

24TH  
ANNUAL REPORT  
2015-16



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, 3<sup>rd</sup> Floor, 99 Madangir,  
Behind Local Shopping Centre,  
New Delhi- 110062  
Tel: 011-29961281-83  
Fax: 011-29961284  
Email: [beetalrta@gmail.com](mailto:beetalrta@gmail.com)  
Website: [www.beetalfinancial.com](http://www.beetalfinancial.com)

**COMPANY SECRETARY**

Ms. Vanshika Rastogi

**CHIEF FINANCE OFFICER**

Mr. Arun Kumar Mistry

**REGISTERED OFFICE**

1002A, Arunachal, 19, Barakhamba Road,  
New Delhi- 110001  
Tel: 011-46204009,  
Fax: 011- 46204050  
email: [legal@ndaIndia.com](mailto:legal@ndaIndia.com)  
website: [www.ndaIndia.com](http://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](http://www.ndaindia.com)**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 24<sup>th</sup> ANNUAL GENERAL MEETING OF NDA SECURITIES LIMITED WILL BE HELD ON WEDNESDAY, 28TH SEPTEMBER 2016, 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 31<sup>st</sup> March, 2016 and the Directors' and Auditors' Reports thereon, and
  - (b) The Audited consolidated financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2016.
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 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 22<sup>nd</sup> Annual General Meeting until 25<sup>th</sup> Annual General Meeting, be and is hereby ratified for the financial year 2016-17 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.”

**By Order of the Board of Directors**

**Vanshika Rastogi**  
Company Secretary  
ACS-36254

Place: New Delhi  
Date: 12.08.2016

**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 22.09.2016 to 28.09.2016 (both days inclusive) for the purpose of Annual General Meeting.
3. Details under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director, seeking appointment/ re- appointment at the Annual General Meeting, forms integral part of the notice. The Director has furnished the requisite declaration for her appointment/ re- appointment.
4. Electronic copy of the Annual Report for 2015-16 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 2015-16 are being sent in the permitted manner.
5. Electronic copy of the Notice of the 24th 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 24th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website [www.ndaindia.com](http://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](mailto:legal@ndaindia.com).
6. 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.
7. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the meeting.
8. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.
9. 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 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 24th 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 24.09.2016 at 9.00 AM to 27.09.2016 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 21.09.2016, 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 Participant(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](mailto:kapahiassociates@yahoo.com), with a copy marked to [evoting@nsdl.co.in](mailto: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 at the bottom of the Attendance Slip for the AGM:

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 for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.- 1800-222-990.
- 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 voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut- off date of 21.09.2016.
- v. 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. 21.09.2016 may obtain the login ID and password by sending an email to [beetalrta@gmail.com](mailto:beetalrta@gmail.com)/[legal@ndaIndia.com](mailto:legal@ndaIndia.com) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)  
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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- vi. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- vii. 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 AGM through ballot papers.
- viii. Mr. Surrinder Kishore Kapahi, of Kapahi & Associates, Practicing Company Secretary (Membership No. FCS No.1407, CP No. 1118) has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- ix. The Scrutinizer shall after the conclusion of voting at Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 3 days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- x. 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.
- xi. The Results declared along with the Scrutinizers' Report shall be placed on the website of the Company [www.ndaIndia.com](http://www.ndaIndia.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The Results shall also 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: 12.08.2016

**Details of Director Seeking Appointment / Re-Appointment at the 24<sup>th</sup> Annual General Meeting (Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Name of the Director</b>	Mrs. Deepti Agarwal
<b>Director Identification Number</b>	00049250
<b>Date of Birth</b>	17/08/1973
<b>Date of Appointment on the Board</b>	01/05/2008
<b>Nationality</b>	Indian
<b>Category</b>	Executive, Whole- Time Director
<b>Relationship with other director</b>	Wife of Mr. Sanjay Agarwal (MD)
<b>Qualifications</b>	Graduate
<b>Expertise in Specific Functional Area</b>	Capital Market
<b>List of Directorships held in other Companies</b>	1.NDA Realities Private Limited
<b>Chairman/Member of the Committees of the Boards of other companies in which she is director as on 31.03.2016</b>	NIL
<b>Shareholding in NDA Securities Limited</b>	28,451 Shares

## **DIRECTORS' REPORT**

### **Dear Shareholders,**

Your Board of Directors has immense pleasure in presenting the 24th Annual Report of your Company along with the Audited Financial Statements for the Financial Year ended on 31st March, 2016. Further, in compliance with the Companies Act, 2013 the Company has made all requisite disclosures in this Board Report with the objective of accountability and transparency in its operations to make you aware about its performance and future perspective of the Company.

### **INFORMATION ON STATE OF THE COMPANY'S AFFAIRS**

The Company had started its journey by acquiring the membership in National Stock Exchange as soon as it came into existence in the year 1994, and held Category-1 Merchant Banking license till 1998.

In the year 1994, we came out with a public issue, which was a success. We are among the first broking houses of Northern India to go public. Our share is presently listed at Bombay Stock Exchange.

The company has diversified its business in due course of time and rendering all financial services under one roof with the help of its subsidiaries as on date. All the products, services, different segments, including performance and business environment thereof have been covered in detail in the Management Discussion and Analysis Report separately which is the part of this Board Report.

### **1. FINANCIAL STATEMENT**

Particulars	Amount (in Rupees)	
	31.03.2016	31.03.2015
Revenue from Operations	46,519,657	46,008,919
Other Income	5,904,858	5,697,300
Total Income	52,424,515	51,706,219
Total Expenditure (inclusive of interest & Depreciation)	52,381,805	53,188,632
Profit (loss) before Tax	42,710	(14, 82,413)
Provision for Tax (Asset)	70,439	-
Deferred Tax (Asset)	137,882	298,148
Net Profit (loss)	110,154	(11, 84,265)
Paid up Equity Capital	50,922,000	50,922,000
Reserves	19,235,412	19,125,258

### **2. DIVIDEND**

Due to insufficiency of profit, your company regrets its inability to recommend payment of any dividend.

### **3. SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS**

As on 31st March, 2016 following 2 Companies are the subsidiaries of the Company:

1. M/s NDA Commodity Brokers Private Limited
2. M/s NDA Share Brokers Limited

Pursuant to the provisions of Section 129 (3) of the Companies Act, 2013, your Company has prepared Consolidated Financial Statements of the Company which forms part of this Annual Report. Further, a statement containing salient features of Financial Statements of the Subsidiaries in the prescribed format AOC-1, pursuant to Section 129 (3) of the Companies Act, 2013, is annexed as "Annexure-D" to this Report.

In accordance with the provisions of Section 136 of the Companies Act, 2013, the Audited Financial Statements, the Consolidated Financial Statements and the related information of the Company and the Audited Accounts of the Subsidiary are available on our website i.e. [www.ndaindia.com](http://www.ndaindia.com).



**4. AMOUNT TRANSFERRED TO RESERVES**

The Company has not transferred any amount to reserves.

**5. DIRECTORS RESPONSIBILITY STATEMENT:**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and the reviews performed by the Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2015-16.

Accordingly, pursuant to Section 134(5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

- a) In the preparation of the annual accounts for the year ended 31st March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) They had 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, 2016 and of the profit/loss of the company for the same period;
- c) They had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) They had prepared the annual accounts on a going concern basis;
- e) They had laid down internal financial controls in the company that are adequate and were operating effectively.
- f) They had devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

**6. AUDIT OBSERVATIONS**

Auditors' observations are suitably explained in notes to the Accounts and are self-explanatory.

**7. AUDITORS OF THE COMPANY****i) Statutory Auditors:**

At the Annual General Meeting held on September 29, 2014, M/s Gupta Rustagi & Agarwal, Chartered Accountants, (ICAI Registration Number- 008084N) were appointed as statutory auditors of the Company for a period of 3 years viz., till the conclusion of 25th Annual General Meeting. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s Gupta Rustagi & Agarwal, Chartered Accountants, as statutory auditors of the Company, is placed for ratification by the shareholders. In this regard, the Company has received a certificate from the auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

**ii) Secretarial Audit :**

Mr. Nitin Jaiswal, Practicing Company Secretary, was appointed in the Board Meeting held on 28.07.2016 to conduct the Secretarial Audit of the Company for the financial year 2015-16, in place of Ms. Neha, who resigned on 02.07.2016 for not conducting Secretarial Audit of the Company, due to her personal reasons. According to the provision of section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report submitted by Company Secretary in Practice is enclosed as a part of this report at Annexure-A.

**iii) Internal Auditor :**

The company has appointed M/s Ashutosh Gupta & Co., Chartered Accountants, as Internal Auditor of the Company.

**8. EXTRACT OF ANNUAL RETURN**

In compliance with the provisions of Section 92 (3), Section 134 (3) (a) and Rule 11 of The Companies (Management and Administration) Rules, 2014, the extract of the Annual Return have been annexed with this Board's Report in Form- MGT-9as Annexure-B.

**9. NUMBER OF BOARD MEETINGS**

There were seven meetings of the Board of Directors held during the financial year 2015-16. Details of each meeting of the Board of Directors have been provided under Corporate Governance Report which forms part of Annual Report.

**10. DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS UNDER SECTION 149(6) OF THE COMPANIES ACT, 2013**

Presently the Company have three Independent Directors namely Mr. Uma Shanker Gupta, Mr. Lalit Gupta, and Mr. Ram Kishan Sanghi, who have given declaration that they meet the eligibility criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

**11. BOARD EVALUATION**

In line with the requirement of Regulation 25 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Independent Directors of the Company was held on 11th February, 2016, wherein the performance of the non-independent directors was evaluated.

The Board, based on the recommendation of the Nomination and Remuneration Committee evaluated the effectiveness of its functioning and that of the Committees.

The aspects covered in the evaluation included the contribution to and monitoring of Corporate Governance practices, participation in the long-term strategic planning and fulfilment of Directors' obligations and fiduciary responsibilities, including but not limited to active participation at the Board and Committee meetings.

**12. KEY MANAGERIAL PERSONNEL**

Following officials are appointed as the Key Managerial Personnel ('KMP') of the Company:-

- Mr. Sanjay Agarwal- Managing Director
- Mrs. Deepti Agarwal- Whole Time Director
- Mr. Arun Kumar Mistry- Chief Financial Officer\*.
- Ms. Vanshika Rastogi- Company Secretary

\*Ms. Megha Khatri, Chief Financial officer (CFO) of the Company resigned on 14.12.2015 and Mr. Arun Kumar Mistry was appointed in her place, as Chief Financial Officer (CFO) on 31.12.2015.

**13. FIXED DEPOSITS**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

**14. CHANGE IN SHARE CAPITAL**

There is no change in share capital of the Company during the financial year 2015-16.

**15. CHANGE IN THE NATURE OF BUSINESS**

There is no change in nature of business of the Company during the financial year 2015-16.

**16. MANAGEMENT'S DISCUSSION AND ANALYSIS**

A comprehensive Management's Discussion and Analysis Report, which is enclosed, forming a part of the Board Report.

**17. CORPORATE GOVERNANCE**

Pursuant to Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis, Corporate Governance Report, Auditors' Certificate