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

13.09.2024

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

Sub: Voting Results of Postal Ballot and Scrutinizer's Report

Dear Sir,

Please find enclosed the voting results along with Scrutinizer's report of e-voting held in respect of postal ballot notice dated August 08, 2024, result of which was declared on September 13, 2024.

Kindly take the same on record.

For NDR AUTO COMPONENTS LIMITED

RAJAT BHANDARI
Digitally signed by RAJAT BHANDARI
Date: 2024.09.13 15:14:04 +05'30'

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

R. S. Bhatia
M.A., F.C.S.
Company Secretary in Practice
C.P. No.: 2514
Peer Review No.1496/2021

J-17 (Basement),Lajpat Nagar III,
New Delhi-110024.
Ph. 011-41078605 M: 9811113545
PAN. AAFPB5130M
GST No.- 07AAFPB5130M1ZX
Email: bhatia_r_s@hotmail.com

FORM No. MGT-13
Scrutinizer's Report

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 ('the Act'), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with General Circulars issued by the Ministry of Corporate Affairs from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations')]

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

Subject: Scrutinizer's Report on the Postal Ballot process conducted through remote e-voting in respect of passing of resolutions contained in the Notice dated August 08, 2024

Dear Sir,

I, R.S. BHATIA, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors of NDR Auto Components Limited ('the Company') on 08.08.2024 for the purpose of scrutinizing Postal Ballot process through remote e-voting in a fair and transparent manner, under the provisions of Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 ('Rules') and read with General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021,20/2021, 3/2022, 11/2022 and 09/2023 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 respectively (MCA Circulars') and Regulation 44 of the LODR Regulations, Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the following resolutions as mentioned in the Notice of Postal Ballot dated August 08, 2024:

R.S. BHATIA ★ DELHI ★ COMPANY SECRETARY

R. S. Bhatia
M.A., F.C.S.
Company Secretary in Practice
C.P. No.: 2514
Peer Review No.1496/2021

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Email: bhatia_r_s@hotmail.com

Serial no.	Type of Resolution	Particulars
1	Ordinary Resolution	Increase in Authorised Share Capital of the Company
2	Special Resolution	Alteration of the Capital Clause of Memorandum of Association of the Company
3	Ordinary Resolution	Issue of Bonus Shares
4	Special Resolution	Implementation of NDR Auto Components Limited - Employee Stock Option Plan 2024
5	Special Resolution	Extension of "NDR Auto Components Limited - Employee Stock Option Plan 2024" to the Employees of Group Company(ies) of the Company

I submit my report as under:

1. Pursuant to the provisions of the Act and MCA Circulars, the Company has sent Postal Ballot Notice along with explanatory statement and remote e-Voting instructions to all those Members, whose e-mail address were registered with the Company or Registrar and Share Transfer Agent ('RTA') i.e. Beetal Financial and Computer Services Private Limited, or with their respective Depository Participants ('DP') and whose names appeared in the Register of Members of the Company/ List of Beneficial Owners as maintained by the Depositories as on August 09, 2024 ('cut-off date') and has not dispatched physical notices to any member.

2. The management of the Company is responsible to ensure compliance with the requirements of the Act and the Rules thereof including MCA Circulars/ LODR Regulations in respect of the resolutions contained in the Postal Ballot Notice including dispatch of notice to the Members. My responsibilities as Scrutinizer is restricted to make & submit a Scrutinizer's Report of the votes cast in 'Favour' or 'Against' the resolutions contained in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ('NSDL').

3. The Company has published an advertisement on August 14, 2024 regarding service of Postal Ballot Notice to eligible Members in Financial Express (National Daily newspaper) and Jansatta (Daily newspaper of the State) newspapers.

4. The Members of the Company holding equity shares as on cut-off date were entitled to vote on the resolutions as contained in the Postal Ballot Notice and could vote through remote

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e- voting facility in compliance of the MCA Circulars. Members were provided with the facility to cast their votes on the designated platform of NSDL viz. at https://eservices.nsdl.com **('website').**

5. The remote e-Voting commenced on Wednesday, August 14, 2024, 09:00 A.M. (IST) and ended on Thursday, September 12, 2024, 5:00 P.M. (IST). Further, the remote e-Voting process was monitored through the Scrutinizer's secured link provided by NSDL through its website.

6. The remote e-Voting was unblocked on September 12, 2024 after 05:00 p.m. (IST) in the presence of two witnesses i.e. Mr. Narinder Kumar and Ms. Nitasha Sinha who are not in the employment of the Company.

7. The particulars of remote e-Voting report generated from electronic registry of NSDL have been entered in a separate Register maintained for this purpose. E-votes cast upto 05:00 P.M. (IST) on September 12, 2024 are considered for the purpose of this report.

8. The remote e-voting was scrutinized and reconciled with the register of members/records of the Company as on cut- off date as maintained by RTA of the Company.

9. The result of the remote e-voting in respect of the resolution(s) contained in the Postal Ballot Notice is as under:

I. **Increase in Authorised Share Capital of the Company**

Particulars	Ordinary Resolution			Percentage
	Number of Valid Votes			
	No. of Shareholders/ voters	e-Votes	Total	
Assent	187	88,24,083	88,24,083	99.9992
Dissent	28	70	70	0.0008
Total	215	88,24,153	88,24,153	100

R.S. BHATIA ★ DELHI ★ COMPANY SECRETARY

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II. Alter the Capital Clause of Memorandum of Association of the Company

Particulars	Special Resolution			Percentage No. of Shareholders/ voters
	Number of Valid Votes			
	No. of Shareholders/ voters	e-Votes	Total	
Assent	185	88,23,982	88,23,982	99.9992
Dissent	29	71	71	0.0008
Total	**214**	**88,24,053**	**88,24,053**	**100**

III. Issue of Bonus Shares

Particulars	Ordinary Resolution			Percentage
	Number of Valid Votes			
	No. of Shareholders/ voters	e-Votes	Total	
Assent	206	88,24,229	88,24,229	99.9997
Dissent	9	24	24	0.0003
Total	**215**	**88,24,253**	**88,24,253**	**100**

R.S. BHATIA ★ DELHI ★ COMPANY SECRETARY

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IV. **Implementation of NDR Auto Components Limited - Employee Stock Option Plan 2024**

Particulars	Special Resolution			Percentage
	Number of Valid Votes			
	No. of Shareholders/ voters	e-Votes	Total	
Assent	176	88,23,334	88,23,334	99.9919
Dissent	38	719	719	0.0081
Total	**214**	**88,24,053**	**88,24,053**	**100**

V. **Extension of "NDR Auto Components Limited - Employee Stock Option Plan 2024" to the Employees of Group Company(ies) of the Company**

Particulars	Special Resolution			Percentage
	Number of Valid Votes			
	No. of Shareholders/ voters	e-Votes	Total	
Assent	176	88,23,334	88,23,334	99.9919
Dissent	38	719	719	0.0081
Total	**214**	**88,24,053**	**88,24,053**	**100**

10. Based on the aforesaid results, all the resolutions as mentioned above have been passed with requisite majority w.e.f. September 12, 2024, being the last date of remote e-voting for the Members of the Company.

R.S. BHATIA ★ DELHI ★ COMPANY SECRETARY

R. S. Bhatia
M.A., F.C.S.
Company Secretary in Practice
C.P. No.: 2514
Peer Review No.1496/2021

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11. The Register containing the details of remote e-voting relating to Postal Ballot will be handed over to Chairman & Company Secretary of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of Postal Ballot.

Thanking you,
Yours faithfully,

R.S. BHATIA ★ DELHI ★ COMPANY SECRETARY

CS R.S. BHATIA,

Scrutinizer
Company Secretary in Practice
CP No.: 2514
Place: New Delhi
Date: 13/09/2024
Peer Review No.:1496/2021
UDIN: F002599F001209420

Witness 1:

Name: Vibasha Sinha
Address: B-802, Greenfield Faridabad

Witness 2:

Name: Narinder Kumar
Address: J-17, Basement Lajpat Nagar-3, Delhi

Signed by:

RAJAT BHANDARI
Digitally signed by RAJAT BHANDARI
Date: 2024.09.13 12:17:47 +05'30'

Rajat Bhandari
Company Secretary & Compliance Officer
M.No.: A7971
(Duly authorised by Chairman)

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General information about company	
Scrip code	543214
NSE Symbol	NDRAUTO
MSEI Symbol	NOTLISTED
ISIN	INE07OG01012
Name of the company	NDR AUTO COMPONENTS LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	12-09-2024
Start time of the meeting	
End time of the meeting	

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RAJAT BHANDARI

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Scrutinizer Details	
Name of the Scrutinizer	RUPINDER SINGH BHATIA
Firms Name	RUPINDER SINGH BHATIA
Qualification	CS
Membership Number	2599
Date of Board Meeting in which appointed	08-08-2024
Date of Issuance of Report to the company	13-09-2024

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Voting results	
Record date	09-08-2024
Total number of shareholders on record date	18545
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	**5**
Disclosure of notes on voting results	Add Notes

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Resolution (1)

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	increase in Authorized Share Capital of the Company

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8688210	8688210	100.0000	8688210	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8688210	8688210	100.0000	8688210	0	100.0000	0.0000
Public- Institutions	E-Voting	1593	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1593	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3202849	135943	4.2444	135873	70	99.9485	0.0515
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3202849	135943	4.2444	135873	70	99.9485	0.0515
Total		11892652	8824153	74.1984	8824083	70	99.9992	0.0008
						Whether resolution is Pass or Not.	Yes	
						Disclosure of notes on resolution	Add Notes	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (2)

Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Alteration in the Capital Clause of Memorandum of Association of the Company

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8688210	8688210	100.0000	8688210	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8688210	8688210	100.0000	8688210	0	100.0000	0.0000
Public- Institutions	E-Voting	1593	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1593	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3202849	135843	4.2413	135772	71	99.9477	0.0523
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3202849	135843	4.2413	135772	71	99.9477	0.0523
Total		11892652	8824053	74.1975	8823982	71	99.9992	0.0008
						Whether resolution is Pass or Not.	Yes	
						Disclosure of notes on resolution	Add Notes	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (3)

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Issue of Bonus Shares

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8688210	8688210	100.0000	8688210	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8688210	8688210	100.0000	8688210	0	100.0000	0.0000
Public- Institutions	E-Voting	1593	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1593	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3202849	136043	4.2476	136019	24	99.9824	0.0176
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3202849	136043	4.2476	136019	24	99.9824	0.0176
Total		11892652	8824253	74.1992	8824229	24	99.9997	0.0003

Whether resolution is Pass or Not.	Yes
Disclosure of notes on resolution	Add Notes

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (4)

Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Implementation of NDR Auto Components Limited - Employee Stock Option Plan 2024

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8688210	8688210	100.0000	8688210	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8688210	8688210	100.0000	8688210	0	100.0000	0.0000
Public- Institutions	E-Voting	1593	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1593	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3202849	135843	4.2413	135124	719	99.4707	0.5293
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3202849	135843	4.2413	135124	719	99.4707	0.5293
Total		11892652	8824053	74.1975	8823334	719	99.9919	0.0081
						Whether resolution is Pass or Not.	Yes	
						Disclosure of notes on resolution	Add Notes	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (5)

Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Extension of "NDR Auto Components Limited - Employee Stock Option Plan 2024" to the Employees of Group Company(ies) of the Company

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8688210	8688210	100.0000	8688210	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8688210	8688210	100.0000	8688210	0	100.0000	0.0000
Public- Institutions	E-Voting	1593	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1593	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3202849	135843	4.2413	135124	719	99.4707	0.5293
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3202849	135843	4.2413	135124	719	99.4707	0.5293
Total		11892652	8824053	74.1975	8823334	719	99.9919	0.0081
						Whether resolution is Pass or Not.	Yes	
						Disclosure of notes on resolution	Add Notes	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

RAJAT BHANDARI

Digitally signed by RAJAT BHANDARI
Date: 2024.09.13 15:14:59 +05'30'