



NDR AUTO COMPONENTS LIMITED

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

CIN: U29304DL2019PLC347460

Website: www.ndrauto.com

Email id: info@ndrauto.com

Phone No.: 9643339870-74

29.12.2020

BSE Limited Corporate Relationship Deptt. PJ Towers, 25th Floor, Dalal Street, Mumbai – 400 001 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. Code No. NDRAUTO
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Sub: Scrutinizer Report of the 1st Annual General Meeting – 29th December, 2020

The Annual General Meeting of Company was held 29th December, 2020 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

NITASHA Digitally signed by
NITASHA SINHA
A SINHA Date: 2020.12.29
17:00:49 +05'30'

Nitasha Sinha
COMPANY SECRETARY
ACS NO. 27439

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

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GST No.- 07AAFPB5130M1ZX

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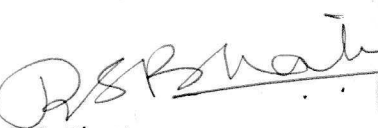

Service Category:-Company Secretary in Practice

The Chairman,
NDR Auto Components Limited,
CIN: U29304DL2019PLC347460
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, thank you for appointing me as the Scrutinizer. The Annual General Meeting of the Company was held on 29th December, 2020 for which the Company provided remote e-voting and e-voting facility to its Shareholders.

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: 29-12-2020

Place: New Delhi

UDIN: F002599B001720458

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	1 st Annual General Meeting
Day, Date & Time	Tuesday, 29 th December, 2020 at 10:30 A.M.
Deemed Venue	25, Sardar Patel Marg, Chanakya Puri, New Delhi-110021
Mode	Video Conferencing ("VC")

1. Appointment as Scrutinizer

I, was appointed as the Scrutinizer for Scrutinizing the remote e-voting which commenced on Saturday, December 26, 2020 at 09:00 A.M. and ended on Monday, December 28, 2020 at 05:00 P.M. as well as the e-voting held in respect of the Annual General Meeting (AGM) held on 29th December, 2020 at 10.30 A.M. through the process of Video Conferencing as per 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 Nos.14/2020, 17/2020 & 20/2020 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020 and May 05, 2020 respectively and SEBI Circular dated May 12, 2020 (MCA & SEBI Circulars) on the resolution(s) mentioned in Notice dated 4th December, 2020 of the 1st Annual General Meeting of the Company NDR Auto Components Limited.

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).

2. Dispatch of Notice convening the AGM

2.1 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 9th December, 2020 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 are yet to register their e-mail ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.



As informed by the Management, the notice of the 1st AGM was published 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 NSE.

- 2.2** The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by Beetal Financial & Computer Services (P) Limited, the Registrar and Transfer Agent of the company (RTA), and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Company completed dispatch of notice of AGM in electronic mode through CDSL on 7th December, 2020.

3. Cut-off Date

Voting rights of the members were reckoned as on Tuesday, December 22, 2020, 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

The remote e-voting period commenced on Saturday, December 26, 2020 at 09:00 A.M. and ended on Monday, December 28, 2020 at 05:00 P.M. via e-voting platform on the designated portal webpage provided by Central Depository Services (India) Limited. 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.

5. Attendance during AGM

As reported by CDSL 97 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 Consolidated result with respect to each item as set out in the Notice of the AGM dated 4th December 2020 is enclosed as Annexure.

7.2 Based on the aforesaid results, I report that 16 Resolutions as set out in item Nos.1 to 16 of the Notice of the AGM dated 4th December, 2020 have been passed with the requisite majority.



R.S.Bhatia

M.A., F.C.S.

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Service Category:-Company Secretary in Practice

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

R.S. Bhatia

Company Secretary in Practice

CP No.- 2514

Date: 29-12-2020

Place: New Delhi

UDIN: F002599B001720458

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Annexure

Resolution No.:- 1 Ordinary Resolution:

Consideration and adoption of the audited financial statements (including the consolidated financial statements) of the Company for the period ended 31 March, 2020 including the audited Balance Sheet as at 31 March, 2020, the statement of Profit and Loss for the period ended on that date and the reports of the Board of Directors and Auditors thereon.

	Remote e-Voting & E-Voting at AGM		Percentage
	Number	Votes	
Assent	114	4365068	99.80
Dissent	4	8575	0.20
Total	118	4373643	100

Resolution No.:- 2 Ordinary Resolution

Appointment of Auditors and to fix their remuneration.

	Remote e-Voting & E-Voting at AGM		Percentage
	Number	Votes	
Assent	116	4373641	100%
Dissent	2	2	0.00%
Total	118	4373643	100

Resolution No.:- 3 Ordinary Resolution

Appointment of Mr Rohit Relan as a Director.

	Remote e-Voting & E-Voting at AGM		Percentage
	Number	Votes	
Assent	116	4373641	100%
Dissent	2	2	0.00%
Total	118	4373643	100



Resolution No.:-4 Ordinary Resolution

Appointment of Mr Rishabh Relan as a Director

	Remote e-Voting & E-Voting at AGM		Percentage
	Number	Votes	
Assent	116	4373641	100%
Dissent	2	2	0.00%
Total	118	4373643	100

Resolution No.:- 5 Ordinary Resolution

Appointment of Mr Pranav Relan as a Director.

	Remote e-Voting & E-Voting at AGM		Percentage
	Number	Votes	
Assent	116	4373641	100%
Dissent	2	2	0.00%
Total	118	4373643	100

Resolution No.:-6 Ordinary Resolution

Appointment of Mr Ayush Relan as a Director.

	Remote e-Voting & E-Voting at AGM		Percentage
	Number	Votes	
Assent	116	4373641	100%
Dissent	2	2	0.00%
Total	118	4373643	100

Resolution No.:- 7 Ordinary Resolution

Appointment of Mr. Sanjiv Kapur as a Director.

	Remote e-Voting & E-Voting at AGM		Percentage
	Number	Votes	
Assent	116	4373641	100%
Dissent	2	2	0.00%
Total	118	4373643	100



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Resolution No.:- 8 Ordinary Resolution

Appointment of Mr Rajat Bhandari as a Director.

	Remote e-Voting & E-Voting at AGM		Percentage
	Number	Votes	
Assent	116	4373641	100%
Dissent	2	2	0.00%
Total	118	4373643	100

Resolution No.:- 9 Ordinary Resolution

Appointment of Ms. ShyamlaKhera as an Independent Director.

	Remote e-Voting & E-Voting at AGM		Percentage
	Number	Votes	
Assent	116	4373641	100%
Dissent	2	2	0.00%
Total	118	4373643	100

Resolution No.:- 10 Ordinary Resolution

Appointment of Ms. Vanita Chhabra as an Independent Director.

	Remote e-Voting & E-Voting at AGM		Percentage
	Number	Votes	
Assent	116	4373641	100%
Dissent	2	2	0.00%
Total	118	4373643	100

Resolution No.:- 11 Ordinary Resolution

Appointment of Ms. Deepa Gopalan Wadhwa as an Independent Director.

	Remote e-Voting & E-Voting at AGM		Percentage
	Number	Votes	
Assent	116	4373641	100%
Dissent	2	2	0.00%
Total	118	4373643	100

Resolution No.:- 12 Special Resolution



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Service Category:-Company Secretary in Practice

Approval of Alteration of Articles of Association.

	Remote e-Voting & E-Voting at AGM		Percentage
	Number	Votes	
Assent	116	4373641	100%
Dissent	2	2	0.00%
Total	118	4373643	100

Resolution No.:- 13 Special Resolution

Appointment of Mr. Pranav Relan as Whole Time Director.

	Remote e-Voting & E-Voting at AGM		Percentage
	Number	Votes	
Assent	116	4373641	100%
Dissent	2	2	0.00%
Total	118	4373643	100

Resolution No.:- 14 Special Resolution

Appointment of Mr. Ayush Relan as Whole time Director.

	Remote e-Voting & E-Voting at AGM		Percentage
	Number	Votes	
Assent	116	4373641	100%
Dissent	2	2	0.00%
Total	118	4373643	100

Resolution No.:- 15 Special Resolution

Appointment of Mr. Rajat Bhandari as Whole time Director designated as Executive Director.

	Remote e-Voting & E-Voting at AGM		Percentage
	Number	Votes	
Assent	116	4373641	100%
Dissent	2	2	0.00%
Total	118	4373643	100

Resolution No.:- 16 Special Resolution



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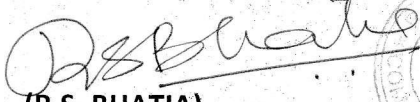
Service Category:-Company Secretary in Practice

Approval to give loan and guarantee.

	Remote e-Voting & E-Voting at AGM		Percentage
	Number	Votes	
Assent	113	4365043	99.80%
Dissent	5	8600	0.20%
Total	118	4373643	100

Thanking you,

Yours faithfully,



(R.S. BHATIA)

Scrutinizer

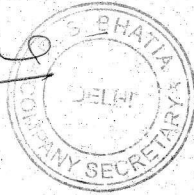
Company Secretary in Practice

CP No.: 2514

Place: New Delhi

Date: 29/12/2020

UDIN: F002599B001720458




Name: Nitasha Sinha

Designation: Company Secretary & Compliance Officer

M.No.: 27439

Duly Authorized by Chairman of the 1st AGM