



# NDR AUTO COMPONENTS LIMITED

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

**CIN:** L29304DL2019PLC347460

**Website:** www.ndrauto.com

**Email id:** contact@nacl.co.in

**Phone No.:** 9643339870-74

**30.06.2022**

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 30<sup>th</sup> June, 2022.

Kindly take the same on record.

**For NDR AUTO COMPONENTS LIMITED**



*Rbhandari*

**Rajat Bhandari**  
**Executive Director and Company Secretary**

**DIN: 02154950**

**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

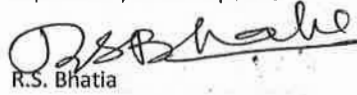
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Service Category:-Company Secretary in Practice

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, thank you for appointing me as the 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 3<sup>rd</sup> Annual General Meeting of the Company held on 30<sup>th</sup> June, 2022.

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: 30-06-2022  
Place: New Delhi  
UDIN: F002599D000546934



## R.S.Bhatia

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### 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	3 <sup>rd</sup> Annual General Meeting
Day, Date & Time	Thursday, 30 <sup>th</sup> June, 2022 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, R S Bhatia, Practising Company Secretary have been appointed as Scrutinizer by the Board of Directors of M/s NDR Auto Components Limited for the purpose of scrutinizing the process of voting through electronic means i.e. remote e-voting and e-voting at the time of AGM on the resolutions contained in the notice of AGM dated 10<sup>th</sup> May, 2022 ("Notice") issued in accordance with General Circular No. No. 03/ 2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India, calling the 3<sup>rd</sup> Annual General Meeting of its Equity Shareholders ("the Meeting" /"AGM") through VC / OAVM. The AGM was convened on Thursday, 30<sup>th</sup> June, 2022 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).



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### **2. Dispatch of Notice convening the AGM**

The Company informed that on the basis of the list of shareholders 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 through email on 6<sup>th</sup> June, 2022.

As informed by the Management, the notice of the 3<sup>rd</sup> AGM was published on the website of the Company at [www.ndrauto.com](http://www.ndrauto.com) and also on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) for remote e-voting and e-voting during the AGM. The same were also submitted with the BSE Limited and National Stock Exchange of India Limited on June 8, 2022.

### **3. Cut-off Date**

Voting rights of the members were reckoned as on Thursday, June 23, 2022, 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 Monday, June 27, 2022 at 09:00 A.M. and ended on Wednesday, June 29, 2022 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.
- 4.5 The e-votes cast were unblocked on Thursday, 30<sup>th</sup> June, 2022 after the conclusion of the AGM.

### **5. Attendance during AGM**

As reported by "CDSL" 155 members attended the AGM through VC/OAVM. No physical presence of members was allowed at a common venue as per MCA Circulars.



## R.S.Bhatia

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### 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) 187 members casted their votes through remote e-voting which was kept open from Monday, June 27, 2022 at 09:00 A.M. and ended on Wednesday, June 29, 2022 at 05:00 P.M.

b) 0 member cast his vote 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 10<sup>th</sup> May, 2022 is enclosed as Annexure.

7.3 Based on the aforesaid results, I report that 6 Resolutions as set out in item Nos.1 to 6 of the Notice of the AGM dated 10<sup>th</sup> May, 2022 have been passed with the requisite majority.

The electronic data relating to remote e-voting and e-voting made at AGM have been handed over to Mr. Rajat Bhandari, Executive Director and Company Secretary, for preserving safely.

R.S. Bhatia  
Company Secretary in Practice  
CP No.- 2514  
Date: 30-06-2022  
Place: New Delhi  
UDIN: F002599D000546934



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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, 2022

	Total number of members who exercised their vote	Total number of Votes cast by them	Percentage of total number of valid votes cast
In Favour	175	4448095	100
Against	12	17	-
<b>Total</b>	<b>187</b>	<b>4448112</b>	<b>100</b>

#### Resolution No.:- 2 Ordinary Resolution

Declaration of dividend on Equity Shares for the financial year ended on 31st March, 2022

	Total number of members who exercised their vote	Total number of Votes cast by them	Percentage of total number of valid votes cast
In Favour	175	4448095	100
Against	12	17	-
<b>Total</b>	<b>187</b>	<b>4448112</b>	<b>100</b>



**R.S.Bhatia**

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**Resolution No.:- 3 Ordinary Resolution**

Appointment of Mr. Rishabh Relan (DIN: 07726444), who retired by rotation at this meeting as a Director and being eligible offered himself for re-appointment.

	Total number of members who exercised their vote	Total number of Votes cast by them	Percentage of total number of valid votes cast
In Favour	175	4448095	100
Against	12	17	-
<b>Total</b>	<b>187</b>	<b>4448112</b>	<b>100</b>

**Resolution No.:-4 Ordinary Resolution**

Appointment of Mr. Pranav Relan (DIN: 07177944), who retired by rotation at this meeting as a Director and being eligible offered himself for re-appointment.

	Total number of members who exercised their vote	Total number of Votes cast by them	Percentage of total number of valid votes cast
In Favour	175	4448095	100
Against	12	17	-
<b>Total</b>	<b>187</b>	<b>4448112</b>	<b>100</b>

**Resolution No.:- 5 Ordinary Resolution**

Related Party Transactions with Bharat Seats Limited

	Total number of members who exercised their vote	Total number of Votes cast by them	Percentage of total number of valid votes cast
In Favour	169	1338372	100
Against	12	17	-
<b>Total</b>	<b>181</b>	<b>1338389</b>	<b>100</b>



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### Resolution No.:- 6 Ordinary Resolution

Related Party Transactions with Toyo Sharda India Private Limited

	Total number of members who exercised their vote	Total number of Votes cast by them	Percentage of total number of valid votes cast
In Favour	169	1338372	100
Against	12	17	-
<b>Total</b>	<b>181</b>	<b>1338389</b>	<b>100</b>

*R.S. Bhatia*



R.S. BHATIA  
Scrutinizer  
Company Secretary in Practice  
CP No.: 2514  
Place: New Delhi  
Date: 30-06-2022  
UDIN: F002599D000546936

#### Witness 1

*Shelja Rathi*  
Name: *Shelja Rathi*  
Address: *H.No. 437*  
*Sector 27, Gurgaon - 122002*

#### Witness 2

*Sonu Parshad*  
Name: *Sonu Parshad*  
Address: *2-46, LAJPAT NAGAR IV, New Delhi - 110024*

*R. Bhandari*

Name: Rajat Bhandari  
Designation: Executive Director & Company Secretary  
DIN: 02154950  
Duly Authorized by Chairman of the 3<sup>rd</sup> AGM