



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

Date: 10.07.2025

BSE Limited Corporate Relationship Department PJ Towers, 25 th Floor, Dalal Street, Mumbai – 400 001 Scrip Code: 543214	National Stock Exchange of India Limited 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 (both i.e. remote e-voting and e-voting at the time of AGM) held in respect of the 6th Annual General Meeting held on 10th July, 2025.

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

Peer Review No. 1496/2021

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

Ph. 011-41078605 M: 09811113545

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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, appointed as a Scrutinizer by the Board of Directors of NDR Auto Components Limited pursuant to Sections 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 6th Annual General Meeting of the Company held on 10th July, 2025.

In this regard I am pleased to submit my Report, which is comprehensive and self-explanatory in all respects.

**Rupinder
Singh Bhatia**

Digitally signed by
Rupinder Singh
Bhatia
Date: 2025.07.10
14:55:14 +05'30'

R.S. Bhatia

Company Secretary in Practice

CP No.- 2514

Date: 10/07/2025

Place: New Delhi

Peer Review No.:1496/2021

UDIN: F002599G000749213

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FORM No. MGT-13

Report of Scrutinizer

[Pursuant to 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	6 th Annual General Meeting
Day, Date & Time	Thursday, 10 th July, 2025 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, was appointed as the Scrutinizer for Scrutinizing the remote e-voting process which commenced on Monday, July 7, 2025 at 09:00 A.M. and ended on Wednesday, July 9, 2025 at 05:00 P.M. as well as the e-voting process during the 6th Annual General Meeting ("AGM") on the resolutions contained in the Notice of AGM dated May 9, 2025 ("Notice") of NDR Auto Components Limited ("the Company") held on 10th July, 2025 at 11:00 A.M. through video conferencing. The AGM of the Company was convened through video conferencing as per the provisions of Section 108 of The Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 (as amended from time to time) and General Circular No. 9/ 2024 dated September 19, 2024 ("MCA Circular") issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India.

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 remote e-voting process as well as the e-voting voting process during the AGM was conducted in a fair and transparent manner and submit a report on the voting on the resolutions based on the reports generated from

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the electronic voting system of National Securities Depository Limited ("NSDL") (agency for providing the remote e-voting facility and e-voting system during the AGM).

2. Dispatch of Notice of AGM

2.1 The Company informed that on the basis of the list of members 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 on June 13, 2025 electronically to shareholders whose email id is available with Beetal Financial & Computer Services (P) Limited or the Company and through registered post to shareholders who have not registered their email ids.

2.2 Pursuant to MCA Circular as mentioned above issued by the Ministry of Corporate Affairs and as per the provisions of Rule 20 of The Companies (Management & Administration) Rules, 2014, and Regulation 47 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, newspaper advertisements with respect to dispatch of Notice of AGM were published in Financial Express (English newspaper) and Jansatta (Hindi newspaper) on June 14, 2025 specifying the date and time of the AGM, availability of the notice on Company's website and website of the Stock Exchange, manner of registration of e-mail ids by the members (both physical and demat) who wants to register their e-mail ids with the Company, manner of voting through remote-voting or through e-voting system at the AGM etc.

As informed by the management, the Notice of the 6th AGM were published on the website of the Company at www.ndrauto.com and on the website of NSDL at www.evoting.nsdl.com. The same were also submitted with the BSE Limited and National Stock Exchange of India Limited on June 13, 2025.

3 Cut-off Date

Voting rights of the members were reckoned as on Thursday, July 3, 2025, being the cut-off date for the purpose of deciding the entitlement of members for remote e-voting and e-voting during the AGM.

4 Process of Remote e-voting and e-voting during the AGM

4.1 The remote e-voting period commenced on Monday, July 7, 2025 at 09:00 A.M. and ended on Wednesday, July 9, 2025 at 05:00 P.M. through e-voting platform on the designated portal webpage provided by NSDL.

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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 closure 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 Thursday, July 10, 2025 after the conclusion of the AGM.

5 Attendance during AGM

As reported by NSDL 90 members attended the AGM through VC/OAVM. No physical presence of members was allowed at a common venue as per the MCA Circular.

6 Counting Process

After completion of e-voting during the AGM, the data of remote e-voting and e-voting during the meeting was diligently scrutinized. Records were maintained containing the summary of results of remote e-voting and e-voting during AGM.

7 Results

7.1 Consolidated results with respect to each item as set out in the Notice of the AGM dated May 9, 2025 is enclosed as Annexure.

7.2 Based on the aforesaid results, I report that 10 Resolutions as set out in item Nos.1 to 10 of the Notice of the AGM dated May 9, 2025 have been passed with the requisite majority.

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- 8 The electronic data related to remote e-voting and e-voting done during the AGM have been handed over to Mr. Rajat Bhandari, Company Secretary and Compliance Officer, for preserving safely.

Rupinder

Singh Bhatia

Digitally signed by
Rupinder Singh Bhatia
Date: 2025.07.10 14:55:49
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R.S. Bhatia

Company Secretary in Practice

CP No.- 2514

Date: 10/07/2025

Place: New Delhi

Peer Review No.:1496/2021

UDIN: F002599G000749213

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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, 2025.

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	125	17620989	7	30	132	17621019	99.999
Dissent	21	174	0	0	21	174	0.001
Total	146	17621163	7	30	153	17621193	100

Resolution No.:- 2 Ordinary Resolution

Declaration of dividend on equity shares for the financial year ended March 31, 2025.

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	126	17621047	7	30	133	17621077	99.999
Dissent	21	174	0	0	21	174	0.001
Total	147	17621221	7	30	154	17621251	100

Resolution No.:- 3 Ordinary Resolution

Appointment of a director in place of Mr. Rishabh Relan (DIN:07726444), who retires by rotation, and being eligible, offers himself for re-appointment

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	125	17620989	7	30	132	17621019	99.999
Dissent	21	174	0	0	21	174	0.001
Total	146	17621163	7	30	153	17621193	100

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Resolution No.:-4 Ordinary Resolution

Appointment of a director in place of Mr. Pranav Relan (DIN:07177944), who retires by rotation, and being eligible, offers himself for re-appointment.

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	125	17620989	7	30	132	17621019	99.999
Dissent	21	174	0	0	21	174	0.001
Total	146	17621163	7	30	153	17621193	100

Resolution No.:- 5 Ordinary Resolution

Appointment of Statutory Auditors of the Company.

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	125	17620989	7	30	132	17621019	99.999
Dissent	21	174	0	0	21	174	0.001
Total	146	17621163	7	30	153	17621193	100

Resolution No.:- 6 Ordinary Resolution

Appointment of Secretarial Auditor of the Company.

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	125	17620989	7	30	132	17621019	99.999
Dissent	21	174	0	0	21	174	0.001
Total	146	17621163	7	30	153	17621193	100

*Resolution No.:- 7 Ordinary Resolution

Material Related Party Transaction with Bharat Seats Limited

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	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	112	220391	7	30	119	220421	97.604
Dissent	22	5411	0	0	22	5411	2.396
Total	134	225802	7	30	141	225832	100

*Note: In view of the provisions of the Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, only voting by the public shareholders is considered.

Resolution No.:- 8 Special Resolution

Re-appointment of Ms. Shyamla Khera (DIN: 06929439) as an Independent Director of the Company

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	125	17620989	7	30	132	17621019	99.999
Dissent	21	174	0	0	21	174	0.001
Total	146	17621163	7	30	153	17621193	100

Resolution No.:- 9 Special Resolution

Re-appointment of Ms. Vanita Chhabra (DIN: 02161276) as an Independent Director of the Company

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	125	17620989	7	30	132	17621019	99.999
Dissent	21	174	0	0	21	174	0.001
Total	146	17621163	7	30	153	17621193	100

Resolution No.:- 10 Special Resolution

Re-appointment of Ms. Deepa Gopalan Wadhwa (DIN: 07862942) as an Independent Director of the Company

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	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	125	17620989	7	30	132	17621019	99.999
Dissent	21	174	0	0	21	174	0.001
Total	146	17621163	7	30	153	17621193	100

Rupinder
Singh
Bhatia

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by Rupinder
Singh Bhatia
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R.S. BHATIA

Scrutinizer

Company Secretary in Practice

CP No.: 2514

Place: New Delhi

Date: 10/07/2025

Peer Review No.:1496/2021

UDIN: F002599G000749213

Name: Rajat Bhandari

Designation: Executive Director and Company Secretary

M. No.: ACS 7971

Duly Authorized by Chairman of the 6th AGM