

**21st
Annual Report
2012-2013**



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. Amit Aggarwal

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

CONTENTS	PAGE No.
NOTICE	1
DIRECTORS' REPORT	3
REPORT ON CORPORATE GOVERNANCE	6
MANAGEMENT DISCUSSION & ANALYSIS	13
AUDITORS' REPORT	18
BALANCE SHEET	22
PROFIT & LOSS ACCOUNT	23
NOTES TO THE ACCOUNTS	24
CONSOLIDATED FINANCIAL STATEMENTS	38
ANNUAL REPORT OF SUBSIDIARY COMPANIES	56



NDA SECURITIES LTD.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF NDA SECURITIES LIMITED WILL BE HELD ON FRIDAY, 27TH SEPTEMBER, 2013 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 31st March, 2013 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 Smt. Deepti Agarwal, who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint a Director in place of Sh. Ram Kishan Sanghi who retires by rotation and being eligible offers himself for re-appointment.
4. 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.

By order of the Board

Sd/-

(SANJAY AGARWAL)
MANAGING DIRECTOR

Date: 12.08.2013

Place: New Delhi

NOTES:

1. 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.
2. The Register of members and the Share transfer books of the Company shall remain closed from 17.09.2013 to 27.09.2013 (both days inclusive).
3. All the Members who are still holding their shares in physical form are requested to get their shares converted into dematerialized Form.
4. Members are advised not to ask for any gift coupons at the AGM, as the same shall not be distributed.
5. 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.
6. Shareholders are requested to bring their copies of the Annual Report for the meeting.
7. 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.
8. 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.



NDA SECURITIES LTD.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE 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. Ram Kishan Sanghi	Smt. Deepti Agarwal
Category	Independent, Non Executive	Non promoter, Executive
Interse Relationship	N.A	Wife of Managing Director
Date of Appointment	11th May, 2010	1st May, 2008
Date of Birth	31st October, 1968	17th August, 1973
Qualification	B.Com, FCA	B.Com(H)
Expertise	Finance and other matters related to Capital Market	Capital Market and Marketing
No. of shares held in the Co.	Nil	28451
List of Companies in which he/she Director as on 31/03/2013	Aabhi Fincap Ltd Radharani Buildtech Pvt. Ltd Swan Computech Pvt. Ltd. Samay Media and Communication Pvt. Ltd. Sunshine Advertising and Marketing Pvt. Ltd.	NDA Realities Pvt. Ltd
Chairman/member of committee of the Board of Directors as on 31/03/2013	Member of Audit Committee, Remuneration Committee and Shareholders/Investors Grievance Committee	Nil

By order of the Board

Date: 12.08.2013
Place: New Delhi

Sd/-
(SANJAY AGARWAL)
MANAGING DIRECTOR



NDA SECURITIES LTD.

DIRECTORS' REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting the Twenty First Annual Report alongwith the Audited Accounts for the year ended 31st March 2013.

FINANCIAL RESULTS

The Financial results for the year ended 31st March, 2013 are as under:

Particulars	Rs. In Lacs	
	31.03.2013	31.03.2012
Revenue from Operations	351.82	390.21
Other Income	51.54	140.83
Total Income	403.36	531.04
Total Expenditure (inclusive of interest & Depreciation)	432.93	528.80
Profit (loss) before Tax	(29.57)	2.24
Provision for Tax	-	-
Deferred Tax (Asset)	4.41	2.86
Net Profit (loss)	(25.16)	5.10
Paid up Equity Capital	509.22	509.22
Reserves	237.91	263.07

COMPANY'S PERFORMANCE

The Company incurred a loss of Rs. 25,16,532/- in the current year, against a Profit of Rs. 5,10,275/- in the previous year.

DIVIDEND

Due to loss 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, Smt. Deepti Agarwal and Sh. Ram Kishan Sanghi, Directors, retire by rotation and being eligible, offer themselves for re-appointment



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, 2013 and of the loss 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, 2013 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. 13,29,474/- during the year.

NDA Commodity Brokers Pvt. Ltd. has incurred a loss of Rs. 5,13,316/- during the year.



NDA SECURITIES LTD.

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 31/03/2013.

CASH FLOW ANALYSIS

In conformity with the provisions of clause 32 of the Listing Agreement, the Cash Flow Statement for the year ended 31.03.2013 is annexed hereto.

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: 12/08/2013
Place: New Delhi

Sd/-
SANJAY AGARWAL
MANAGING DIRECTOR

Sd/-
DEEPTI AGARWAL
WHOLETIME DIRECTOR



NDA SECURITIES LTD.

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	Last AGM Attended on 29/09/2012
Sh. Sanjay Agarwal	05	05	Yes
Smt. Deepti Agarwal	05	05	Yes
Sh. Uma Shanker Gupta	05	05	Yes
Sh. Lalit Gupta	05	05	Yes
Sh. Ram Kishan Sanghi	05	05	Yes



NDA SECURITIES LTD.

The Board of Directors met 05 times during the year on the following dates:

May 14 2012, August 14 2012, August 21 2012, November 08 2012 and February 12 2013.

3. INFORMATION SUPPLIED TO THE BOARD

The Board has complete access to all information with the company. Desired information is regularly provided to the Board as a part of the agenda papers well in advance of the Board Meetings or is tabled in the course of the Board Meeting. Besides this, the Board periodically reviews internal control and compliance with laws applicable to the company, as well as steps taken by the company to rectify instances of non-compliances.

4. RISK MANAGEMENT

The Board of Directors from time to time evaluates and discusses the Risk assessment and mitigation mechanism in their meetings.

5. AUDIT COMMITTEE

The Board of Directors has constituted Audit Committee to assist the Board in discharging their responsibilities effectively. The Audit Committee comprises the following Directors:

S. NO.	NAME	CATEGORY	NO. OF MEETINGS ATTENDED
1	Sh. Lalit Gupta (Chairman)	Non – Executive	7
2	Sh. Uma Shanker Gupta	Non – Executive	7
3	Sh. Ram Kishan Sanghi	Non – Executive	7

During the year 2012-13, seven meetings of the Audit Committee were held on May 14 2012, June 18 2012, August 14 2012, August 21 2012, November 08 2012, December 11 2012 and February 12 2013.

The terms of reference for the Audit Committee are as stipulated in Clause 49 of the listing Agreement. The functions of the Audit Committee are as per Company Law and Listing Agreement with the Bombay Stock Exchange Limited. This includes overseeing of Company's Financial Reporting process, Recommending the appointment and removal of external auditors, reviewing the Annual Financial Statements, Financial Management policies, Adequacy of Internal Control System and Internal Audit Functions.

6. REMUNERATION COMMITTEE

The Committee consists of:

Sh. Uma Shanker Gupta	Chairman
Sh. Lalit Gupta	Member
Sh. Ram Kishan Sanghi	Member

The Board has constituted Remuneration Committee which devises the policy relating to Executive Directors / Managers.

One meeting of the Remuneration Committee was held on 14th May, 2012.

At present the non-executive Directors are only paid sitting fees.



NDA SECURITIES LTD.

Details of the remuneration paid to the Directors for the financial year ended 31/03/2013 are as given below:

Name	Remuneration (Rs.)	Sitting Fees (Rs.)	Total (Rs.)
Sh. Sanjay Agarwal	1500000/-	--	1500000/-
Smt. Deepti Agarwal	900000/-	--	900000/-
Sh. Uma Shanker Gupta	--	9000/-	9000/-
Sh. Lalit Gupta	--	9000/-	9000/-
Sh. Ram Kishan Sanghi	--	9000/-	9000/-

Details of the shares of the Company held by the Directors as on 31st March 2013 are as below:

Name	No. of Shares	Percentage of shareholding
Sh. Sanjay Agarwal	180785	3.55
Smt. Deepti Agarwal	28451	0.56

Other Directors do not hold any shares in the Company.

7. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

The Company also has a Committee to look after the investor grievances relating to their various issues.

The Committee consists of the following Directors:

Sh. Uma Shanker Gupta	Chairman
Sh. Lalit Gupta	Member
Sh. Ram Kishan Sanghi	Member

The Committee addresses the effective redressal of the complaints of the shareholders such as dematerialization, transfer, non-receipt of Balance Sheet. The Committee also recommends the steps to be taken for further improvement in the quality of service to the investors. In case of Grievances, the investors may contact at email- investorcell@ndaIndia.com

Compliance Officer:- Sh. Amit Aggarwal, Chief Finance Officer.

The Company received zero complaint during the year

No requests for transfer / transmission of shares / issue of duplicate shares were pending for approval as on 31st March 2013.

No request for dematerialization and rematerialization were pending as on 31st March 2013.

8. SUBSIDIARY COMPANIES

The Company has following subsidiary companies as on 31st March, 2013:

1. NDA Share Brokers Ltd
2. NDA commodity Brokers Pvt. Ltd.

The Audit Committee of the Company reviews the financial statements and the investments made by these unlisted subsidiary companies. The minutes of the Board Meetings of all the unlisted subsidiaries including non-material unlisted Indian subsidiary companies are placed at the Board Meetings of the Company. The Management also periodically brings to the attention of the Board of Directors, a statement of all significant transactions and arrangements entered, if any, by all the unlisted subsidiary companies.