



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

16.12.2022

BSE Limited Corporate Relationship Department PJ Towers, 25 th 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/Madam,

Please find enclosed the Scrutinizer's Report in respect of e-voting of Postal Ballot for which the result was declared today.

Thanking You,

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,

New Delhi-110024.

Ph. 011-41078605 M: 09811113545

PAN. AAFPB5130M

GST No.- 07AAF5130M1ZX

Email: bhatia_r_s@hotmail.com

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,

1. I, R.S. BHATIA, Practicing Company Secretary, thank you for appointing me as the Scrutinizer for scrutinizing the Postal Ballot process conducted through electronic means in a fair and transparent manner.
2. In this regard I am pleased to submit my Report, which is self-explanatory in all respects.


R.S. Bhatia

Company Secretary in Practice

CP No: 2514

Date: 16-12-2022

Place: New Delhi

Peer review No.: 1496/2021

UDIN: F002599D002730434



R.S. Bhatia

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FORM No. MGT-13
Report of Scrutinizer

(Pursuant to Section 108 and 110 of The Companies Act, 2013 and Rule 21(2) of The (Companies Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

Scrutinizer's Report on the Postal Ballot process conducted through remote e-voting in respect of passing of the resolution contained in the Notice dated November 9, 2022

Dear Sir,

I, R.S. BHATIA, Company Secretary in Practice, has been appointed as a Scrutinizer by the Company for scrutinizing the postal ballot process conducted through electronic means only in a fair and transparent manner in respect of the following resolution set out in the Postal Ballot Notice dated November 9, 2022:

i) Re-classification of Promoter/ Promoter Group to Public Category

My responsibility as a scrutinizer is restricted to preparing a Scrutinizer's Report of the votes cast by the members for or against the resolution contained in the Postal Ballot Notice dated November 9, 2022, based on the report generated from the e-voting platform provided by the authorized agency National Securities Depository Limited (NSDL) engaged by the Company.

I submit my report as under:



R.S. Bhatia

M.A., F.C.S.

Company Secretary in Practice

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Peer review No.: 1496/2021

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- 1) The management of the Company is responsible to ensure the compliance with the applicable provisions of the Companies Act, 2013 ("Act"), rules made there under including Circulars issued by the Ministry of Corporate Affairs ("MCA") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to postal ballot process conducted through electronic means.
- 2) The Company has appointed NSDL as the agency, for providing the facility to the members of the Company to cast their votes electronically through remote e-voting platform.
- 3) The members of the Company whose names were appearing in the Register of Members maintained by RTA of the Company and Register of Beneficial Owners maintained by the Depositories as on the "cut-off date" i.e. November 11, 2022 were entitled to vote on the proposed resolution as set out in the Notice of Postal Ballot dated November 9, 2022 through remote e-voting only.
- 4) The remote e-voting period commenced from Wednesday, 16th November, 2022 (9.00 a.m. IST) and ended on Thursday, 15th December 2022 (5.00 p.m. IST). During this period the members of the Company, who were holding shares either in physical form or in dematerialized form, as on the cut-off date of November 11, 2022, were entitled to cast their votes electronically. The remote e-voting module was disabled by NSDL for voting thereafter.
- 5) Pursuant to the provisions of the Act and MCA Circulars, the Company has sent Postal Ballot Notice to its members whose name(s) appeared in the Register of Members maintained by RTA of the Company and List of beneficial owners received from National Securities Depository Limited and Central Depository Services (India) Limited as on the Cut-off date i.e. November 11, 2022 and whose e-mail IDs were available with the Company and Depositories, through electronic means only and has not dispatched physical notices to any member. Further, the Company vide newspaper advertisements published in Financial Express (English) and Jansatta (Hindi) newspapers on November 16, 2022.
- 6) The Company had completed the dispatch of Postal Ballot Notice on November 15, 2022 and the intimation regarding the same was published in the Financial Express (English) and Jansatta (Hindi) newspapers on November 16, 2022.



R.S. Bhatia

M.A., F.C.S.

Company Secretary in Practice

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- 7) I monitored the process of remote e-voting through the scrutinizer's secured link provided by NSDL at its designated website. i.e. <https://www.evoting.nsdl.com/>.
- 8) The physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the members. Members were asked to communicate their assent or dissent on the proposed resolution through remote e-voting system only. Therefore, neither the Company nor I have received any postal ballot form(s).
- 9) The remote e-voting report downloaded from the website of NSDL has been kept separately for the purpose of postal ballot.
- 10) After ascertaining the votes cast by remote e-voting, I hereby submit the result as under:

Resolution No. 1: Ordinary Resolution:

Re-classification of Promoter/ Promoter Group to Public Category approved by shareholders as an Ordinary Resolution:

In Favour/Against	Remote E-voting		
	Voters	No. of Votes	Percentage
In Favour	100	1589971	99.93
Against	52	1065	0.07
Total	152	1591036	100

Invalid Votes: NIL

* Voting if any, made by promoter(s) seeking reclassification and the persons related to him/her have not been considered.



R.S. Bhatia

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11) In view of the above scrutiny, I hereby confirm that resolution specified in the Postal Ballot Notice dated November 9, 2022 has been passed with the requisite majority of shareholders.

12) The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the minutes.


R.S. Bhatia
Scrutinizer
Company Secretary in Practice



CP No: 2514


Date: 16-12-2022

Place: New Delhi


Peer review No.: 1496/2021

UDIN: F002599D002730434

Witness 1:


Name: NITASHA SINHA
Address: B-802, Greenfield
colony, Faridabad

Witness 2:


Name: Mohd Anas
Address: J-143, Laxmi Nagar
New Delhi



Name: Rajat Bhandari

Designation: Executive Director and Company Secretary

DIN: 02154950

Duly Authorized by Chairman