



# NDA

2022-23

# ANNUAL

# REPORT



**CORPORATE INFORMATION**
**BOARD OF DIRECTORS**

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

**STATUTORY AUDITORS**

M/s J M and Associates  
Chartered Accountants

**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 – 110 062 IN  
Tel: 011-29961281-83  
Fax: 011-29961284  
Email: [beetalrta@gmail.com](mailto:beetalrta@gmail.com)  
Website: [www.beetalfinancial.com](http://www.beetalfinancial.com)

**BANKERS**

HDFC Bank

**COMPANY SECRETARY**

Ms. Isha Malik

**CHIEF FINANCE OFFICER**

Mr. Arun Kumar Mistry

**REGISTERED OFFICE**

E-157, Second Floor,  
Kalkaji, New Delhi – 110 019 IN  
Tel: 011-46204000  
Fax: 011- 46204050  
email: [legal@ndaindia.com](mailto:legal@ndaindia.com)  
website: [www.ndaindia.com](http://www.ndaindia.com)

**SECRETARIAL AUDITOR**

Ms. Shivangi Singh  
G-20, Preet Vihar,  
New Delhi - 110 092 IN

**LISTED ON**
**BSE Limited**

P J Towers, Dalal Street  
Mumbai - 400 001 IN  
Website: [www.bseindia.com](http://www.bseindia.com)

**TRADING MEMBER OF**
**National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor, Plot C/1,  
'G' Block, Bandra - Kurla Complex,  
Bandra (E), Mumbai - 400 051 IN  
Website: [www.nseindia.com](http://www.nseindia.com)

**BSE Limited**

P J Towers, Dalal Street,  
Mumbai - 400 001 IN  
Website: [www.bseindia.com](http://www.bseindia.com)

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**NDA SECURITIES LIMITED**

(CIN: L74899DL1992PLC050366)

Regd. Office: E-157, Second Floor, Kalkaji, New Delhi – 110019 IN

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 31st ANNUAL GENERAL MEETING OF NDA SECURITIES LIMITED WILL BE HELD ON THURSDAY, 10th AUGUST 2023, AT 02:00 P.M. THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS ("VC / OAVM") FACILITY TO TRANSACT THE FOLLOWING BUSINESS:-**

**ORDINARY BUSINESS:**

1. To consider and adopt:

(a) The Audited Standalone Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2023 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, 2023.

2. To appoint a director in place of Mr. Sanjay Agarwal (DIN: 00010639), who retires by rotation and being eligible, offered himself for re-appointment.

**SPECIAL BUSINESS:**

3. Re-appointment of Mr. Sanjay Agarwal (DIN: 00010639) as Managing Director of the company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and Articles of Association of the Company and on the basis of recommendation of Nomination and Remuneration Committee, reappointment of Mr. Sanjay Agarwal (DIN: 00010639) as the Managing Director of the Company, be and is hereby approved for a period of Three (3) years with effect from May, 1<sup>st</sup> 2024 to April, 30<sup>th</sup> 2027 upon the terms and subject to the conditions as set out hereunder:

**RESOLVED FURTHER THAT** subject to the approval of members of the company in General Meeting, Mr. Sanjay Agarwal, be paid the remuneration as below:-

**SALARY**

The basic salary payable to Mr. Sanjay Agarwal is Rs. 2,50,000/- per month.

**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 are 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** 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."

#### **4. Issuance of equity shares on a preferential basis to the persons belonging to the non-promoter category:**

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

**"RESOLVED THAT** pursuant to Sections 23, 42, 62 and other applicable provisions, if any, of the



Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI (ICDR) Regulations**”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“**SEBI Takeover Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (“**SEBI**”) and the stock exchanges where the shares of the Company are listed (“**Stock Exchanges**”), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the board of directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, up to 8,72,093 (Eight Lakhs Seventy two Thousand and ninety three) Equity Shares having a face value of Rs. 10/- each at a price of Rs. 17.20/- per Equity Share (including a premium of Rs. 7.20/- per Equity Share), aggregating up to Rs. 1,50,00,000 (Rupees One Crore Fifty Lakhs Only) to the proposed Allottee as mentioned below on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as set out in Letter of offer in PAS-4 and the Explanatory Statement hereto & as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members.

Sr. No.	Name of Proposed Allottee	Address	Category	No. of Equity Shares to be allotted
1.	M/s Hilum Commodities Private Limited	Office No. 245, 2 <sup>nd</sup> Floor, MP Mall, MP Block, Delhi – 110 034 IN	Non-Promoter	8,72,093
<b>Total</b>				<b>Up to 8,72,093</b>

**RESOLVED FURTHER THAT** in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares be and is hereby fixed as July 10, 2023 being the weekday 30 days prior to the date of Annual General Meeting i.e. August 10, 2023.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the following terms and conditions:

- i. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- ii. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- iii. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

- iv. The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.
- v. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- vi. The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed allottee through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchanges i.e. BSE.

**RESOLVED FURTHER THAT** pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter in Form PAS- 4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.



**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**5. Appointment of Mrs. Pooja Agarwal (DIN: 03111152) as a Non-Executive Independent Director of the Company.**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of section 149, 150, 152 and 161(1) read with Schedule IV and other applicable provisions if any, of the Companies Act, 2013 (“Act”), and rules notified thereunder (including any statutory modification or re-enactment thereof for the time being in force), Regulation 17 read with Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions of Listing Regulations and Articles of Association of the Company and based on the recommendation of the Board of Directors and Nomination and Remuneration Committee, and subject to approval of the exchanges where the Company is a trading/clearing member, Mrs. Pooja Agarwal (DIN: 03111152) who was appointed as an Additional Director Non-Executive Independent Director by the Board of Directors in their meeting held on 13<sup>th</sup> July, 2023, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act, 2013 be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of Five (5) years which shall be effective from the date approval of the exchanges where the Company is a trading/clearing member and shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby authorized severally to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution.”

**6. Appointment of Mr. Varundeep Gupta (DIN: 07355393) as a Non-Executive Independent Director of the Company.**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of section 149, 150, 152 and 161(1) read with Schedule IV and other applicable provisions if any, of the Companies Act, 2013 (“Act”), and rules notified thereunder (including any statutory modification or re-enactment thereof for the time being in force), Regulation 17 read with Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions of Listing Regulations and Articles of Association of the Company and based on the recommendation of the Board of Directors and Nomination and Remuneration Committee, and subject to approval of the exchanges where the Company is a trading/clearing member, Mr. Varundeep Gupta (DIN: 07355393) who was appointed as an Additional Director Non-Executive Independent Director by the Board of Directors in their meeting held on 13<sup>th</sup> July, 2023, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act, 2013 be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of Five (5) years which shall be effective from the date approval of the exchanges where the Company is a trading/clearing

member and shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby authorized severally to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution.”

**By Order of the Board of Directors**

**Place: New Delhi**  
**Date: 13.07.2023**

**Sanjay Agarwal**  
**(Managing Director)**  
**DIN: 00010639**

**Deepti Agarwal**  
**(Director)**  
**DIN: 00049250**

**Notes:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, and Securities and Exchange of India (“SEBI”) vide dated May 12, 2020, January 15, 2021 and May 13,2022 (Collectively referred as “SEBI Circulars”) permitted the holding of AGM through Video Conferencing/ Other Audio Visual Means (VC/ OAVM).The registered office of the company shall be deemed to be venue for the AGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) setting out material facts concerning the business under Item No. 3, 4, 5, 6 of the accompanying Notice is annexed hereto.
3. Members holding shares in dematerialized form are requested to register their latest Bank Account details (Core Banking Solutions enabled Account Number, 9 digit MICR and 11 digit IFSC code) with their Depository Participant. Members holding shares in physical form are requested to provide the above details, along with their Folio Number, to the Company’s Registrar and Transfer Agents, M/s. Beetal Financial & Computer Services Private Limited.
4. Members holding shares in dematerialized form are requested to intimate any changes pertaining to their name, address, registered email Id, bank details, NECS, mandates, nomination, power of attorney etc. to their Depository Participant. Changes intimated to the Depository Participant will be automatically reflected in the Company’s records. Members holding shares in physical form are requested to intimate any of the above mentioned changes, along with the request for merging of folio etc., to the Company’s Register and transfer Agents, M/s Beetal Financial & Computer Services Private Limited.
5. SEBI vide circular no. SEBI/HO/MIRSD\_RTAMB/P/CIR/22021/655 dated November 3, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has made it mandatory for all shareholders holding shares in physical form to furnish nomination details to the Company/ RTA. Shareholders can register their nomination details in Form SH-13 or they can