

Date: 03rd December, 2024

To,
National Stock Exchange of India Limited
5th Floor, Exchange Plaza
Bandra Kurla Complex
Bandra (East),
Mumbai - 400051

NSE SYMBOL: MANDEEP

Subject: Notice of the 1st Annual General Meeting ('AGM') and Annual Report for the Financial Year 2023- 24

Dear Sir/ Madam,

It is to inform you about that the 1st Annual General Meeting ("AGM") of Mandeep Auto Industries Limited (The Company) will be held on **Thursday, 26th December, 2024**, at 11:30 a.m. (IST) through physical means, to transact the business as set forth in the Notice of the AGM.

Pursuant to **Regulation 30** and other provisions, as applicable, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Notice for the 01st AGM of the Company for the financial year 2023- 24 is enclosed herewith.

In compliance with the applicable provisions of the Companies Act, 2013 (the 'Act'), rules made thereunder, Listing Regulations and various circulars issued by the Ministry of Corporate Affairs and SEBI, the Notice convening the 01st AGM along with Annual Report for the financial year 2023-24 is being sent only through emails to all those shareholders whose email addresses are registered with the Company/ Registrar & Share Transfer Agent / Depository Participant(s).

Kindly note that the facility of casting votes by a member using remote e-Voting system before the AGM as well as e-Voting during the AGM will be provided by Central Depository Services Limited. The remote e-Voting facility would be available during the following period:

The remote e-voting period begins on	Monday, 23 rd December, 2024 at 09:00 A.M.
The remote e-voting period ends on	Wednesday, 25 th December, 2024 at 05:00 P.M.

You are requested to take the above information and enclosed documents on your record.

Yours Faithfully,

For **MANDEEP AUTO INDUSTRIES LIMITED**

GURPAL SINGH BEDI
(Managing Director)
DIN: 06838497

GURPAL SINGH BEDI
Digitally signed by
GURPAL SINGH
BEDI
Date: 2024.12.03
16:46:00 +05'30'



Mandeep Auto Industries limited

Registered Office: P. No 26, Nangla Faridabad, Faridabad NIT, Haryana-121001

Phone: +91-8800694471 | **E-mail:** cs@mandeepautoindustries.com

Website: www.mandeepautoindustries.com | **CIN No.:** L45402HR2023PLC110878

NOTICE OF THE 01ST ANNUAL GENERAL MEETING

Notice is hereby given that the **01st Annual General Meeting** of the Members of **Mandeep Auto Industries Limited** will be held on **Thursday, 26th December, 2024 at 11:30 A.M.** at the Registered Office of the Company situated at P. No 26, Nangla Faridabad, Faridabad NIT, Faridabad, Haryana-121001, to transact the following business(es):

Ordinary Business:

1. ADOPTION OF FINANCIAL STATEMENTS & REPORTS THEREON:

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

“RESOLVED THAT pursuant to the provisions of Section 134 of the Companies Act, 2013 the Standalone Financial Statements containing the Balance Sheet, Profit & Loss Account, Cash Flow Statements, Notes & Schedules appended thereto for the Financial Year ended March 31, 2024 together with the Board’s Report and Auditor’s Report thereon be and are hereby received, considered and adopted.”

2. APPOINTMENT OF MR. RAJVEER SINGH BEDI (DIN: 10123159) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION:

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rajveer Singh Bedi (DIN: 10123159) who retires by rotation at this Meeting, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. APPOINTMENT OF M/S. V.N. PUROHIT & CO. (FRN: 304040E) CHARTERED ACCOUNTANTS, AS THE STATUTORY AUDITOR OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the audit committee and the Board of Directors of the Company, M/s.

V.N. PUROHIT & CO. (FRN: 304040E) be and are hereby appointed as the statutory auditors of the Company for a term of 5 (Five) consecutive years from Financial Year 2024-25 till the conclusion of Sixth AGM of the Company i.e. for the Financial Year 2024-25 up to the Financial Year 2028-29 on such remuneration as may be decided by the Board in addition to any out-of-pocket expenses incurred by the auditors.”

“**RESOLVED FURTHER THAT** any one of the directors of the company be and is hereby authorized to do all necessary acts, deeds and things and execute such other documents as may be necessary for the purpose of giving effect to this resolution.”

SPECIAL BUSINESS

4: To appoint Mr. Navneet Kumar (DIN:10725183) as Independent Director of the Company

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

“**RESOLVED THAT** pursuant to provisions of Sections 149(6) 150 and 152, read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013; rules thereof; and other applicable rules and regulations (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’), and pursuant to the terms and conditions recommended by the Nomination & Remuneration Committee, Mr. Navneet Kumar (DIN: 10725183) who was appointed as an Additional Director in the category of Non-executive Independent Director of the Company by the Board of Directors of the Company and who has submitted a declaration of meeting the criteria for independence as provided in section 149(6) of the Act and who qualifies for being appointed as an Independent Director be and is hereby appointed as Non-Executive Independent Director of the Company, not be liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years with effect from 14th November, 2024.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any one of the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable in relation thereto.”

5: To appoint Mr. Keshav Ahuja (DIN: 07629843) as Independent Director of the Company

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

“**RESOLVED THAT** pursuant to provisions of Sections 149(6) 150 and 152, read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013; rules thereof; and other applicable rules and regulations (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’), and pursuant to the terms and conditions recommended by the Nomination & Remuneration Committee, Mr. Keshav Ahuja (DIN: 07629843) who was appointed as an Additional Director in the category of Non-executive Independent Director of the Company by the Board of Directors of the Company and who has submitted a declaration of

meeting the criteria for independence as provided in section 149(6) of the Act and who qualifies for being appointed as an Independent Director be and is hereby appointed as Non-Executive Independent Director of the Company, not be liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years with effect from 14th November, 2024.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any one of the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable in relation thereto.”

6: TO APPROVE IN REVISION OF THE REMUNERATION AND INCREASE IN THE LIMIT OF MANAGERIAL REMUNERATION PAYABLE TO MR. GURPAL SINGH BEDI, MANAGING DIRECTOR IN EXCESS OF 5% OF THE NET PROFIT OF THE COMPANY

To consider and, if thought fit, to pass with or without modification, to pass the following resolutions as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to ratify revision and increase in the remuneration payable to Mr. Gurpal Singh Bedi (DIN: 06838497) Managing Director with effect from January 1, 2025 upto Rs. 50,00,000/- (Rupees Fifty Lakhs Only) per annum whether paid as salary, allowances, perquisites, or bonus or a combination thereof and on the terms and conditions as per the Explanatory Statement attached to this Notice, with liberty to the Board of Directors (herein after referred to as the “Board”, which term shall be deemed to include the Nomination and Remuneration Committee of the Board of Directors) to add, alter and vary the terms and conditions of the said appointment/ remuneration and/or Agreement, remuneration within the maximum ceiling in accordance with the provisions of the Act, and as may be agreed to between the Board of Directors and Mr. Gurpal Singh Bedi, Managing Director of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any one of the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable in relation thereto.”

**By order of the Board
For Mandeep Auto Industries limited**

Place: **Faridabad**

Date: **14th November, 2024**

**Sd/-
Gurpal Singh Bedi
Managing Director**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') and the Secretarial Standard - 2 on General Meeting ('SS-2'), setting out the material facts concerning each item of Ordinary / Special Business to be transacted at the meeting is annexed to this Notice.
2. Relevant details of the person seeking re-appointment/appointment as Director under Item No. 2,4,5 and 6 of the Notice, as required under Regulation 26(4) and 36(3) of SEBI (LODR) Regulations, 2015 is annexed as Annexure-I.
3. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Members and Share Transfer Books will remain closed from December 20, 2024 to December 26, 2024 (both days inclusive) for determining the names of members eligible for voting at the Meeting.
7. This Notice and Annual Report is being sent to all the members whose name appears as on 29th November, 2024 in the register of members/beneficial owners as received from the Registrar and Transfer Agent of the Company.
8. Additional Information as required under clause 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India ("ICSI") in respect of appointment /re-appointment of directors is furnished and forms a part of the notice.
9. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Thursday, December 19, 2024 (the "Cutoff

Date”) only shall be entitled to vote through Remote E-voting and at the AGM. A person who is not a member as on the Cut Off date should treat this Notice for information purpose only. The voting rights of a Member shall be in proportion to its share of the paid-up equity share capital of the Company as on the Cut Off date.

10. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days, (except Saturdays and Sundays) between 11.00 A.M. and 1.00 P.M. before the date of the Meeting and copies thereof shall also available for inspection during the aforesaid period.
11. Shareholders can send their queries/complaints, if any, on an exclusive designated e-mail id: **cs@mandeepautoindustries.com**. The shareholders are requested to send their queries, if any, on Annual Report, to the Company Secretary, not less than 7 days before the date of meeting, so that the requisite information/ explanations can be provided in time.
12. Members may address all the correspondences relating to change of address, share transfer, transmission, nomination etc. to the RTA at the below mentioned addresses:

M/s. Cameo Corporate Services Limited

Regd. Office: **Subramanian Building, 1,**

Club House Road, Chennai-600 002

Phone: **28460390 (5 Lines), 40020700**

E-mail: **cameo@cameoindia.com**

Website: www.cameoindia.com

SEBI Registration Number: **INR000003753**

13. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM. Members, who have received soft copy of the AGM notice and Annual Report, may request the Company or the RTA for hard copy of the same.
14. The Annual Report of the Company circulated to the Members of the Company, will also be available on the Company's website at <https://www.mandeepautoindustries.com/>. and also on website of the respective Stock Exchanges
15. In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/ serve notice(s) / document(s) / Annual Report(s) etc. to their members through electronic mode, your Company, pursuant to Rule 18 of the Companies(Management and Administration) Rules, 2014, hereby requests all its members to register their email ID with the Registrar and Transfer Agent (in case of Physical holding) and with the Depository Participant (in case of Dematerialized holding), if not yet provided, to promote Green Initiative.

16. As per the provisions of section 72 of the Act, the facility for making nomination is available to the members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to RTA. Members holding shares in electronic form may submit the same to their respective depository participant
17. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report to the Meeting.
18. The voting for the agenda items as mentioned in the Notice shall be done in the following manner:
 - i) Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM ("Remote E-voting") in the manner provided below in para 25 during the e-voting period as mentioned in Para 24.
 - ii) At the venue of AGM, voting shall be done through ballot papers ("Ballot Paper") and the members attending AGM who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper. Ballot Papers will be made available at the venue of the AGM.
 - iii) A Member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a Member casts votes through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

19. **VOTING THROUGH ELECTRONIC MEANS:**

CDSL e-Voting System – For Remote e-voting

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on Monday, 23rd December, 2024 at 09:00 A.M. and ends on Wednesday, 25th December, 2024 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th December, 2024 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 date would not be entitled to vote at the meeting venue.
 - (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 shareholder's/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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(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 abovesaid SEBI Circular, Login method for e-Voting **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 Depository	<ol style="list-style-type: none"> <li data-bbox="528 1317 1437 1541">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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. <li data-bbox="528 1576 1437 1928">2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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, so that the user can visit the e-Voting service providers' website directly.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</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. 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>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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.nsdl.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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.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.nsdl.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.</p>
<p>Individual Shareholders (holding securities in demat mode)</p>	<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</p>

login through their Depository Participants (DP)	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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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 sent by Company/RTA or contact Company/RTA.
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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Mandeep Auto Industries Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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@mandeepautoindustries.com. if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. 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 **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

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 at toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO REGULATION 36 (5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENT) REGULATIONS 2015

ITEM NO. 3

It is hereby informed that the Statutory Auditor M/s. Kapish Jain & Associates Chartered Accountants, (Firm Registration 022743N) was appointed in the year 2023 for first F.Y. 2023-24, who's tenure has been completed, therefore, it is required to appoint Statutory Auditor for the upcoming Financial Years, therefore the audit committee has analysed the profile of M/S. V.N. Purohit & Co., Chartered Accountants and has recommended to the members of the company the profile of M/S. V.N. Purohit & Co., to appoint as the Statutory Auditor of the Company for upcoming Financial years.

The Company has received the consent letter from the said Auditor for five financial years to act as Statutory Auditor of the Company.

As a result of which it is proposed before the members of the Company to Appoint M/s. V.N. PUROHIT & CO. (FRN: 304040E), as Auditors of the Company in place of the retiring auditors to hold office from the conclusion of next Annual General Meeting ('AGM') till the conclusion of the 6th AGM to be held in the year 2029.

None the Director of the company is interested in the said transaction relating to appointment of Statutory Auditor of the company.

S. No.	Particulars	Details
1	Name of Statutory Auditor	M/s. V.N. PUROHIT & CO. (FRN: 304040E).
2	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment: to Comply with the Companies Act, 2013 and the requirements under SEBI (LODR) Amendment Regulations, 2015.
3	Date of Recommendation	14th November, 2024
4	Term of Appointment	For five Consecutive year from 01 st April, 2024 till the 31th March, 2029.
5	Brief profile (in case of appointment)	M/s. V.N. PUROHIT & CO. (FRN: 304040E). a professional service organization to provide financial and accounting expertise to businesses and individuals.
6	Disclosure of relationships between directors (in case of appointment of a director)	No Relationship with existing director of a Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under items of the accompanying Notice:

ITEM NO. 4

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed at its meeting held on 14th November, 2024, the following for a term of five years with effect from 14th November, 2024, under Section 149, 150, 152 and 161 of the Companies Act, 2013 (the 'Act') and Articles of Association of the Company subject to the approval of the Shareholders and any other approval as may be required from time to time Mr. Navneet Kumar (DIN: 10725183), as an Additional Director in the category of Non-executive Independent Director.

The Company has received a declaration from the above-mentioned Directors, being eligible for appointment as an Independent Director providing their consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (as amended from time to time). Further, they are not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time. The Company has also received a declaration from Mr. Navneet Kumar confirming the criteria of their Independence as prescribed under Section 149(6) of the Act and under the Regulation 16(b) of the Listing Regulations, (as amended from time to time). Also, in terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

The brief profile and background of all the proposed Director are annexed herewith and forms part of this Notice.

The proposed Director has also affirmed to the Company that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs (IICA) as an Independent Director in compliance with the prescribed Rules under the Act. As per the opinion of the Board, they fulfil the criteria specified in the Act & the Rules framed hereunder and the Listing Regulations for their appointment as an Independent Directors and it is desirable to avail their services as an Independent Director.

The Board of Directors based on the recommendations of the Nomination and Remuneration Committee considers the appointment of Mr. Navneet Kumar as an Independent Directors in the interest of the Company and recommends the Special Resolution as set out at Item no. 4 of the AGM notice for approval of the Shareholders.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Navneet Kumar as non-executive Independent Director of the Company, as a Special Resolution.

Except all the appointee, and their relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice. Disclosure as required under Regulation 36(3) of the Listing

Regulations and Secretarial Standard- 2 issued by the Institute of Company Secretaries of India are set out and annexed as Annexure-A to this notice.

ITEM NO. 5

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed at its meeting held on 14th November, 2024, the following for a term of five years with effect from 14th November, 2024, under Section 149, 150, 152 and 161 of the Companies Act, 2013 (the 'Act') and Articles of Association of the Company subject to the approval of the Shareholders and any other approval as may be required from time to time Mr. Keshav Ahuja (DIN: 07629843), as an Additional Director in the category of Non-executive Independent Director.

The Company has received a declaration from the above-mentioned Directors, being eligible for appointment as an Independent Director providing their consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (as amended from time to time). Further, they are not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time. The Company has also received a declaration from Mr. Keshav Ahuja confirming the criteria of their Independence as prescribed under Section 149(6) of the Act and under the Regulation 16(b) of the Listing Regulations, (as amended from time to time). Also, in terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

The brief profile and background of all the proposed Director are annexed herewith and forms part of this Notice.

The proposed Director has also affirmed to the Company that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs (IICA) as an Independent Director in compliance with the prescribed Rules under the Act. As per the opinion of the Board, they fulfil the criteria specified in the Act & the Rules framed hereunder and the Listing Regulations for their appointment as an Independent Directors and it is desirable to avail their services as an Independent Director.

The Board of Directors based on the recommendations of the Nomination and Remuneration Committee considers the appointment of Mr. Keshav Ahuja as an Independent Directors in the interest of the Company and recommends the Special Resolution as set out at Item no. 4 of the AGM notice for approval of the Shareholders.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Keshav Ahuja as non-executive Independent Director of the Company, as a Special Resolution.

Except all the appointee, and their relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice. Disclosure as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard- 2 issued by the Institute of Company Secretaries of India are set out and annexed as Annexure-A to this notice.

ITEM NO. 6

To Approve the limit of managerial remuneration payable to Mr. Gurpal Singh Bedi (DIN: 06838497), Whole-Time Director of the Company

Based on the recommendation of Board, in their Meeting held on 29th June, 2023 and the Shareholders on 7th August, 2023 had given their approval for Appointment, change in designation and Remuneration payable to Mr. Gurpal Singh Bedi for period of 5 years w.e.f. 7th August, 2023 as a Managing Director of the Company.

Further, the Nomination and Remuneration Committee and Board of Directors in their Meeting held on 14th November, 2024, subject to approval of Members of the Company, recommended revision and increase in the remuneration payable to Mr. Gurpal Singh Bedi to Rs. 50,00,000/- p.a. (Rupees Fifty Lakhs Only) w.e.f. 1st January, 2025, irrespective of adequacy of the profits of the Company. The recommendation was approved by the Board of Directors at their Meeting held on 14th November, 2024.

In consideration of the duties and obligations undertaken by the Managing Director herein above, the Company has paid him the revised remuneration as per the terms and conditions detailed w.e.f. 1st January, 2025 upto 31st December, 2027 subject to the ratification/ approval of Shareholders.

Information as per Section II of Part II of the Schedule V of the Companies Act, 2013:

I. General information:

1.	Nature of Industry	Manufacturing and supplying sheet metal components, auto parts and all types of sprocket gears
2.	Date or expected date of commencement of commercial production	19.04.2023
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	The financial performance of the Company during the preceding three financial years is as under:	
		Amount in Rs.(in lacs)
	Particulars	2023-24
	Total Income	2,484.40
	Total Expense	2167.44
	Profit/ (Loss) before taxation	316.96
	Less: Provisions for current & deferred tax	103.75
	Profit After Tax	213.21
5.	Foreign investments or collaborations, if any.	NIL

II. Information about the person

Sr. No.	Particulars	Mr. Gurpal Singh Bedi
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1.	Background details	Mr. Gurpal Singh Bedi was the proprietor of M/s Mandeep Industries, a Sole Proprietorship, which was inter-alia engaged in business of manufacturing of Automobile Parts and Components. He has been in the said business since 2000. He has a vast and rich experience of over 25 years in the field of marketing, sales, and manufacturing of Auto components and Industrial products relevant to varying segments.
2.	Past remuneration	Rs. 30 Lacs
3.	Remuneration proposed	As set out in the Explanatory Statement under section 102 of the Companies Act, 2013 and detailed in such terms and conditions as to be finalized with the consent of members.
4.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates, the relevant details would be w.r.t. the country of his origin)	The said remuneration is commensurate with the size and nature of business of the Company and also with the functions and responsibilities entrusted upon him.
5.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Gurpal Singh Bedi is the Managing Director of the Company. As on date of this notice, he holds 6565910 shares of the Company, he is not entitled to any other emoluments from the Company apart from the remuneration as agreed upon and forms part of CTC.

III. Other information:

Sr. No.	Particulars	Information about the appointee
1.	Reasons of loss or inadequate profits	During the reporting period, the company has earned profit of Rs. 213 Lacs.
2.	Steps taken or proposed to be taken for improvement	The Company is taking adequate measures to cut costs and also adapt to the changing legislations, thereby improving its profitability.
3.	Expected increase in productivity and profits in measurable terms	The Company is indulged in the global chain of sheet metal components, auto parts, and all types of sprocket gears, therefore it is expecting better future growth into the company.

IV. Disclosures:

The present terms and conditions of increase in remuneration of Mr. Gurpal Singh Bedi (DIN: 06838497), as approved by the Board of Directors upon recommendation of the Nomination & Remuneration Committee, are as under:

Name of Director	Mr. Gurpal Singh Bedi
DIN	06838497
Date of Birth	4 th May, 1970
Age	54 years, 7 months
Nationality	Indian
Date of First Appointment on the Board	29 th June 2023
Qualifications	Metric Pass
Experience (including nature of expertise in specific functional areas)/ Brief Resume	25 Years of experience in handling and management business.
Terms and conditions of appointment or re-appointment	As mentioned in the resolution and Explanatory Statement.
Details of remuneration sought to be paid.	As mentioned in the Explanatory Statement.
Details of remuneration last drawn (including sitting fees, if any)	NA
Companies in which the appointee is a Managing Director, Chief Executive Officer, Whole-time Director, Secretary, Chief Financial Officer, Manager	Director-1
Board Meetings- 2023-24	16
Board Committee Meetings	7
General Meeting	-
Number of Shares held in Company	6565910
Directorship held in other Companies	1
Chairman/Member of Committees of Board of Director of other Listed Companies	Nil
Disclosure of relationships between Directors/KMP inter-se	Mr. Gurpal Singh Bedi is related to: <ul style="list-style-type: none"> • Rajveer Singh Bedi (Director) • Nidhi bedi (Director) existing director of the Company
Listed entities from which resigned in the past Three years	Nil

Salary, Remuneration, perquisites and benefits:

- A. **Period:** Period of appointment is w.e.f. 29th June, 2023.
- B. **Salary:** The gross Salary will be Rs. 50,00,000/-per annum including the Perquisites & Allowances
- C. **Perquisites & Allowances:** The following Perquisites & Allowances are included in gross salary:

- D. **House Rent Allowance:** House Rent Allowance in accordance with the rules of the Company.
- E. **Medical Reimbursement:** Expenses incurred for the appointee and his family subject to a ceiling of one-month salary in one year.
- F. **Leave Travel Concession:** As per rules of the Company.
- G. **Club Fees:** Fees of club subject to maximum of two clubs. This will not include admission and life membership fees.
- H. **Personal Accident Insurance:** Personal Accident Insurance Cover as applicable in line with rules & policies of the Company.
- I. **Contribution to Provident Fund:** As per Company rules.
- J. **Gratuity:** As per Company rules subject to maximum of half months' salary for each completed year of service.
- K. **Encashment of leaves:** As per rules of the Company at the end of tenure.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out herein below:

He holds 6565910 shares in the Company. Mr. Gurpal Singh Bedi is concerned or interested, financially or otherwise, in the resolution set out in **Item No. 6.**

**By order of the Board
For Mandeep Auto Industries limited**

Place: **Faridabad**

Date: **14th November, 2024**

**Sd/-
Gurpal Singh Bedi
Managing Director**

ANNEXURE-I

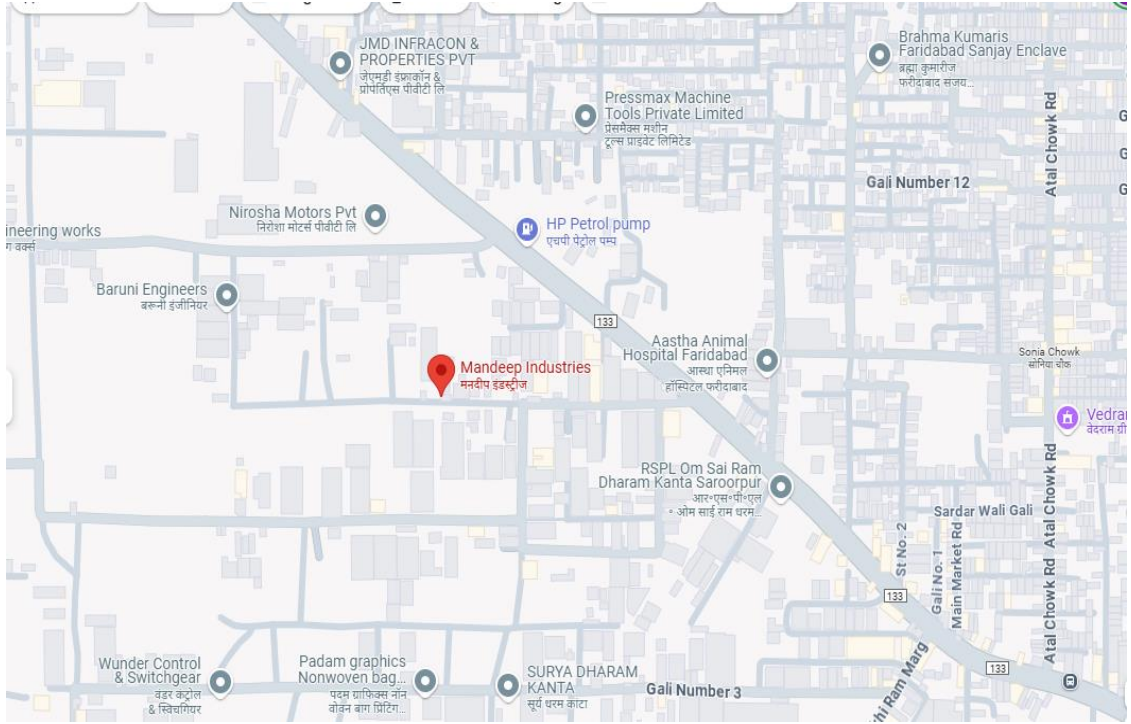
Details of Directors seeking appointment at the forthcoming Annual General Meeting

(In pursuance of Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Name of Director	Rajveer Singh Bedi	Navneet Kumar	Keshav Ahuja
DIN	10123159	10725183	07629843
Date of Birth	04/01/2001	01/09/1996	21/11/1991
Age	24 years	28 years	33 years
Nationality	Indian	Indian	Indian
Date of First Appointment on the Board	19/04/2023	14.11.2024	14.11.2024
Qualifications	Bachelor's Degree	LLB	CS
Experience (including nature of expertise in specific functional areas)/ Brief Resume	As mentioned	As mentioned	As mentioned
Terms and conditions of appointment or re-appointment	As mentioned	As mentioned	As mentioned
Details of remuneration sought to be paid.	-	-	-
Details of remuneration last drawn (including sitting fees, if any)	-	-	-
Companies in which the appointee is a Managing Director, Chief Executive Officer, Whole-time Director, Secretary, Chief Financial Officer, Manager	NIL	NIL	NIL
Board Meetings- 2023-24	18	0	0
Board Committee Meetings	2	0	0
General Meeting	-	-	-
Number of Shares held in Company	664	0	0
Directorship held in other Companies	NIL	1	NIL
Chairman/Member of Committees of Board of Director of other Listed Companies	NIL	NIL	NIL
Disclosure of relationships between Directors/KMP inter-se	Related to: 1.Gurpal Singh Bedi (MD) 2.Nidhi bedi (Director)	-	-
Listed entities from which resigned in the past Three years	NIL	NIL	NIL

ROUTE MAP

<https://maps.app.goo.gl/6sTkg5A897DcDNt19>





Mandeep Auto Industries limited

Registered Office: P. No 26, Nangla Faridabad, Faridabad NIT, Haryana-121001

Phone: +91-8800694471 | **E-mail:** cs@mandeepautoindustries.com

Website: www.mandeepautoindustries.com | **CIN No.:** L45402HR2023PLC110878

Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L45402HR2023PLC110878

Name of the Company: MANDEEP AUTO INDUSTRIES LIMITED

Registered office: P.NO 26, NANGLA, Faridabad, Haryana, India, 121001

Name of the member(s): Registered Address: E-Mail Id: Folio No./Client ID:

I being the holder of _____ Equity Shares of the above-named Company, hereby appoint

1. Name:

Address:

Signature: -----

as my proxy to attend and vote (on a poll) for me and on my behalf at the Annual General Meeting of the company, to be held on the 26th day of December, 2024 at 11:30 AM. at P.NO 26, NANGLA, Faridabad, Haryana, India, 121001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.

All resolutions.

Signed this _____

Signature of Shareholder

.....

Signature of Proxy holder

.....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Mandeep Auto Industries limited

Registered Office: P. No 26, Nangla Faridabad, Faridabad NIT, Haryana-121001

Phone: +91-8800694471 | **E-mail:** cs@mandeepautoindustries.com

Website: www.mandeepautoindustries.com | **CIN No.:** L45402HR2023PLC110878

Annual General Meeting to be held on **Thursday, 26th December, 2024 at 11:30 A.M.** at
P.NO 26, NANGLA, Faridabad, Haryana, India, 121001

ATTENDANCE SLIP

Name and address of the member(s)	
Joint Holder 1 Joint Holder 2	
Regd. Folio/ DP ID/ Client ID	
Number of Shares held	

I / We hereby record my/ our presence at the Annual General Meeting of the company, to be held on the 26th day of December, 2024 at 11:30 AM. at P.NO 26, NANGLA, Faridabad, Haryana, India, 121001.

Member's/ Proxy's name in Block Letters

Signature of Member / Proxy

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Electronic Voting Particulars

*Event No.	User ID	*Default PAN/ Sequence No.

* Only Members who have not updated their PAN with the Company/ Depository Participant shall use the default PAN in the PAN Field.

Note:

- i) Please read the instructions printed under the Important Notes to the Notice dated 14.11.2024 of the Annual General Meeting. The voting period starts from 9.00 a.m. (IST) on 23rd December, 2024 and ends at 05:00 p.m. (IST) on 25th December, 2024. The voting module shall be disabled by skyline(RTA) for voting thereafter.
- ii) Proxy Form is attached to the Notice.



Mandeep Auto Industries limited

Registered Office: P. No 26, Nangla Faridabad, Faridabad NIT, Haryana-121001

Phone: +91-8800694471 | E-mail: cs@mandeepautoindustries.com

Website: www.mandeepautoindustries.com | **CIN No.:** L45402HR2023PLC110878

BALLOT FORM (In lieu of E-Voting at the Annual General Meeting)

1	Name of the Sole/First Member	
2	Name(s) of the Joint Member(s), if any	
3	Registered Folio No./DP ID /Client ID	
4	Number of shares held	

I, we hereby exercise my/our vote in respect of the Resolution(s) to be passed through e-voting/ for the business stated in the AGM Notice dated 14th November, 2024 of the Company by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (√) mark at the appropriate box below:

Item No.	Description	No. of shares held by	I assent to the resolutio	I dissent from the resolutio
	Ordinary Business(es)			
1.	To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024, the reports of the Board of Directors and Auditors thereon.			
2.	To re--appoint Mr. Rajveer Singh Bedi (DIN: 10123159) as director Liable to retire by rotation			
3.	To consider Appointment of Statutory Auditor for a term of 5 years.			
	Special Business(es)			
4.	To appoint Mr. Navneet Kumar (DIN:10725183) as an Independent Director.			
5.	To appoint Mr. Keshav Ahuja (DIN: 07629843) as an Independent Director			
6.	To approve revision in the remuneration payable to Mr. Gurpal Singh Bedi, Managing Director of the company.			

Place:

Date:

Signature of Member