

**25TH  
ANNUAL REPORT  
2016-17**



**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

**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  
Canara 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**

Mr. Arun Kumar Mistry

**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 25TH ANNUAL GENERAL MEETING OF NDA SECURITIES LIMITED WILL BE HELD ON WEDNESDAY, 27TH SEPTEMBER 2017, 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, 2017 and the Directors' and Auditors' Reports thereon, and
  - (b) The Audited consolidated financial statement of the Company for the financial year ended 31st March, 2017.
2. To appoint a director in place of Sh. Sanjay Agarwal (DIN:00010639), who retires by rotation and being eligible offers himself for re-appointment.
3. 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, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any amendment, modification, variation or re-enactment thereof and pursuant to the recommendation of the Audit Committee M/s. Satya Prakash Garg & Co., Chartered Accountants ( Firm Registration No.- 017544N) be and are hereby appointed as the Statutory Auditors of the Company, in place of retiring Statutory Auditors M/s Gupta Rustagi & Aggarwal, Chartered Accountants, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 30th Annual General Meeting, subject to ratification of such appointment by the Members of the Company at every Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

**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, 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 rules made thereunder read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, and subject to such other consents and permissions as may be necessary, and subject to such modifications, variations as may be approved and acceptable to the appointee, consent of the Company be and is hereby accorded to the re-appointment of Smt. Deepti Agarwal as Whole Time Director of the Company for a period of three years from May, 1st 2017 to April, 30th 2020 on such remunerations and terms and conditions, as detailed below:

**A. Salary:**

Rs. 1,00,000/- 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 re-enactment thereof.



## NDA SECURITIES LIMITED

**RESOLVED FURTHER THAT** Ms. Vanshika Rastogi, Company Secretary of the Company, 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 of Directors**

Place: New Delhi  
Date: 11.08.2017

**Vanshika Rastogi**  
Company Secretary  
ACS-36254

### 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 21.09.2017 to 27.09.2017 (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 2016-17 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 2016-17 are being sent in the permitted manner.
5. Electronic copy of the Notice of the 25th 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 25th Annual General Meeting and the Annual Report for 2016-17 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 25th 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 22.09.2017 at 9.00 AM to 26.09.2017 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 20.09.2017, 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](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:
- Initial password is provided at the bottom of the Attendance Slip for the AGM:

<b>EVEN (Remote E-voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD</b>
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- Please follow all steps from Sl. No. (ii) to Sl. No. (xii) 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:**

- 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.
- 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.

**Note:**

Members who forget the user details/ Password may use “Forgot User Details/ Password” or “Physical User Reset Password” option available on NSDL’s website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

In case Members are holding shares in Demat Form, User ID is the combination of “DP ID+ CLIENT ID” and in case Members are holding shares in Physical form, user ID is the combination of “EVEN No. + FOLIO NO.”

- 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).
- 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 20.09.2017.
- 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. 20.09.2017 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 “Forgot 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.

- 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.
- 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.
- Sh. 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**

Place: New Delhi  
Date: 11.08.2017

**Vanshika Rastogi**  
Company Secretary  
ACS-36254





## NDA SECURITIES LIMITED

Details of Director Seeking Appointment / Re-Appointment at the 25th Annual General Meeting (Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

### INFORMATION RELATED WITH SH. SANJAY AGARWAL

<b>Name of the Director</b>	Sanjay Agarwal
<b>Director Identification Number</b>	00010639
<b>Date of Birth</b>	21.05.1969
<b>Date of Appointment on the Board</b>	25.09.2002
<b>Nationality</b>	Indian
<b>Category</b>	Executive, Managing Director
<b>Relationship with other director</b>	Husband of Smt. Deepti Agarwal (WTD)
<b>Qualifications</b>	MBA
<b>Expertise in Specific Functional Area</b>	Management and Capital Market
<b>List of Directorships held in other Companies</b>	1.NDA Share Brokers Limited 2.NDA Commodity Brokers Private Limited 3.NDA Research & Technologies Private Limited 4.NDA Realities Private Limited
<b>Chairman/Member of the Committees of the Boards of other companies in which he is director as on 31.03.2017</b>	NIL
<b>Shareholding in NDA Securities Limited</b>	180785 Shares

### INFORMATION RELATED WITH SMT. DEEPTI AGARWAL

<b>Name of the Director</b>	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 Sh. 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 31.03.2017</b>	NIL
<b>Shareholding in NDA Securities Limited</b>	28,451 Shares

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****EXPLANATORY STATEMENT**

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

**Item No. - 3**

M/s Gupta Rustagi & Aggarwal, Chartered Accountants, have completed their tenure of more than ten years as Statutory Auditors of the Company, in view of the same, in accordance with the provisions of Section 139, 140 and 141 of the Companies Act, 2013, the Audit Committee and the Board in their respective Meeting held on 11th August, 2017, have recommended the appointment of M/s. Satya Prakash Garg & Co. (Firm Registration No. 017544N), Chartered Accountants, Delhi, as the Statutory Auditors of the Company for a period of five years from the conclusion of this Annual General Meeting until the conclusion of the 30th Annual General Meeting, subject to ratification of such appointment by the Members of the Company at every Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise.

**Item No.- 4**

Based on the recommendations of the Nomination and Remuneration Committee, the Directors at its meeting held on 14th February, 2017, re- appointed Smt. Deepti Agarwal as Whole Time Director of the Company, for a period of 3 years w.e.f 1st May, 2017 to 30th April, 2020, on the terms and conditions as set out in the resolution.

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.