



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

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| 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: Summary of proceedings of the 5th Annual General Meeting – 22nd July, 2024

Dear Sir/Madam,

In terms of the General Circulars No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 7, 2023 and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') the 5th Annual General Meeting of the Company was held today the 22nd July, 2024 at 11:00 a.m. through Video conferencing (VC)/ Other Audio Visual Means ('OAVM') to transact the business as stated in the Notice dated 21st May, 2024 of AGM. In this regard, please find enclosed the summary of the proceedings of the AGM as required in terms of Regulation 30 read with Schedule III of the Listing Regulations as Annexure-A.

For NDR AUTO COMPONENTS LIMITED

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



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Annexure A

SUMMARY OF THE PROCEEDINGS OF THE 5TH ANNUAL GENERAL MEETING

The 5th Annual General Meeting (AGM) of the members of NDR Auto Components Limited was held today at 11 a.m. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

Members present through VC & Other audio-visual means: 116

Mr. Sanjiv Kapur, Chairman chaired the 5th AGM. The business before the meeting was taken up as quorum was present at the beginning and throughout the meeting. The Chairman informed that the AGM was conducted through VC / OAVM. This Meeting was conducted in accordance with the circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

Mr. Mohit Kumar Jain, Chief Financial Officer welcomed the members and briefed them on certain points relating to their participation at the Meeting through VC/ OAVM. The Directors, Auditors, Company Secretary and Secretarial Auditor and Scrutinizer were introduced. He informed that the Chairperson of Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee were present to reply to the shareholders' query(s).

It was announced that all documents referred to in Notice convening the AGM and explanatory statement and others as required under law were available for inspection during the conduct of the meeting electronically on Company's website as well as NSDL website.

The Chairman delivered the speech and explained about the performance of the Company.

With the permission of the members present, the Notice convening the 5th AGM and the Board's Report were taken as read as the same had already been circulated to the Members. As there were no qualifications in the Audit Report and Secretarial Audit Report, they were not required to be read.

In accordance with provisions of the Companies Act, 2013, and the rules framed there under and Regulation 44 of the SEBI (LODR) Regulations 2015, the Company had provided electronic facility to the members entitled to cast their vote through remote e-voting, from 9 a.m. on 18th July, 2024 till 5 p.m. on 21st July, 2024. The Company had also arranged for e-voting at the time of AGM on all 7 (seven) resolutions forming part of the notice of the AGM for those members who had not cast their vote through remote e-voting. Mr. R S Bhatia, Company Secretary in Practice has been appointed as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting held prior and e-voting during the AGM.

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The following items of Ordinary and Special businesses as contained in the Notice convening the 5th AGM and as listed under serial nos. 1 to 7 below were transacted through remote e-voting and through e-voting at the AGM venue:

| RESOLUTION NO. | RESOLUTION DESCRIPTION |
|--------------------|---|
| Ordinary Business: | |
| 1. | Ordinary Resolution: To adopt audited financial statements (including the consolidated financial statements) for the year ended 31 st March, 2024, including Report of Board of Directors and Auditors |
| 2. | Ordinary Resolution: To declare Dividend on Equity Shares |
| 3. | Ordinary Resolution: To re-appoint Mr. Rohit Relan (DIN: 00257572), Director who retires by rotation |
| 4. | Ordinary Resolution: To re-appoint Mr. Sanjiv Kapur (DIN: 00755441), Director who retires by rotation |
| Special Business: | |
| 5. | Ordinary Resolution: Related Party Transactions with Bharat Seats Limited |
| 6. | Special Resolution: Enhancement of the Borrowing powers of the Company |
| 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 |

Members present at the Meeting were given an opportunity to ask questions/ speak.

Three members were given an opportunity, however, two members spoke at the meeting.

One member raised a question regarding working of the Company, which was replied satisfactorily.

The Chief Financial Officer informed on the e-voting process and that the consolidated voting results will be disseminated on the website of the BSE and NSE at www.bseindia.com and www.nseindia.com and NSDL and will also be made available on the Company's Website at www.ndrauto.com, latest by 24th July, 2024.

The Chairman thanked the members present at the meeting. The Chairman also thanked the Directors and Auditors for joining the meeting. The e-voting was kept open for the next 30 minutes to enable the members to cast their vote.

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The meeting concluded at 11:23 a.m. with a vote of thanks to the Chair and e-voting concluded at 11:53 a.m.

Post completion of the Annual General Meeting, after scrutiny of votes, the Scrutinizer submitted his Report. As per the report submitted by the Scrutinizer considering the consolidated results of the remote e-voting held prior and e-voting during the AGM, all resolutions (Ordinary and Special) embodied in the Notice of Annual General Meeting dated 21st May, 2024 were passed with requisite majority.

Based on the Scrutinizer's Report, Chairman declared the result.

For NDR AUTO COMPONENTS LIMITED

Rajat Bhandari
Executive Director and Company Secretary
DIN: 02154950

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