



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

27th August, 2021

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: Notice of 2nd Annual General Meeting

Dear Sir,

Pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the schedule III and section 91 of the Companies Act, 2013, please find enclosed the Notice for the 2nd Annual General Meeting of NDR Auto Components Limited scheduled to be held on 22nd September, 2021 at 11 a.m. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM). The same is also available on the website of the Company at www.ndrauto.com

The Schedule of events is as follows:

Event	Date with Time
Pursuant to Regulation 42 of SEBI (LODR) Regulations, 2015, Book Closure for the purpose of 2 nd AGM and payment of dividend, if any declared in the ensuing AGM	16 th September, 2021 to 22 nd September, 2021 (both days inclusive)
Cut-off date for e-voting	15 th September, 2021
Remote E- Voting start date	18 th September, 2021 from 9:00 a.m.
Remote E- Voting end date	21 st September, 2021 till 5:00 p.m.
Annual General Meeting (along with e-voting)	22 nd September, 2021 at 11:00 a.m.

This is for your information and record.

FOR NDR AUTO COMPONENTS LIMITED


KOMAL JAIN
COMPANY SECRETARY



Cc:

1. National Securities Depository Limited
Trade World- A Wing, Kamala Mills Compound,
Lower Parel, Mumbai- 400013

2. Central Depository services (India) Limited
Marathon Futurex, A-Wing, 25th Floor, N M
Joshi Marg, Lower Parel, Mumbai- 400013

Registered office: Level-5, Regus Caddie Commercial Tower, Hospitality District Aerocity, IGI
Airport, New Delhi 110037 **Tel.:** +91 011-6654 4976

NDR AUTO COMPONENTS LIMITED

CIN: L29304DL2019PLC347460

Registered Office: Level-5, Regus Caddie Commercial Tower, Hospitality District Aerocity, IGI Airport, New Delhi 110037

Tel.: +91 11 66544976 Email: cs@ndrauto.com Website: www.ndrauto.com

NOTICE

NOTICE is hereby given that the Second Annual General Meeting (AGM) of the members of NDR Auto Components Limited ("the Company") will be held on Wednesday, 22nd September 2021 at 11 a.m. through Video Conferencing ('VC') / other Audio Visual Means ('OAVM'), to transact the following business(es):

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. The Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2021 together with the reports of the Board of Directors and Auditors thereon; and
 - b. The Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2021 and Auditor's report thereon and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the audited financial statements (including the consolidated financial statements) of the Company for the year ended 31st March, 2021 including the audited Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."

2. To declare dividend of Re. 1.00/- per Equity Share for the financial year ended on 31st March, 2021 and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the recommendation of the Board of the directors of the Company, dividend at the rate of Re. 1/- per Equity Share of Rs. 10/- each on the paid up equity share capital of the Company be and is hereby declared to be paid to the members of the Company."

3. To appoint Mr. Rohit Relan (DIN: 00257572), who retires by rotation at this Annual General Meeting as Director and being eligible, offers himself for re-appointment and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr. Rohit Relan (DIN: 00257572), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. To appoint Mr. Sanjiv Kapur (DIN: 00755441), who retires by rotation at this Annual General Meeting as Director and being eligible, offers himself for re-appointment and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr. Sanjiv Kapur (DIN: 00755441), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESSES:

5. RELATED PARTY TRANSACTIONS WITH BHARAT SEATS LIMITED

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter any type/nature of transactions as detailed below by way of entering into contract(s)/ arrangement(s)/ transaction(s) with Bharat Seats Limited, being a related party within the meaning of Section 2(76) of the Act and SEBI (LODR) Regulations, which is exceeding 10% of the consolidated turnover of the Company for financial year 2021-22 and onwards on such terms and conditions as the Board of Directors may deem fit.

- I. Transaction of Sale, Purchase, Transfer or receipt of products, goods, materials, assets or services including reimbursement of expenses up to a maximum aggregate value of Rs. 350 Crore in a Financial Year and /or
- II. Sale, Purchase of Tools or any asset up to a maximum aggregate value of Rs. 50 Crore in a Financial Year.

"FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and the matters connected therewith or incidental thereto."

6. RELATED PARTY TRANSACTIONS WITH TOYO SHARDA INDIA PRIVATE LIMITED:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter any type/nature of transactions as detailed below by way of entering into contract(s)/ arrangement(s)/ transaction(s) with Toyo Sharda India Private Limited, being related party within the meaning of Section 2(76) of the Act and SEBI (LODR), which is exceeding 10% of the consolidated turnover of the Company for financial year 2021-22 and onwards on such terms and conditions as the Board of Directors may deem fit.

- I. Transaction of Sale, Purchase, Transfer or receipt of products, goods, materials, assets or services up to a maximum aggregate value of Rs. 100 Crore in a Financial Year”

“FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and the matters connected therewith or incidental thereto.”

7. TO AMEND THE ‘MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A)’ OF MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and the rules framed there under, consent of the Board of Directors of the Company be and is hereby accorded and subject to approval of Registrar of Companies, NCT of Delhi and Haryana, sub clause 23 of clause 3 (B) the Memorandum of Association of the Company be altered/replaced in the following manner:

Point No. 23 -To lend, invest or otherwise employ or deal with moneys belonging to or entrusted to the Company to subscribe for, take, acquire, hold, and deal in shares, stocks, debentures or securities and movable or immovable property of any other Company, body corporate, limited liability partnerships and / or Corporation and other upon such terms and conditions and in such manner as may be thought proper from time to time whatsoever and wheresoever, and to invest moneys of the Company in any other securities/ instruments/units (including units of any mutual fund registered with SEBI) and in any other manner including the purchase of any book or other debts and to vary such transactions and investment in such manner as the Directors may think fit.

“FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr. Rohit Relan Co-Chairman & Director, Mr. Rishabh Relan, Director, Mr. Pranav Relan, Whole Time Director and Mr. Ayush Relan, Whole Time Director of the Company be and is hereby severally authorised, on the behalf of the Company, to do all acts, deeds, matters, and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with Registrar of Companies.”

By Order of the Board
For **NDR AUTO COMPONENTS LIMITED**

Komal Jain
Company Secretary
Membership Number: A40470

Date : 10th August, 2021
Place : Gurugram

NOTES:

- 1 In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (“MCA”) followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time (collectively referred to as “MCA Circulars”), MCA has permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the Circular no. 14/2020 dated April 08, 2020, issued by Ministry of Corporate Affairs, the facility to appoint Proxy to attend and cast vote for the members is not available for this AGM and hence the Attendance Slip, route map and Proxy Form are not annexed to this Notice.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter by the governing body to the Company and to the RTA atleast 2 days before the date of meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act, and the register of contract or arrangement in which Directors are interested maintained under section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 22nd September, 2021. Members seeking to inspect such documents can send an email to cs@ndrauto.com
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at beetal@beetalfinancial.com in case the shares are held in physical form, quoting their folio number. Further, Members may note that Securities and Exchange Board of India ('SEBI') has mandated the submission of PAN by every participant in the securities market.
8. The Register of Members and Share Transfer Books will remain closed, from Thursday 16th September, 2021 to Wednesday 22nd September, 2021 (both days inclusive) for the purpose of 2nd AGM for determining the entitlement of the shareholders to the dividend, if declared at the AGM.
9. Subject to the provisions of the Act, dividend as recommended by the Board, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members on 15th September, 2021 for both physical and demat holding of the members. The recommended dividend is Re. 1.00 per equity share.
10. Members are requested to quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.
11. Members are requested to address all correspondence, including on dividends, to the Registrar and Share Transfer Agents, Beetal Financial and Computer Services Private Limited "Beetal House" 3rd Floor, 99 Madangir, behind local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110062.
12. The Securities and Exchange Board of India has mandated that securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. Accordingly, the Company/ Registrar and Share Transfer Agent has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of Dematerialization.
13. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent.
14. Members desirous of making nomination as permitted under section 72 of the Companies Act, 2013 in respect of the physical shares held by them in the Company, can make nominations in Form SH- 13, which can be procured from the RTA. The Members holding shares in demat form may contact their respective depository participants for making such nominations.
15. Process and manner for members opting for voting through electronic means:
 - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circular issued by the Ministry of Corporate Affairs dated January 13, 2021, in continuation and read with its Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as e- voting during the AGM will be provided by CDSL

- II. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date i.e. 15th September, 2021 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the notice, who shall has no voting rights as on the Cut-off date, shall treat this notice as intimation only.
- III. A person who has acquired the shares and has become a member of the Company after the dispatch of the notice of the AGM and prior to the Cut-off date i.e. 15th September, 2021, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the process mentioned in this part.
- IV. The remote e-voting will commence at 09.00 a.m. (IST) on 18th September, 2021 and will end on 5.00 p.m. (IST) on 21st September, 2021. During this period, the member of the Company holding shares either in physical form or in Demat form as on the Cut-off date i.e. 15th September, 2021 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- V. Once the vote on a resolution is cast by a member, he/she shall not be allowed to change it subsequently or cast the vote again.
- VI. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. 15th September, 2021.
- VII. Mr. R S Bhatia (Membership No. FCS 2599) Company Secretary in Practice and failing him , Mr. Hardev Singh, Company Secretary in Practice, (Membership Number: FCS 6673, CP No.3317) having consented to act as a scrutinizer, has been appointed as the Scrutinizer ("Scrutinizer") to scrutinize the voting process in a fair and transparent manner.

16. The instructions for the shareholders for remote e- voting and joining virtual meeting are as under:

- I. The voting period begins on Saturday at 09:00 a.m. on 18th September, 2021 and will end on Tuesday at 5:00 p.m. on 21st September, 2021. During the period shareholders' of the Company, holding shares either in physical form or in Dematerialized form, as on the Cut-off date i.e. 15th September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Shareholders who have already voted prior to the meeting would not be entitled to vote during the meeting.
- III. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- IV. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.

	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e voting is in progress as per the information provided by company. On clicking the e voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p>
	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue to login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 224 430

Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue to login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at +91 22 2305 8738 or +91 22 2305 8542-43
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- V. Login method for e-Voting for **shareholders other than Individual shareholders & physical shareholders.**
- The shareholders should log on to the e-voting website: www.evotingindia.com.
 - Click on "Shareholders" module.
 - Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant (NDR Auto Components Limited) on which you choose to vote
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

XVI. Facility for Non – Individual Shareholders and Custodians – For remote voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@ndrauto.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

17. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/ OAVM AND E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@ndrauto.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id cs@ndrauto.com). These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

18. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to beetalrta@gmail.com.
2. For Members holding shares in demat form- please update your email id and mobile number with your respective Depository participant (DP) which is mandatory while e-voting and joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to **Mr. Rakesh Dalvi**, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

19. In compliance with the aforesaid MCA Circulars SEBI Circulars dated January 15, 2021 read with SEBI Circular dated May 12, 2020, Notice of the AGM with Annual Report 2020-21 is being sent only through electronic mode and instructions for e-voting, are being sent by electronic mode to all the members whose email addresses are registered with the Company / Depository Participant(s).
20. Members may also note that the Notice of the 2nd AGM and the Company's Annual Report 2020-21 will be available on the Company's website at www.ndrauto.com and on the website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
21. A copy of Audited Financial Statements (Standalone and Consolidated) for the year ended on March 31, 2021 together with the Board's and Auditor's Report thereon are enclosed herewith
22. As required under Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meeting issued by ICSI, the relevant details of Directors retiring by rotation and/or seeking appointment/re-appointment at the ensuing AGM are furnished as Annexure A to this notice of AGM. The Directors have furnished consent/ Declaration on their appointment/ reappointment as required under the Companies Act, 2013 and the Rules made there under.
23. Members may please note the following:

After discussion on the resolutions on which voting is to be held, the Chairman shall allow members who are attending the AGM to cast their vote electronically but have not cast their votes by availing the remote e- voting facility earlier.

The Scrutinizer shall after the conclusion of voting at AGM, will submit consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare results (consolidated) within 48 (Forty Eight) hours from the conclusion of the AGM.

The Results of voting along with Scrutinizer's Report(s) will be published on the website of the Company www.ndrauto.com and on Service Provider's website i.e. www.evotingindia.com within 48 (Forty Eight) hours from the conclusion of the AGM and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Ltd.
24. An explanatory statement pursuant to Section 102 of the Companies Act, 2013("Act") in respect of the Special Business set out in the Notice, is annexed hereto. Additional information as required under Secretarial Standard-2 and Regulation 36(3) of SEBI Listing Regulations pertaining to the Directors proposed to be appointed/ re-appointed is also annexed.

By Order of the Board
For **NDR AUTO COMPONENTS LIMITED**

Date : 10th August, 2021
Place : Gurugram

Komal Jain
Company Secretary
M. No: A40470

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5 & 6:

As per Regulation 23(4) of SEBI (LODR) Regulations, 2015, approval of the shareholders through ordinary resolution is required, if the transaction(s) to be entered into individually or taken together with the previous transaction(s) during a financial year with a related party, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Bharat Seats Limited and Toyo Sharda India Private Limited (being Associate/ Joint Venture Company) and is a related party of the Company as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Accordingly, the approval for related party transaction for FY 2021-22 and onwards is required from the shareholders. The details of the proposed related party transactions are below:

DETAILS OF CONTRACT(S)/ ARRANGEMENT(S)

DETAILS OF CONTRACT(S)/ ARRANGEMENT(S)							
1	Name of the Related Party	Bharat Seats Limited			Toyo Sharda India Private Limited		
2	Nature of relationship	Associate Company			Joint Venture		
3	Name of Directors or key managerial personnel who is related, if any	Name of Director	Designation in Company	Nature of interest and concern	Name of Director	Designation in Company	Nature of interest and concern
		Mr. Rohit Relan	Chairman & Managing Director	Director and member	Mr. Rohit Relan	Director	Director
		Mr. Rishabh Relan	Whole Time Director	Director and member	Mr. Rishabh Relan	NIL	Relative of Mr. Rohit Relan & Mr Ayush Relan
		Mr. Pranav Relan	NIL	Relative of Mr. Rohit Relan & Mr. Rishabh Relan	Mr. Pranav Relan	NIL	Relative of Mr. Rohit Relan & Mr Ayush Relan
		Mr. Ayush Relan	NIL	Relative of Mr. Rohit Relan & Mr. Rishabh Relan	Mr. Ayush Relan	Director	Director
					Mr. Rajat Bhandari	Director	Director
4	Nature, material terms, monetary value and particulars of the said contract or arrangement:	Nature of Transaction	Material terms and particulars of transaction	Monetary Value	Nature of Transaction	Material terms and particulars of transaction	Monetary Value
		Sale, Purchase, Transfer or receipt of products, goods, materials, assets or services or services including reimbursement of expenses	<ul style="list-style-type: none"> Ordinary course of business and on arms' length basis. Ongoing & Perpetual Transaction 	Rs. 350 Crores per Annum	Sale, Purchase or supply of Goods and material	<ul style="list-style-type: none"> Ordinary course of business and on arms' length basis. Ongoing & Perpetual Transaction 	Rs. 100 Crores per Annum
		Sale, Purchase of Tools or any asset	<ul style="list-style-type: none"> Ordinary course of business and on arms' length basis. Ongoing & Perpetual Transaction 	Rs. 50 Crores per Annum			

Except Mr. Rohit Relan, Ms. Shyamla Khara, Mr. Rishabh Relan, Mr. Pranav Relan and Mr. Ayush Relan none of the Directors, Key Managerial Personnel and/ or their relatives, is/ are interested or concerned, financially or otherwise in the resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The related parties namely Mr. Rohit Relan, Mr Rishabh Relan, Ms. Shyamla Khara (for item No. 5) shall not vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not.

The related parties namely Mr. Rohit Relan, Mr. Ayush Relan and Mr. Rajat Bhandari (for item No. 6) shall not vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not.

NDR AUTO COMPONENTS LIMITED

The Board of Directors of the Company recommends the Resolution(s) as set out in item no. 5 & 6 above for approval of members by way of Ordinary Resolution.

Item No. 7:

In order to deploy the surplus funds of the Company by way of loans, investments etc. it is proposed to carry out certain amendments in the Memorandum of Association of the Company as mentioned in the resolution given in Item no. 7.

Pursuant to Section 13 of the Companies Act, 2013, approval of the shareholders by special resolution is required for alteration in Memorandum of Association. A copy of the proposed new set of Memorandum and Articles will be available for inspection by the members at the registered office of the Company during normal business hours on all working days and is also available on the website of the Company at www.ndrauto.com

None of the Directors/KMPs of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors of the Company recommends the Resolution(s) as set out in item no. 7 above for approval of members by way of Special Resolution.

By Order of the Board
For **NDR AUTO COMPONENTS LIMITED**

Date : 10th August, 2021
Place : Gurugram

Komal Jain
Company Secretary
M. No: A40470

Annexure A

INFORMATION REQUIRED TO BE FURNISHED UNDER LISTING REGULATIONS AND SECRETARIAL STANDARD - 2 AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

As required under Listing Regulations and Secretarial Standard-2, the particulars of Directors who are proposed to be appointed / re-appointed, during the year under review are furnished below:

Name of Directors	Mr. Rohit Relan	Mr. Sanjiv Kapur
Date of birth	02 nd July, 1955	01 st June, 1959
Nationality	Indian	Indian
Din	00257572	00755441
Date of first appointment on the board of the Company	23 rd October, 2020	23 rd October, 2020
Qualification	Fellow member of the Institute of Chartered Accountants of India. He has done Owner/ President Management programme from Harvard Business School	B.TECH and M.S. in Electrical Engineering
Experience including expertise in specific functional area	He is having 41 years of experience in the manufacturing Industry. He has experience in collaborating with Japanese and other international partners. Mr. Rohit Relan is Chairman and Managing director of Bharat Seats Limited, a listed company.	He has over 37 years of experience in the Medical Equipment and Devices industry and he is Promoter/Director of Medelec Systems Pvt. Ltd which is involved in the manufacture of sophisticated medical devices for the domestic and international market. He also has over 11 years' experience in the manufacture of components for the automobile industry
Terms & conditions of appointment/ re-appointment	As per the resolution at item no.3 of the Notice convening Annual General Meeting	As per the resolution at item no.4 of the Notice convening Annual General Meeting
Remuneration last drawn, including sitting fees if any	3.40 Lacs (Sitting Fees only)	3.00 Lacs (Sitting Fees only)
Remuneration proposed to be paid	Nil	Nil
Relationship with other directors/ KMP	Father of Mr. Rishabh Relan, Mr. Pranav Relan and Mr. Ayush Relan	Nil
Number of meetings of the board attended during the year	4	4
Chairmanships / directorships held in other companies as on 31.03.2021	i. Bharat Seats Limited ii. Toyo Sharda India Pvt Ltd. iii. Toyota Boshoku Relan India Pvt Ltd. iv. Progressive Engineering and Automation Pvt. Ltd. (under process of strike off) v. Ndrehan Industries Pvt Ltd. (under process of strike off) vi. Sharda Inoac Pvt Ltd. (under process of strike off)	i. Medelec Systems Pvt. Ltd. ii. NUI Crystals Pvt Ltd
Chairmanships / memberships of committees of other companies as on 31.03.2021	Nil	Nil
No. of shares held in the Company as on 31.03.2021	35,70,175 Shares	36,120 Shares
Confirmation pursuant to bse circular dated 20.06.2018	Mr. Rohit Relan has confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority	Mr. Sanjiv Kapur has confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority

COMMUNICATION ON TAX DEDUCTION AT SOURCE (TDS) ON DIVIDEND DISTRIBUTION

The Company is required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend paid does not exceed Rs. 5,000/-. The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company.

A. RESIDENT SHAREHOLDERS:

A.1 Tax Deductible at Source for Resident Shareholders

S. No.	Particulars	Withholding tax rate	Documents required (if any)
1	Valid PAN updated in the Company's Register of Members	10%	No document required (if no exemption is sought)
2	No PAN/Valid PAN not updated in the Company's Register of Members	20%	No document required (if no exemption is sought)
3	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority

A.2 No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit and register following documents as mentioned in column no.4 of the below table with the Company / Beetal financial & Computers Services (Pvt.) Limited

S. No.	Particulars	Withholding tax rate	Documents required (if any)
1	Submission of form 15G/15H	nil	Declaration in Form No. 15G (applicable to any person other than a company or a firm) / Form 15H (applicable to an Individual who is 60 years and above), fulfilling certain conditions.
2	Shareholders to whom section 194 of the Income Tax, 1961 does not apply such as LIC, GIC, etc	nil	Documentary evidence that the said provisions are not applicable.
3	Shareholder covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, corporations established by Central Act & mutual funds.	nil	Documentary evidence for coverage u/s 196 of Income Tax Act, 1961
4	Category I and II Alternative Investment Fund NIL SEBI registration certificate to claim benefit under section 197A (1F) of Income Tax Act, 1961	nil	SEBI registration certificate to claim benefit under section 197A(1F) of Income Tax Act, 1961
5	Recognised provident funds • Approved superannuation fund • Approved gratuity fund	nil	Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT)
6	National Pension Scheme	nil	No TDS as per section 197A (1E) of Income Tax Act, 1961

B. NON-RESIDENT SHAREHOLDERS:

B.1 Withholding tax on dividend payment to non-resident shareholders if the non-resident shareholders submit and register following document as mentioned in column no.4 of the below table with the Company / Beetal Financial & Computer Services (Pvt.) Limited

S. No.	Particulars	Withholding tax rate	Documents required (if any)
1	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20%(plus applicable surcharge and cess)	FPI registration number / certificate.