

**16th  
Annual Report  
2007-2008**



**NDA SECURITIES LIMITED**

**BOARD OF DIRECTORS**

Sh. Sanjay Agarwal, Managing Director  
 Smt. Deepti Agarwal, Wholetime Director  
 Sh. N.D. Agarwal, Director  
 Sh. U.S. Gupta, Director  
 Sh. Lalit Gupta, Director

**COMPANY SECRETARY**

Sh. Nitin Grover

**AUDITORS**

Gupta Rustagi & Aggarwal  
 Chartered Accountants, New Delhi

**BANKERS**

HDFC Bank  
 ABN Amro Bank  
 Punjab National Bank  
 Bank of Baroda

**Registered Office Address**

1002A, Arunachal,  
 19, Barakhamba Road,  
 New Delhi – 110 001

<b>CONTENTS</b>	<b>PAGE No.</b>
NOTICE .....	1
DIRECTORS' REPORT .....	8
REPORT ON CORPORATE GOVERNANCE .....	11
MANAGEMENT DISCUSSION & ANALYSIS .....	18
AUDITORS' REPORT .....	22
BALANCE SHEET .....	25
PROFIT & LOSS ACCOUNT .....	26
SCHEDULES .....	27
NOTES TO THE ACCOUNTS .....	32
CONSOLIDATED FINANCIAL STATEMENTS .....	39
ANNUAL REPORT OF SUBSIDIARY COMPANIES .....	52

**NDA****NDA SECURITIES LTD.****NOTICE**

NOTICE IS HEREBY GIVEN THAT THE SIXTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF NDA SECURITIES LIMITED WILL BE HELD ON MONDAY, 29<sup>TH</sup> SEPTEMBER, 2008 AT 4.00 P.M. AT AGARWAL DHARMSHALA, OCF POCKET 104, KALKAJI VISTAR, NEAR PUNJSONS FACTORY, NEW DELHI-110019 TO TRANSACT THE FOLLOWING BUSINESS:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2008 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sh. U. S Gupta, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General meeting of the company and to authorize the Board of Directors to fix their remuneration. M/s Gupta, Rustagi & Aggarwal (formerly known as Subhash C. Gupta & Associates), Chartered Accountants, are the retiring Auditors and being eligible have offered themselves for re-appointment.

**SPECIAL BUSINESS:**

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTIONS AS ORDINARY RESOLUTION:-

4. **RESOLVED THAT**, in accordance with the provisions of Sections 198, 269 and 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof) for the time being in force, consent of the Company be and is hereby accorded to the appointment of Smt. Deepti Agarwal as Whole-time Director of the Company for a period of three years w.e.f. 1<sup>st</sup> May, 2008 on such remunerations and terms and conditions, as detailed below:

A. Salary Rs. 50,000/- per month

B. Perquisites and Allowances:

- i) **MEDICAL REIMBURSEMENT:** For self and family subject to a ceiling of one month salary in a year or three months salary over a period of three years.
- ii) **LEAVE TRAVEL CONCESSION:** Leave Travel Concession for self and family once in a year.
- iii) **CLUB FEES:** Fees of clubs subject to maximum of two clubs excluding life membership fees.
- iv) **PERSONAL ACCIDENT INSURANCE:** premium for Personal Accident Policy shall be paid by the Company, in accordance with the rules of the Company.
- v) **CONVEYANCE AND TELEPHONE:** Car with driver for use on Company's business and telephone at residence alongwith Mobile Phone will be provided. They will however, not to be considered as perquisites. Personal long distance calls on telephones and use of Car for private purpose, shall be billed by the Company.
- vi) **OTHER BENEFITS:** Such other benefits, amenities, facilities, allowances and perquisites as per rules of the Company applicable to Senior Executives or as may be permitted by the Board of Directors.



**NOTE:** All the above perquisites shall be interchangeable, i.e. any excess in a particular perquisite may be permissible by a corresponding reduction in one or more of the other perquisites. The perquisites shall be evaluated as per Income Tax Rules, wherever applicable.

In addition to the perquisites as aforesaid, Smt. Deepti Agarwal shall also be entitled to the following benefits which shall not be included in the computation of her remuneration:

- i) **PROVIDENT FUND:** Company's contribution towards Provident Fund as per rules of the Company to the extent not taxable under the Income Tax Act, 1961.
- ii) **SUPERANNUATION FUND:** Company's contribution towards superannuation fund or annuity fund will not be included in computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income tax Act.
- iii) **GRATUITY:** Not exceeding half month's salary for each completed year of services.
- iv) **LEAVE:** As per rules of the company but not exceeding one month's leave with full salary for every eleven months of services. Leave accumulated but not availed during the tenure as Whole-time Director may be allowed to be encashed at the end of the tenure.

**REIMBURSEMENT OF EXPENSES:** The Whole-time Director will be entitled to reimbursement of entertainment and all other expenses actually and properly incurred by her in the course of legitimate business of the Company.

**SITTING FEE:** The Whole-time Director shall not be paid any sitting fee for attending meetings of the Board of Directors or any Committee(s) thereof.

"RESOLVED FURTHER THAT Smt. Deepti Agarwal shall retire by rotation.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any year comprised in the period of appointment, the above remuneration will be deemed to be minimum remuneration. However, such minimum remuneration shall not exceed the limits prescribed under schedule -XIII of the Companies Act, 1956 and the rules made there under or any Statutory modifications or reenactment thereof.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTIONS AS ORDINARY RESOLUTION:-**

5. **RESOLVED THAT** pursuant to the provisions of Section 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Foreign Exchange Management Act, 2000 (FEMA) Foreign Exchange Management (Transfer or issue of security by a person resident outside India) Regulations, 2000 and the regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, or any other relevant authority from time to time, to the extent applicable and subject to such approvals, consents, permission and sanctions as might be required and subject to such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the company (hereinafter referred as Board which term shall be deemed to include any Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) is hereby authorized to accept, the Board be and is hereby authorized on behalf of the Company to

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create, issue, offer and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted) in the course of one or more public, private or right offerings in domestic and/or one or more international market(s) with or without a green shoe option, ordinary Shares and/or Ordinary Share through depository receipts and/or convertible bonds and/or other securities convertible into Ordinary Shares and/or securities with or without detachable/non-detachable warrants with a right exercisable by the warrant holder to subscribe for the Ordinary Shares and/or any instruments or securities representing either ordinary Shares and/or convertible securities linked to Ordinary Shares (including the issue and allotment of Ordinary Shares pursuant to a Green Shoe option, if any), (all of which are hereinafter collectively referred to as 'Securities') to eligible investors (whether resident and/or non-resident and/or institutions/banks and/or incorporated bodies, and/or individuals, and/or trustees and/or stabilizing agents or otherwise, and whether or not such investors are members of the Company), through prospectus and/or letter of offer or circular and/or on public and/or private/ right/preferential placement basis, such issue and allotment to be made at such times/times, in one or more tranches, for cash, at such price or prices, in such manner and where necessary, in consultation with the Book Running Lead Managers and/or other Advisors or otherwise, on such terms and conditions as the Board may, in its absolute discretion, decide at the time of issue of Securities; provided that the total amount raised through the issuance of such Securities does not exceed Rs. 50 Crores or its equivalent in one or more currencies, including premium if any.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid issue of the Securities may have all or any terms or conditions or combination of terms in accordance with applicable regulations, prevalent market practices, including but not limited to terms and conditions relating to payment of interest, dividend, premium on redemption at the option of the Company and/or holders of any Securities, or for variation of the price or period of conversion of Securities into Ordinary Shares or issue of Ordinary Shares during the period of the Securities or terms pertaining to voting rights or option (s) for early redemption of Securities.

**RESOLVED FURTHER THAT** the Company and/or any agency or body or person authorized by the Board, may issue depository receipts representing the underlying Ordinary Shares in the capital of the Company or such other Securities in negotiable, registered or bearer form with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations (including listing on one or more Stock Exchange(s) in or outside India)

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Ordinary Shares as may be required to be issued and allotted, including issue and allotment of Ordinary Shares upon Conversion of any Securities referred to above or as may be necessary in accordance with the terms of the offer, all such shares ranking pari passu inter se and with then existing Ordinary Shares of the Company in all respect.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Ordinary Shares or Securities or instruments representing the same, as described above,, the Board be and is hereby authorized on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the entering into arrangements for appointment of agencies for managing, underwriting, marketing, listing, trading of Securities issued such as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustees and



## **NDA SECURITIES LTD.**

to issue any offer documents including but not limited to prospectus, and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company.

By order of the Board

Date: 20/08/2008

Place: New Delhi

Sd/-

**NITIN GROVER**

COMPANY SECRETARY

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### **NOTES:**

1. The relevant explanatory statement, pursuant to Section 173(2) of the Companies Act, 1956 in respect of items nos. 4 and 5 is annexed herewith.
2. A member who is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself/herself and a proxy need not be a member of the company. Proxies in order to be effective must be received at the registered office of the company not less than 48 hours before the meeting.
3. The Register of members and the Share transfer books of the Company shall remain closed from 22.09.2008 to 29.09.2008 (both days inclusive).
4. All the Members who are still holding their shares in physical form are requested to get their shares converted into dematerialized Form.
5. Members are advised not to ask for any gift coupons at the AGM, as the same shall not be distributed.
6. Members/Proxies should bring the attendance slip sent herewith, duly filled in and signed and handover the same at the entrance of the meeting hall.
7. Shareholders are requested to bring their copies of the Annual Report for the meeting.

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By order of the Board

Date: 20/08/2008  
Place: New Delhi

Sd/-  
**NITIN GROVER**  
COMPANY SECRETARY

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956****ITEM NO. 4**

Smt. Deepti Agarwal was appointed as Wholetime Director of the Company by the Board of Directors, in their meeting held on 30<sup>th</sup> April, 2008 for a period of 3 years w.e.f 1<sup>st</sup> May, 2008 on the terms and conditions as contained in the enclosed notice. Her appointment was also approved by the Remuneration Committee. She was earlier working in the Company as Equity Research Analyst. She is an experienced person. The Board considers that the appointment of Smt. Deepti Agarwal as Wholetime Director will be beneficial to the company.

Your Directors recommend the resolution for your approval.

The appointment of Smt. Deepti Agarwal as Wholetime Director is subject to the approval of shareholders in general meeting.

None of the Directors except Sh. Sanjay Agarwal and Sh. N.D. Agarwal, are interested in the said resolution.

This explanation together with the accompanying notice is and should be treated as an abstract of the terms of appointment of the Wholetime Director under the provisions of companies Act'1956.

**ITEM NO. 5**

It is proposed to raise additional funds through the issue of Securities in the domestic/ international markets for an amount not exceeding Rs. 50 Crores, or its equivalent in one or more currencies, in one or more trenches, in such form, on such terms, in such manner, at such price or prices and at such times as may be considered appropriate by the Board, to the various categories of investors in the domestic/ international markets, as set out in the Resolution at Item No.5 of the Notice.

Pursuant to the provisions of Section 81 (1A) of the Act, any offer or issue of shares in the Company to persons other than the Members of the Company, requires prior approval of the Members vide a Special Resolution. The Listing Agreement executed by the Company with the Bombay Stock Exchange also provide that the Company shall, in the first instance, offer all securities for subscription pro rata to the Shareholders, unless the Shareholders in a general meeting decide otherwise. In addition to this the Board seeks the authority of Members to carry out various actions for the purpose of giving effect to this Resolution.

Your Directors recommend the resolution for your approval.

None of the Directors are interested in the said resolution, except those Directors who might be interested to the extent of such shares which might be allotted to them relevant to their shareholding.

**Details of Directors seeking Appointment/Re-appointment in ensuing annual general meeting (Pursuant to clause 49 of the listing agreement)**

Name	Smt. Deepti Agarwal	Sh. U. S. Gupta
Age	35	42
Qualification	B.Com. (Hons.)	B.Com, FCA
Expertise	Capital Market	Finance and Accounts
No. of shares held in the Co.	28451	Nil



## **NDA**

## **NDA SECURITIES LTD.**

List of Companies in which he/she  
Director as on 31/03/2008

NDA Realities Pvt. Ltd.

NDA Share Brokers Limited  
NDA Commodity Brokers Pvt. Ltd.  
NDA Research and Technologies Pvt.  
Ltd.  
NDA Realities Pvt. Ltd.

Chairman/member of committee  
of the Board of Directors as on  
31/03/2008

Nil

Audit Committee, Remuneration  
Committee and Investor Grievance cum  
Share Transfer Committee

By order of the Board

Date: 20/08/2008  
Place: New Delhi

Sd/-  
**NITIN GROVER**  
COMPANY SECRETARY





# NDA SECURITIES LTD.

## DIRECTORS' REPORT

### TO THE MEMBERS

Your Directors have pleasure in presenting the Sixteenth Annual Report alongwith the Audited Accounts for the year ended 31<sup>st</sup> March 2008.

### FINANCIAL RESULTS

The Financial results for the year ended 31<sup>st</sup> March, 2008 are as under:

Particulars	Rs. in Lacs	
	31.03.2008	31.03.2007
Income from Operations	802.34	512.94
Other Income	58.39	36.92
Total Income	860.73	549.86
Total Expenditure	658.19	438.30
Interest	12.19	3.03
Gross Profit (loss) after interest but before Depreciation and Tax	190.35	108.53
Depreciation	23.50	23.39
Profit (loss) before Tax	166.85	85.12
Income Tax for earlier years	0.63	0.06
Provision for Tax	57.55	24.31
Deferred Tax Asset/(Liabilities)	2.10	4.90
Fringe Benefit Tax	2.25	1.75
Net Profit (loss)	104.33	54.07
Paid up Equity Capital	509.22	509.22
Reserves	331.07	227.00

### COMPANY'S PERFORMANCE

The income from operations increased to Rs.802.34 lacs, as against Rs.512.94 lacs in the previous year. The net profit increased to Rs.104.33 lacs, as against Rs.54.07 lacs in the previous year. Depending upon the market conditions, your directors are hopeful for better performance in the future.

### DIVIDEND

Your Directors have considered in the interests of the Company to reinvest the profits in the business of the Company for its further growth. Your Directors have therefore decided not to recommend any dividend for the Financial Year under review.