

20th
Annual Report
2011-2012



NDA SECURITIES LIMITED



BOARD OF DIRECTORS

Sh. Sanjay Agarwal, Managing Director
Smt. Deepti Agarwal, Wholetime Director
Sh. Uma Shanker Gupta, Director
Sh. Lalit Gupta, Director
Sh. Ram Kishan Sanghi, Director

CHIEF FINANCE OFFICER

Sh. Prashant Gupta

AUDITORS

Gupta Rustagi & Aggarwal
Chartered Accountants, New Delhi

BANKERS

HDFC Bank
Royal Bank of Scotland
Punjab National Bank
ICICI Bank

Registered Office Address

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

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NDA SECURITIES LTD.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF NDA SECURITIES LIMITED WILL BE HELD ON FRIDAY, 28TH SEPTEMBER, 2012 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 on 31st March, 2012 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. Lalit 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 & Agarwal, 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 RESOLUTION 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, the consent of the Company be and is hereby accorded to the Reappointment of Sh. Sanjay Agarwal as Managing Director of the Company for a period of three year w.e.f. 01.05.2012 on such remuneration and terms and conditions, as detailed below:

A. Salary Rs. 1,25,000/- 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, Sh. Sanjay Agarwal shall also be entitled to the following benefits which shall not be included in the computation of his 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.



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- 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 Managing Director may be allowed to be encashed at the end of the tenure.

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

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

"RESOLVED FURTHER THAT Sh. Sanjay Agarwal shall not 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."

By order of the Board

Date: 21/08/2012
Place: New Delhi

Sd/-
SANJAY AGARWAL
MANAGING DIRECTOR

NOTES:

1. The relevant explanatory statement, pursuant to Section 173(2) of the Companies Act, 1956 in respect of items no. 4 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 20.09.2012 to 28.09.2012 (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.
8. Securities and Exchange Board of India (SEBI) has issued a circular classifying that it shall be mandatory for the transferee(s) to furnish copy of Permanent Account Number (PAN) card to the Company/ Registrars and transfer Agents of the company, for Registration of transfer of shares in the Physical mode, Members may please take a note of the same.
9. The Ministry of corporate Affairs has taken a "Green Initiative in the corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that services of notice/ documents Including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with Skyline Financial Services Private Limited, Registrar and Transfer Agents of the Company.

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

Sh. Sanjay Agarwal was reappointed as Managing Director of the Company by the Board of Directors, in their meeting held on 14.05.2012 for a period of three years with effect from 01.05.2012, on the terms and conditions as contained in the enclosed notice. His appointment was also approved by the remuneration committee in its meeting held on 14.05.2012. Sh. Sanjay Agarwal has played an important role in the overall development of the company and its business through his hard work, vision, foresight and multidimensional skills. The Board considers that the appointment of Sh. Sanjay Agarwal as Managing Director will be beneficial to the company.

Your Directors recommend the resolution for your approval.

The appointment of Sh. Sanjay Agarwal as Managing Director is subject to the approval of shareholders in general meeting.

None of the Directors except Smt. Deepti Agarwal is 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 Managing Director under the provisions of companies Act'1956.

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

Name	Sh. Sanjay Agarwal	Sh. Lalit Gupta
Date of Birth	21st May, 1969	20th August, 1959
Qualification	M.Com, MBA (USA)	B.Com(H), CAIIB
Expertise	Merchant Banking, Investment Banking, Finance and other matters related to Capital Market	Mutual Funds, IPOs, Banking
No. of shares held in the Co.	180785	Nil
List of Companies in which he/she Director as on 31/03/2012	NDA Share Brokers Ltd. NDA Commodity Brokers Pvt. Ltd. NDA Realities Pvt. Ltd. NDA Research and Technologies Pvt. Ltd.	NDA Share Brokers Ltd. NDA Commodity Brokers Pvt. Ltd.



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Chairman/member of committee Nil
of the Board of Directors as
on 31/03/2012

Audit Committee(Chairman),
Remuneration Committee and
Investor Grievance cum Share
Transfer Committee

By order of the Board

Date: 21/08/2012
Place: New Delhi

Sd/-
SANJAY AGARWAL
MANAGING DIRECTOR

**DIRECTORS' REPORT****TO THE MEMBERS**

Your Directors have pleasure in presenting the Twentieth Annual Report alongwith the Audited Accounts for the year ended 31st March 2012.

FINANCIAL RESULTS

The Financial results for the year ended 31st March, 2012 are as under:

Particulars	Rs. In Lacs	
	31.03.2012	31.03.2011
Revenue from Operations	390.21	630.92
Other Income	140.83	42.98
Total Income	531.04	673.90
Total Expenditure (inclusive of interest & Depreciation)	528.80	672.46
Profit (loss) before Tax	2.24	1.44
Provision for Tax	-	-
Deferred Tax (Asset)	2.86	2.07
Net Profit (loss)	5.10	3.51
Paid up Equity Capital	509.22	509.22
Reserves	263.07	257.97

COMPANY'S PERFORMANCE

The Company earned a profit of Rs. 510275/- in the current year, against a Profit of Rs. 351481/- in the previous year. Your company expects a better future.

DIVIDEND

Due to small profit in the Current Year, Your Directors have not recommended any dividend for the Current Year.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Sh. Lalit Gupta, Director, retires by rotation and being eligible, offer himself for re-appointment.

Subject to the approval of Members, the Board of Directors has Re-appointed Sh. Sanjay Agarwal as Managing Director of the Company. The approval of Members is being sought by means of ordinary resolution, which is elsewhere in the notice of the Annual General Meeting.



DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to section 217 (2AA) of the Companies Act, 1956, the Directors hereby confirm:

- That in the preparation of the Annual Accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures.
- That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended 31st March, 2012 and of the Profit of the Company for that year.
- That the Directors have taken proper and sufficient care to the best of their knowledge and capacity for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the company and for Preventing and detecting fraud and other irregularities.
- That the Directors have prepared the Annual Accounts on a going concern basis.

CORPORATE GOVERNANCE

As required by Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited, Corporate Governance Report, Management Discussion and Analysis Report, and Auditor's Certificate regarding compliance of conditions of Corporate Governance are attached and form a part of this Annual Report.

LISTING ON STOCK EXCHANGES

The Equity Shares of the Company continue to be listed on The Bombay Stock Exchange Limited.

SUBSIDIARY COMPANIES

The Audited Statements of Accounts of NDA Share Brokers Limited and NDA Commodity Brokers Private Limited alongwith the reports of Directors and Auditors for the year ended 31st March, 2012 and the statement as required under Section 212 of the Companies Act, 1956 are attached.

NDA Share Brokers Ltd. is a Member of the Delhi Stock Exchange Association Limited. The DSE has had no business for the last few years. The Company incurred a loss of Rs. 547752/- during the year.

NDA Commodity Brokers Pvt. Ltd. has earned a Profit of Rs. 89744/- after taxation during the year.



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CONSOLIDATED FINANCIAL STATEMENTS

As required under clause 32 of the Listing Agreement with the Bombay Stock Exchange Limited, Audited consolidated financial statements form part of Annual Report.

AUDITORS

The Statutory Auditors of the Company, M/s Gupta, Rustagi and Agarwal, Chartered Accountants, retire at the conclusion of ensuing Annual General Meeting and being eligible offer themselves for re-appointment. A certificate has been received from them to the effect that their re-appointment, if made, shall be in accordance with the limits specified in sub-section (1B) of Section 224 of the Companies Act, 1956.

AUDITORS' REPORT

The Auditors Report read together with the Notes to Accounts is self explanatory and do not call for any further explanations under Section 217(3) of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES

No employee is covered under section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended.

OTHER PARTICULARS

The provisions relating to the conservation of energy and technology absorption as required to be disclosed by section 217(1)(e) of the Companies Act, 1956 do not apply to the Company. The Company had no foreign Exchange earning / outgo during the year under review.

FIXED DEPOSIT

The company has neither accepted fresh Fixed Deposit nor renewed any Fixed Deposit during the year ended 31/03/2012.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation for the co-operation and support extended by the Company's Bankers, Stock Exchanges, other Regulatory Bodies, Share Holders & members of the staff at all levels.

For and on behalf of the Board

Date: 21/08/2012
Place: New Delhi

Sd/-
SANJAY AGARWAL
MANAGING DIRECTOR

Sd/-
DEEPTI AGARWAL
WHOLETIME DIRECTOR

CORPORATE GOVERNANCE REPORT
1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company believes in transparency in all its dealings and emphasizes on integrity and compliance. NDA Group considers proper Corporate Governance as a prerequisite for meeting the needs of shareholders and customers of the Company. With this in mind, the Management has observed complete transparency and made adequate disclosures in this Report.

2. BOARD OF DIRECTORS

The Board of Directors comprises of 5 Directors. Composition, Category of Directors and other Directorship details are as follows:

Category	Name & Designation	No. of other Directorships & Committee Membership / Chairmanship		
		Directorship (including Pvt. Ltd.)	Committee Chairmanship	Committee Member
Promoter Executive Director	Sh. Sanjay Agarwal Managing Director	4	-	-
Executive Director	Smt. Deepti Agarwal Whole Time Director	1	-	-
Independent Non Executive Director	Sh. Uma Shanker Gupta Director	4	2	1
Independent Non Executive Director	Sh. Lalit Gupta, Director	2	1	2
Independent Non Executive Director	Sh. Ram Kishan Sanghi Director	5	-	3

The attendance of the Directors of the Company at the Board meetings & Annual General Meetings are as follows:

Directors	No. of Board Meetings Held During the year	No. of Board Meetings Attended	Attended Last AGM on 29/09/2011
Sh. Sanjay Agarwal	07	07	Yes
Smt. Deepti Agarwal	07	07	Yes
Sh. Uma Shanker Gupta	07	07	Yes
Sh. Lalit Gupta	07	07	Yes
Sh. Ram Kishan Sanghi	07	07	Yes