

22nd
ANNUAL REPORT
2013-2014



NDA SECURITIES LIMITED



NDA SECURITIES LTD.

NDA SECURITIES LIMITED

(CIN: L74899DL1992PLC050366)

Regd. Office: 1002A, Arunachal, 19, Barakhamba Road, New Delhi – 110001.

Tel: 011-46204000, **Fax:** 011-46204050, **E-mail:** info@ndaIndia.com

Website: www.ndaIndia.com

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

COMPANY SECRETARY

Ms. Ankita Jain

CHIEF FINANCE OFFICER

Ms. Megha Khatri

AUDITORS

Gupta Rustagi & Aggarwal
Chartered Accountants, New Delhi

BANKERS

HDFC Bank
Ratnakar Bank
Punjab National Bank
ICICI Bank

REGISTRAR AND

SHARE TRANSFER AGENTS:

Beetal Financial & Computer Services Pvt. Ltd
Beetal House, 3rd Floor, 99 Madangir,
Behind Local Shopping Centre,
Nead Dada Harsukhdas Mandir,
New Delhi-110062
Tel: 011-29961281-82,
Fax: 011-29961284
Email: beetalrta@gmail.com,
Website: www.beetalfinancial.com

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 22ND ANNUAL GENERAL MEETING OF NDA SECURITIES LIMITED WILL BE HELD ON MONDAY, 29TH SEPTEMBER 2014, AT 04:00 P.M. AT AGARWAL DHARMSHALA, OCF POCKET 104, KALKAJI VISTAR, NEAR PUNJSONS FACTORY, NEW DELHI-110019 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2014 and the Statement of Profit & Loss for the year ended on that date together with the Reports of the Auditors and Directors thereon.
2. To appoint a director in place of Mrs. Deepti Agarwal (DIN: 00049250), who retires by rotation and being eligible offers herself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

To appoint auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the 25th Annual General Meeting and to fix their remuneration and pass the following resolution thereof:

"RESOLVED THAT pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s Gupta Rustagi & Aggarwal, Chartered Accountants as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 25th Annual General meeting of the company to be held in the year 2017 subject to ratification at each Annual General Meeting on a remuneration to be fixed by the Board of Directors."

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Sh. Uma Shanker Gupta (DIN 00008823), Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director for a term of 5 Years from the date of this AGM.

5. To consider and, if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Sh. Lalit Gupta (DIN 00021031), Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his

candidature for the office of Director, be and is hereby appointed as an Independent Director for a term of 5 Years from the date of this AGM.

6. To consider and, if thought fit, to pass with or without modification(s) the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Sh. Ram Kishan Sanghi (DIN 00350616), Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 Years from the date of this AGM.

7. To consider and, if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

"RESOLVED THAT, pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule V of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof) for the time being in force, approval of members is hereby accorded to the re- appointment of Smt. Deepti Agarwal as Whole-time Director of the Company for a period of three years w.e.f. 1st May, 2014 on such remunerations and terms and conditions, as detailed below:

- A. Salary Rs. 75,000/- per month

- B. Perquisites and Allowances:

- a. 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.
- b. LEAVE TRAVEL CONCESSION: Leave Travel Concession for self and family once in a year.
- c. CLUB FEES: Fees of clubs subject to maximum of two clubs excluding life membership fees.
- d. PERSONAL ACCIDENT INSURANCE: premium for Personal Accident Policy shall be paid by the Company, in accordance with the rules of the Company.
- e. CONVEYANCE AND TELEPHONE: Car with driver for use on Company's business and telephone at residence along with 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.
- f. 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:

- a. 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.
- b. 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.

- c. GRATUITY: Not exceeding half month's salary for each completed year of services.
- d. 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.
- e. 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.
- f. 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 and the remuneration of Smt. Deepti Agarwal is as per remuneration policy of the Company.

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 V of the Companies Act, 2013 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."

8. To consider and, if thought fit, to pass with or without modifications the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Members is hereby accorded to adopt new set of Articles of Association and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
For NDA SECURITIES LIMITED

Sd/-

(Ankita Jain)

Company Secretary

Date: 12.08.2014

Place : New Delhi

NOTES:

1. An explanatory statement as required under Section 102 of Companies Act, 2013 in respect of the special businesses specified above is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

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 authorizing representatives to attend the Meeting and vote on their behalf at the Meeting.

3. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September 2014 to 29th September 2014 (both days inclusive) for the purposes of holding the Annual General Meeting.
4. Brief Resume of all Directors proposed to be re-appointed/appointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorships , memberships/chairmanships for Board / Committees, shareholding and relationship between directors inter-se as stipulated in Clause 49 of the Listing Agreement with Stock Exchanges are provided in the annexure to the notice.
5. Relevant documents referred to in accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, between 11:00 a.m. and 1:00 p.m. up to the date of the Meeting.
6. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.
7. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agent of the Company.
8. For convenience of the members and for proper conduct of the meeting, entry to the place of the meeting will be regulated by way of attendance slip, which is annexed to this notice. Members are requested to bring their attendance slip, sign the same at the place provided and hand it over at the entrance of the venue.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically to support 'Green Initiative'.
10. Voting through electronic means
 - I Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide facility to members to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

- II The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolutions placed by the Company on e-Voting system.
- III The Notice of the AGM of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or www.ndaindia.com.
- IV The e-voting period commences on September 23, 2014 (9:00 am) and ends on September 25, 2014 (6:00 pm). During this period shareholders' of the Company, may cast their votes electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. Moreover, the Members, who casted their votes electronically shall not be allowed to cast vote on poll at the AGM.
- V The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, Friday, August 29, 2014.

The process and instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL (for members whose email Ids are registered with the Company/Depository Participants(s)):
 - i. Open the attached PDF file "NDA Securities Ltd e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
 - ii. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
 - iii. Click on "Shareholder - Login".
 - iv. Put User ID and password as initial password noted in step (i) above and Click Login.
 - v. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
 - vi. Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
 - vii. Select "EVEN" of NDA Securities Limited. Members can cast their vote online from September 23, 2014 (9:00 am) and ends on September 25, 2014 (6:00 pm). Note: e-Voting shall not be allowed beyond said time.
 - viii. Now you are ready for "e-Voting" as "Cast Vote" page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
 - x. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail kapahiassociates@yahoo.com with a copy marked to evoting@nsdl.co.in.
 - B. In case a Member receives physical copy of the Notice of AGM (for Members whose email Ids are not registered with the Company/Depository Participants or requesting Physical copy):
 - i. EVEN (E Voting Event Number) USER ID PASSWORD/PIN enclosed in a separate sheet along with AGM Notice.
 - ii. Please follow all steps from Sr. No. (ii) to (x) above, to cast vote.
- VI. If you are already registered with NSDL for e-voting, then you can use your existing User Id and Password/PIN for casting your vote.

- VII. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following Telephone No.: 022-2499 4600.
- VIII. You can also update your mobile number and e-mail id in the user details of the folio which may be used for sending future communication(s).
- IX. Mr. S.K Kapahi, Practising Company Secretary (Membership No. 1407) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- X. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- XI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ndaindia.com in and on the website of NSDL within two(2) days of passing of the resolutions at this AGM of the Company and communicated to the BSE Limited.

Explanatory Statement in respect of the Special Businesses pursuant to Section 102 of the Companies Act, 2013

The following statement sets out all the material facts relating to the Special Business mentioned under Item Nos. 4 to 8 of the accompanying notice.

Item No. 4, 5 & 6

Sh. Uma Shanker Gupta, Sh. Lalit Gupta and Sh. Ram Kishan Sanghi were appointed as Directors of the Company liable to retire by rotation, who are categorized as Independent Directors under the Listing Agreement. In terms of the relevant provisions of the Companies Act, 2013 (the new Act), these Directors have been appointed by the Board as Independent Directors under Section 149 read with provisions, rules and Schedule IV of the Companies Act, 2013. They will hold office for a period of 5 Years from 29th September 2014 i.e. date of AGM. As per Section 150, their appointments are to be approved by the Shareholders and hence the same are placed for consideration and approval at the AGM.

In terms of the relevant provisions of the Act, Sh. Uma Shanker Gupta, Sh. Lalit Gupta and Sh. Ram Kishan Sanghi will not be liable to retirement by rotation.

All the appointees comply with the criteria for Independent Directors specified in Section 149(6) of the Companies Act, 2013. Considering their qualification, experience etc, they are qualified to be appointed as the Independent Directors. Further they have been the independent directors of NDA Securities Limited and are well versed with the Company's business. Therefore their appointment and guidance as the Independent Directors will be of great value to the Company.

The Board recommends the resolutions for the consideration of the Members and their approval.

Except the respective appointees, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 4 to 6.

Item No. 7

At the Board Meeting held on April 24, 2014, Smt. Deepti Agarwal has been re-appointed as the Whole time Director of the Company for a period of 3 Years, w.e.f. 1st May 2014 subject to the approval of the Members.

At the meeting held on April 24, 2014, the Board, based on the recommendations of the Nomination and Remuneration Committee, re-appointed Smt. Deepti Agarwal as Whole time Director for a period of 3 Years on the terms and conditions set out in the resolution.

Smt. Deepti Agarwal, aged 41 Years is a graduate and has more than 9 years of experience in stock broking, finance etc. She holds 28,451 equity shares in the company and hold directorship in other company namely NDA Realities Private Limited.

The proposed resolution is in interest of the company and your Directors recommend resolution for your approval as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company including their relatives are concerned or interested except Smt. Deepti Agarwal and Sh. Sanjay Agarwal in resolution at Item No. 7.

Item No. 8

With the promulgation of the Companies Act, 2013, together with various schedules thereto and the Rules made thereunder (collectively referred to as "Act"), in replacement of the Companies Act, 1956, it has become necessary to change the existing Articles of Association to bring them in consonance with the provisions of the Companies Act, 2013.

The proposed resolution is in interest of the company and your Directors recommend resolution for your approval as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company including their relatives are concerned or interested in resolution at Item No. 8.

By Order of the Board of Directors

Sd/-

(ANKITA JAIN)
Company Secretary

Date: 12.08.2014
Place : New Delhi

**NDA SECURITIES LTD.****Details of Directors Seeking Appointment / Re-Appointment at the 22nd Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)**

Name of the Director	Smt. Deepti Agarwal	Sh. Uma Shanker Gupta	Sh. Lalit Gupta	Sh. Ram Kishan Sanghi
Director Identification Number	00049250	00008823	00021031	00350516
Date of Birth	17 th August 1973	20 th November 1966	20 th August 1959	31 st October 1968
Date of Appointment on the Board	01/05/2008	07/08/2000	10/02/2003	11/05/2010
Nationality	Indian	Indian	Indian	Indian
Category	Executive, Whole-time Director	Non-Executive, Independent Director	Non-Executive, Independent Director	Non-Executive, Independent Director
Relationship with other director	Wife of Sh. Sanjay Agarwal, Managing Director	None	None	None
Qualifications	Graduate	Graduate and Fellow Chartered Accountant	Graduate and CAIIB	Graduate and Fellow Chartered Accountant
Expertise in Specific Functional Area	Capital Market	Stock Market, Finance & Accounts	Stock broking, Merchant banking & Finance	Capital Market, Finance & Accounts
List of Directorships held in other Companies	1. NDA Realities Private Limited	1. NDA Share Brokers Limited 2. NDA Commodity Brokers Private Limited 3. NDA Research & Technologies Private Limited 4. NDA Realities Private Limited 5. Panna Associates Private Limited	1. NDA Share Brokers Limited 2. NDA Commodity Brokers Private Limited	1. Swan Computech Private Limited 2. Radharani Buildtech Private Limited 3. Aabhi Fincap Limited 4. Sun Shine Advertising And Marketing Private Limited 5. Samay Media And Communication Private Limited
Chairman/Member of the Committees of the Boards of other companies in which he is director as on 31.03.2014	NIL	NIL	NIL	NIL
Shareholding in NDA Securities Limited	28,451 Shares	NIL	100 Shares	NIL

Place: Delhi

Dated: 12.08.2014

By Order of the Board of Directors

Sd/-
(ANKITA JAIN)
Company Secretary