a Director and being eligible offers himself for re-appointment.

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	135	4453211	1	1	136	4453212	100
Dissent	-	-	-	-	-	-	-
Total	135	4453211	1	1	136	4453212	100

Resolution No.:-4 Ordinary Resolution

Appointment of Mr. Sanjiv Kapur (DIN: 00755441), who retires by rotation at this meeting as a Director and being eligible offers himself for re-appointment.

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	135	4453211	1	1	136	4453212	100
Dissent	-	-	-	-	-	-	-
Total	135	4453211	1	1	136	4453212	100



R.S.Bhatia

M.A., F.C.S.

Company Secretary in Practice

CP No.: 2514

J-17 (Basement), Lajpat Nagar III,
New Delhi-110024.

Ph. 011-41078605 M: 09811113545

PAN. AAFPBS130M

GST No.- 07AAFPBS130MIZX

Email: bhatia_r_s@hotmail.com

Service Category:-Company Secretary in Practice

Resolution No.:- 5 Ordinary Resolution

*Authorization for Related Party Transactions with Bharat Seats Limited

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	127	109213	1	1	128	109214	100
Dissent	-	-	-	-	-	-	-
Total	127	109213	1	1	128	109214	100

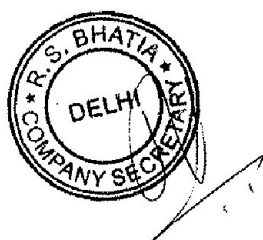
*In view of the provisions of Regulation 23 of SEBI (LODR) Regulations, 2015, only voting by public shareholders is considered

Resolution No.:- 6 Ordinary Resolution

* Authorization for Related Party Transactions with Toyo Sharda India Private Limited

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	127	109213	1	1	128	109214	100
Dissent	-	-	-	-	-	-	-
Total	127	109213	1	1	128	109214	100

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



R.S.Bhatia

M.A., F.C.S.

Company Secretary in Practice

CP No.: 2514

J-17 (Basement), Lajpat Nagar III,
New Delhi-110024.

Ph. 011-41078605 M: 09811113545

PAN. AAFP5130M

GST No.- 07AAFP5130M1ZX

Email: bhatia_rs@hotmail.com

Service Category:-Company Secretary in Practice

Resolution No.:- 7 Special Resolution

Amendment of 'Matters which are necessary for furtherance of the objects specified In clause 3(A)' of Memorandum of Association

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	136	4453318	1	1	137	4453319	100
Dissent	-	-	-	-	-	-	-
Total	136	4453318	1	1	137	4453319	100

(R.S. BHATIA)

Scrutinizer

Company Secretary in Practice

CP No.: 2514

Place: New Delhi

Date: 22nd September, 2021

UDIN: F002599C000984976

Witness 1

Name:

Address:

Name: Komal Jain

Designation: Company Secretary & Compliance Officer

M.No.: 40470

Duly Authorized by Chairman of the 2nd AGM

Witness 2

Name:

Address: