

23RD
ANNUAL REPORT
2014-15



NDA SECURITIES LIMITED

CORPORATE INFORMATION**BOARD OF DIRECTORS**

Mr. Sanjay Agarwal (Managing Director)
Mrs. Deepti Agarwal (Whole Time Director)
Mr. Lalit Gupta, (Director)
Mr. Uma Shanker Gupta(Director)
Mr. Ram Kishan Sanghi(Director)

AUDIT COMMITTEE

Mr. Lalit Gupta- Chairman
Mr. Uma Shanker Gupta- Member
Mr. Ram Kishan Sanghi- Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Uma Shanker Gupta- Chairman
Mr. Lalit Gupta- Member
Mr. Ram Kishan Sanghi- Member

SHARE TRANSFER/ STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Uma Shanker Gupta- Chairman
Mr. Lalit Gupta- Member
Mr. Ram Kishan Sanghi- Member

STATUTORY AUDITORS

Gupta Rustagi & Aggarwal
Chartered Accountants, New Delhi

BANKERS

HDFC Bank
Ratnakar Bank
Punjab National Bank
ICICI Bank

REGISTRAR & SHARE TRANSFER AGENTS

Beetal Financial & Computer Services Pvt. Ltd.
Beetal House, 3rd Floor, 99 Madangir,
Behind Local Shopping Centre,
New Delhi- 110062
Tel: 011-29961281-83
Fax: 011-29961284
Email: beetalrta@gmail.com
Website: www.beetalfinancial.com

COMPANY SECRETARY

Ms. Vanshika Rastogi

CHIEF FINANCE OFFICER

Ms. Megha Khatri

REGISTERED OFFICE

1002A, Arunachal, 19, Barakhamba Road,
New Delhi- 110001
Tel: 011-46204009,
Fax: 011- 46204050
email: legal@ndaIndia.com
website: www.ndaIndia.com

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NDA SECURITIES LIMITED

(CIN: L74899DL1992PLC050366)

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

Tel: 011-46204000, **Fax:** 011-46204050, **E-mail:** legal@ndaindia.com,

Website: www.ndaindia.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 23RD ANNUAL GENERAL MEETING OF NDA SECURITIES LIMITED WILL BE HELD ON MONDAY, 28TH SEPTEMBER 2015, AT 4:00 P.M. AT AGGARWAL DHARMSHALA, OCF POCKET 104, KALKAJI EXTENSION, NEAR PUNJSONS FACTORY, NEW DELHI- 110019 TO TRANSACT THE FOLLOWING BUSINESSES:-

Ordinary Business

1. To consider and adopt:
 - (a) the Audited Financial Statement of the Company for the financial year ended 31st March, 2015 and the Directors' and Auditors' Reports thereon, and
 - (b) the Audited consolidated financial statement of the Company for the financial year ended 31st March, 2015.
2. To appoint a director in place of Mr. Sanjay Agarwal (DIN: 00010639), who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of the Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, (including any statutory modification(s) or re-enactment thereof), the appointment of M/s Gupta Rustagi & Aggarwal, Chartered Accountants, (Registration No. 008084N) which has been approved at the Annual General Meeting held on September 29th, 2014 for a term of 3 years, i.e. from the conclusion of the 22nd Annual General Meeting until 25th Annual General Meeting, be and is hereby ratified for the financial year 2015-16 and the Board of Directors/ Committee of the Board be and is hereby authorised to fix their remuneration including out of pocket expenses incurred by them in connection with statutory audit and/ or continuous audit under the Companies Act, 2013."

Special Business

4. 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 Section 196, 197, 198 and 203 and all other applicable provisions of the Companies Act, 2013 (as amended from time to time or any statutory modifications or re-enactments thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and/or any other guidelines issued by the Central Government from time to time (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, and based on the recommendation of the Nomination & Remuneration Committee, consent of the Company be and is hereby accorded to the re-appointment of Mr. Sanjay Agarwal as Managing Director of the Company for a period of three years w.e.f. May, 1st 2015 to April, 30th 2018 on such remunerations and terms and conditions, as detailed below:

A. SALARY

Salary :Rs. 1,50,000/- 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.

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, Mr. Sanjay Agarwal shall also be entitled to the following benefits which shall not be included in the computation of this 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 as per rules of the 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 Managing Director may be allowed to be encashed at the end of the tenure.

RESOLVED FURTHER THAT Mr. Sanjay Agarwal shall be liable to retire by rotation.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, he shall be paid remuneration as decided above and as per the provisions contained in Schedule V to the Companies Act, 2013, as amended from time to time or any statutory modifications or re-enactments there for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is authorized to vary, alter, increase, expand, enhance, enlarge or widen the remuneration and perquisites, including the monetary value thereof within the aforesaid limits and subject to the conditions specified in Schedule V to the Companies Act, 2013, as amended from time to time or any statutory modifications or re-enactment thereof, for the time being in force and as may be agreed between the Board of Directors and Mr. Sanjay Agarwal.

RESOLVED FURTHER THAT any of the director of the company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution."

- 5. 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 Section 196, 197, 198 and 203 and all other applicable provisions of the Companies Act, 2013 (as amended from time to time or any statutory modifications or re-enactments thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and/or any other guidelines issued by the Central Government from time to time (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, and based on the recommendation of the Nomination & Remuneration Committee, consent of the Company be and is hereby accorded for the increase in salary of Mrs. Deepti Agarwal, Whole time Director of the Company from Rs. 75,000/- to Rs. 1,00,000/- per month with effect from 1st April, 2015 on such terms and conditions as detailed below:

- a) The perquisites and allowances being paid shall be based on increased salary.
- b) She shall be paid the increased remuneration for the remaining period of her tenure i.e. upto 30th April, 2017.
- c) In the event of absence or inadequacy of profits in any year comprised in the period of appointment, the above remuneration will be minimum remuneration. However, such 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 re-enactment thereof.

RESOLVED FURTHER THAT any of the director of the company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

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

“RESOLVED THAT pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013 (the “Act”) and the rules made there under (including any statutory modifications or re-enactments thereof for the time being in force) and other applicable provisions, if any, of the Act and the Articles of Association of the Company, the consent of the members of the company be and is hereby accorded to the Board of Directors (hereinafter referred as ‘Board’ which term shall include a Committee thereof authorized for the purpose) of the Company, to borrow, from time to time, in any manner, from anyone or more of the Company’s bankers or other persons, bodies corporate or financial institutions, whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets and properties and all or any of the undertakings of the Company, provided that the aggregate borrowings (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business) that may be borrowed by the Board and outstanding at any point of time shall not at any time exceed Rs. 20 crores (Rupees Twenty Crores Only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this Resolution, inclusive of authorizing any Director of the Company/ Company Secretary to file the necessary documents with the Registrar of Companies, NCT of Delhi & Haryana and/or any other authority, wherever required.”

By Order of the Board of Directors

Vanshika Rastogi

Company Secretary

ACS-36254

Place: New Delhi

Date: 12.08.2015

Notes:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy/ Proxies to attend and vote instead of Himself/ Herself. Such a Proxy/ Proxies need not be a member of the Company. The Proxy form should be deposited at the registered office of the Company not less than 48 Hours before the time for holding the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. Proxies submitted on behalf of Corporate Members must be supported by an appropriate Resolution/ Authority, as applicable.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 22.09.2015 to 28.09.2015 (both days inclusive) for the purpose of Annual General Meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business at the meeting is annexed hereto.
4. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Director(s), seeking appointment/ re- appointment at the Annual General Meeting, forms integral part of the notice. The Director(s) has furnished the requisite declarations for their appointment/ re- appointment.
5. Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 are being sent in the permitted manner.
6. Electronic copy of the Notice of the 23rd Annual General Meeting of the Company inter alia indicating the process and manner of e- voting along with Attendance slip and proxy form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website www.ndaindia.com for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post. For any communication, the members may also send requests to the Company's email id: legal@ndaindia.com
7. The physical copies of the relevant documents mentioned in accompanying notice will be available at the Company's Registered Office in New Delhi for inspection during normal business hours on all working days, except Saturdays, during the Business hours up to the date of the Meeting.
8. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the meeting.
9. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.
10. **Voting through electronic means**
 - In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services. The Facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM (remote e-voting) will be provided by National Securities Depository Limited (NSDL):
 - The facility for voting through poll paper shall be made available at the AGM, and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Poll.
 - The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- The remote e-voting period commences on **25.09.2015 at 9.00 AM to 27.09.2015 at 5.00 P.M.** During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **21.09.2015**, may cast their vote by remote e- voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the member shall not be allowed to change it subsequently. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

- 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 email and open PDF file viz; **“NDA Securities Limited remote e-Voting. pdf”** with 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. The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.
 - ii. Launch the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder – Login.
 - iv. Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of remote e-voting opens. Click on e-voting: Active Voting Cycles.
 - vii. Select “EVEN” (E-Voting Event Number) of NDA Securities Limited.
 - viii. Now you are ready for remote 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. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are 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 to 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 and Attendance Slip (for Members whose email addresses are not registered with the Company/Depositories) or requesting physical copy:
- I. Initial password is provided in the separate sheet along with AGM Notice:

EVEN (Remote E-voting Event Number)	USER ID	PASSWORD
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- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
- 2) Voting at AGM: The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

OTHER INSTRUCTIONS:

- i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Members and remote e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com.
- ii. 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.

- iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iv. The Shareholders, whose names appear in the Register of Members / list of Beneficial Owners as on **21.09.2015**, are entitled to vote on the Resolutions set forth in this Notice.
- v. The remote e-voting period will commence on **25.09.2015 (09:00am)** and **will ends on 27.09.2015(5.00 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 21.09.2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- vi. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **21.09.2015**.
- vii. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as of the cut-off date i.e. 21.09.2015 may obtain the login ID and password by sending an email to legal@ndaindia.com or evoting@nsdl.co.in by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com
- viii. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- ix. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- x. Mr. Surrinder Kishore Kapahi, of Kapahi & Associates, Practicing Company Secretary (Membership No. FCS1407, CP No. 1118) has been appointed as the Scrutiniser for providing facility to the Members of the Company to scrutinise the voting and remote e-voting process in a fair and transparent manner.
- xi. The Scrutiniser shall, immediately after the conclusion of voting at annual general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall within 3 days of conclusion of the meeting submit a consolidated scrutiniser report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.
- xii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of 'Poll Paper' for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xiii. The results along with the Scrutinizers' Report shall be placed on the website of the Company www.ndaindia.com and on the website of NSDL and shall be communicated to BSE Limited, where the shares of the Company are listed.

By Order of the Board of Directors

Vanshika Rastogi
Company Secretary
ACS-36254

Place: New Delhi
Date: 12.08.2015

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

Item No. 4

Based on the recommendations of the Nomination and Remuneration Committee, the Directors at its meeting held on 20th April, 2015, re- appointed Mr. Sanjay Agarwal as Managing Director of the Company, for a period of 3 years w.e.f 1st May, 2015 to 30th April, 2018, on the terms and conditions as set out in the resolution.

Your Directors recommend the resolution for your approval.

Sh. Sanjay Agarwal himself and Smt. Deepti Agarwal, Whole time Director of the Company and their respective relatives, financially or otherwise are concerned or interested in the said Resolution. None of the other Directors of the Company and Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the said Resolution.

Item No. 5

Based on the recommendations of the Nomination and Remuneration Committee, your Board of Directors at the meeting held on 20th April, 2015, the revision in the terms of remuneration of Mrs. Deepti Agarwal as the Whole Time Director of the Company, by way of change in the basic salary payable to Mrs. Deepti Agarwal from Rs. 75,000/- to Rs. 1,00,000/- per month with effect from 1st April, 2015 for the remainder of her term upto 30th April, 2017.

Your Directors recommend the resolution for your approval.

Smt. Deepti Agarwal herself and Sh. Sanjay Agarwal, Managing Director of the Company and their respective relatives, financially or otherwise are concerned or interested in the said Resolution. None of the other Directors of the Company and Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the said Resolution.

Item No. 6

Section 180 (1)(c) of the Companies Act, 2013 ("Act"), 2013, requires the consent of the Members in the General Meeting for authorising the Board of Directors to borrow monies (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital and free reserves.

In view of the present and future business requirements the company, it is recommended to increase the borrowing powers of the Board of Directors to Rs. 20 crores (Rupees Twenty Crores) only.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested in this resolution.

By Order of the Board of Directors

Vanshika Rastogi

Company Secretary

ACS-36254

Place: New Delhi

Date: 12.08.2015

**Details of Director Seeking Appointment / Re-Appointment at the 23rd Annual General Meeting
(Pursuant to Clause 49 of the Listing Agreement)**

Name of the Director	Mr. Sanjay Agarwal
Director Identification Number	00010639
Date of Birth	21/05/1969
Date of Appointment on the Board	25/09/2002
Nationality	Indian
Category	Executive, Managing Director
Relationship with other director	Husband of Mrs. Deepti Agarwal (WTD)
Qualifications	MBA
Expertise in Specific Functional Area	Management and Capital Market
List of Directorships held in other Companies	1.NDA Share Brokers Limited
	2.NDA Commodity Brokers Private Limited
	3.NDA Research & Technologies Private Limited
	4.NDA Realities Private Limited
Chairman/Member of the Committees of the Boards of other companies in which he is director as on 31.03.2015	NIL
Shareholding in NDA Securities Limited	180785 Shares