



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

19.07.2023

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 19th July, 2023.

Kindly take the same on record.

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

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

Ph. 011-41078605 M: 09811113545

PAN. AAFPB5130M

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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,

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 4th Annual General Meeting of the Company held on 19th July, 2023.

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

Peer Review: 1496/2021



Date: 19/07/2023

Place: New Delhi

Peer Review No.:1496/2021

UDIN: F002599E000638025

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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	4 th Annual General Meeting
Day, Date & Time	Wednesday, 19 th July, 2023 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 29th May, 2023 ("Notice") issued in accordance with General Circular No. 10/ 2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, calling the 4th Annual General Meeting of its Equity Shareholders ("the Meeting" /"AGM") through VC / OAVM. The AGM was held on Wednesday, 19th July, 2023 at 11:00 a.m. IST through VC / OAVM.

The said appointment as Scrutinizer is as per 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 NSDL (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 21st June, 2023.

As informed by the Management, the notice of the 4th AGM was published on the website of the Company at www.ndrauto.com and on the website of NSDL at www.evoting.nsdl.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 21st June, 2023.

3. Cut-off Date

Voting rights of the members were reckoned as on Wednesday, July 12, 2023, 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, July 15, 2023 at 09:00 A.M. and ended on Tuesday, July 18, 2023 at 05:00 P.M. via e-voting platform on the designated portal webpage provided by National Depository Services 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 NSDL 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 Wednesday, 19th July, 2023 after the conclusion of the AGM.

5. Attendance during AGM

As reported by "NSDL" 129 members attended the AGM through VC/OAVM. No physical presence of members was allowed at a common venue as per MCA Circulars.



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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 NSDL I observed that:


a) 180 members casted their votes through remote e-voting which was kept open from Saturday, July 15, 2023 at 09:00 A.M. and ended on Tuesday, July 18, 2023 at 05:00 P.M.

b) 5 member casted their 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 29th May, 2023 is enclosed as Annexure.

7.3 Based on the aforesaid results, I report that all the 12 (twelve) Resolutions as set out in item Nos.1 to 12 of the Notice of the AGM dated 29th May, 2023 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 Mr. Rajat Bhandari, Executive Director and Company Secretary, for preserving safely.


R.S. Bhatia

Company Secretary in Practice

CP No.- 2514

Peer Review: 1496/2021



Date: 19/07/2023

Place: New Delhi

UDIN: F002599E000638025

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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, 2023

	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	163	4461777	99.9994
Against	22	27	0.0006
Total	185	4461804	100

Resolution No.:- 2 Ordinary Resolution

Declaration of dividend on Equity Shares for the financial year ended on March 31, 2023

	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	162	4461677	99.9972
Against	23	127	0.0028
Total	185	4461804	100

Resolution No.:- 3 Ordinary Resolution

Appointment of Mr. Ayush Relan (DIN: 07716326), who retired by rotation at this meeting as a Director and being eligible offered himself for re-appointment.



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	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	163	4461777	99.9994
Against	22	27	0.0006
Total	185	4461804	100

Resolution No.:-4 Ordinary Resolution

Appointment of Mr. Rajat Bhandari (DIN: 02154950), 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	163	4461777	99.9994
Against	22	27	0.0006
Total	185	4461804	100

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	151	117672	99.9771
Against	22	27	0.0229
Total	173	117699	100

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

Resolution No.:- 6 Special Resolution

To give Loan, Guarantee and Investment



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	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	162	4461677	99.9972
Against	23	127	0.0028
Total	185	4461804	100

Resolution No.:- 7 Special Resolution

Reappointment of Mr. Pranav Relan (DIN: 07177944) as a Wholetime Director of the Company and fixation of his remuneration thereof.

	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	163	4461777	99.9993
Against	22	27	0.0006
Total	185	4461804	100

Resolution No.:- 8 Special Resolution

Reappointment of Mr. Ayush Relan (DIN: 07716326) as a Wholetime Director of the Company and fixation of his remuneration thereof.

	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	163	4461777	99.9993
Against	22	27	0.0006
Total	185	4461804	100

Resolution No.:- 9 Special Resolution

Reappointment of Mr. Rajat Bhandari (DIN: 02154950) as a Wholetime Director of the Company and fixation of his remuneration thereof.



R.S.Bhatia

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Service Category:-Company Secretary in Practice

	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	163	4461777	99.9993
Against	22	27	0.0006
Total	185	4461804	100

Resolution No.:- 10 Ordinary Resolution

Increase the Authorised Share Capital of the Company.

	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	163	4461777	99.9993
Against	22	27	0.0006
Total	185	4461804	100

Resolution No.:- 11 Special Resolution

Alteration in the Capital Clause of Memorandum of Association of the Company.

	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	163	4461777	99.9993
Against	22	27	0.0006
Total	185	4461804	100



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Service Category:-Company Secretary in Practice

Resolution No.:- 12 Ordinary Resolution

Issue of Bonus Shares

	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	163	4461777	99.9993
Against	22	27	0.0006
Total	185	4461804	100


R.S. BHATIA
Scrutinizer

Company Secretary in Practice

CP No.: 2514

Peer Review: 1496/2021



Place: New Delhi

Date: 19/07/2023

UDIN: F002599E000638025

Witness 1



Name: Ojaswi Arya s/o Mr. Chandan Parkash Arya

Address: 118/20, Om Nagar, Khondsa Rd,
Gurgaon 122001



Name: Rajat Bhandari

Designation: Executive Director & Company Secretary

DIN: 02154950

Duly Authorized by Chairman of the 4th AGM

Witness 2



Name: Shefali Pathak D/o Mr. Vijay Pathak

Address: R/O Flat 311, Jhelum Anandvanh CGHS Ltd.
Sec 5, Plot 8, Dwarka, New Delhi 110075

