

NAYSAA SECURITIES LIMITED

ANNUAL REPORT

2016-17



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Vikram Lodha (Whole Time Director)
Mr. Jayantilal Lodha (Director)
Mrs. Manju Lodha (Director)
Ms .Paras Shah (Independent Director)
Mr. Abhishek Shastri (Independent Director)
Mr Bhavin Gala (Independent Director)

Company Secretary & Compliance Officer
Mr. Sudhir Singh

REGISTERED OFFICE

102/104, Shivam Chambers
S.V. Road
Goregaon (West)
Mumbai – 400062
Tel : 022-2679 1802
Fax :022-2676 0202
Email :naysaa@naysaasecurities.com
Website: www.naysaasecurities.com

AUDITORS

M/s. **M.K.Singhal & Co.**
Chartered Accountants
E-20, B-402, Yogi Nagar
Borivali (W)
Mumbai – 400091
Tel : 022-2833085
Email : singhalmanoj@hotmail.com

BANKERS

AXIS BANK
KOTAK BANK
HDFC BANK

REGISTRAR & TRANSFER AGENT

Big Share Services Pvt. Ltd.
E-2, Ansa Industrial Estate,
Saki Vihar Road, Sakinaka,
Andheri (East), Mumbai 400 072.

CONTENTS

Notice	
Directors Report	
Annual Return.....	
AOC - 2	
Secretarial Audit Report	
Corporate Governance Report	
Management and Analysis Report	
Auditor's Report	
Balance Sheet.....	
Profit and Loss Account	
Cash Flow Statement	
Notes Forming Part of Accounts	
Schedules	
Proxy Form & Attendance Slip	

NAYSAA SECURITIES LIMITED

Regd. Office:102/104, Shivam Chambers, S. V. Road, Goregaon (W), Mumbai – 400062
CIN:U67120MH2007PLC175208, Web: www.naysaasecurities.com,
Email:naysaa@naysaasecurities.com, Tel: 022-2676 0404,

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 10th Annual General Meeting of **Naysaa Securities Limited** will be held on Thursday, the 28th day of September, 2017 at 10.00 a.m.at the Registered office of the Company at **102/104, Shivam Chambers, S. V. Road, Goregaon (W), Mumbai – 400062** to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Manju JayantilalLodhahaving directors identification number 01773519, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the recommendation by the Audit Committee to Board of Directors, and pursuant to the resolution passed by the members in the AGM held on 17th September, 2014, the appointment of M/s. M.K Singhal & Co. Chartered Accountants, Mumbai (FRN:130361W) as auditor of Company to hold office till the conclusion of the AGM held in the calendar year 2019 be and is hereby ratified for financial year 2017-18 and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the said financial year.”

SPECIAL BUSINESS:

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

“RESOLVED THAT, pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 100,00,00,000/- (Rupees One Hundred Crore only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to

be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

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, proper, or desirable or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to such approvals as may be necessary the consent of Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) to:

a) Make investment and acquire by way of subscription, purchase or otherwise, securities of any other body corporate, provided that the total amount of such investments outstanding at any time shall not exceeds Rs.100,00,00,000/- (Rupees One Hundred crore only)

b) Give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate, provided that the aggregate amount of such loan, investment and guarantee outstanding at any time shall not exceeds Rs.100,00,00,000/- (Rupees One Hundred crore only)

“RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable or expedient to give effect to this resolution.”

BY ORDER OF THE BOARD
For NAYSAA SECURITIES LIMITED

PLACE: Mumbai
DATE: 01st September, 2017

(JayantialalLodha)
CHAIRMAN.

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as proxy on behalf of Member's not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a Member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for his appointment/ reappointment.
4. The route map showing directions to reach the venue of the 10th AGM is annexed.
5. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
6. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Chairman, so as to reach the registered office of the Company at least seven days before the date of the meeting, to enable the Company to make available the required information at the meeting, to the extent possible.
7. Only registered members of the Company or any proxy appointed by such registered member may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act, 2013.
8. The Register of Members and the Share Transfer Books shall remain closed from Monday, 25th day of September, 2017 to Thursday, 28th day of September, 2017 (both days inclusive) for the purpose of AGM.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Bigshare.
10. 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 Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report for 2016-17 are being sent in the permitted mode. Members may further note that the said documents will also be available on the Company's website www.naysaasecurities.com for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days.
11. Members/ Proxies are requested to bring their duly filled Attendance Slips sent herewith at the meeting.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. Since the Company falls under the category of companies referred to in Chapter XB of SEBI (ICDR) Regulations, 2009 and pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 (2) the Companies (Management and Administration) Rules, 2014, the provisions of e-voting shall not apply to the Company.

ANNEXURE TO NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 4:

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may require finance from various banks or financial institution and or lending institutions or Bodies corporate or individuals or such other persons as may deem fit by Company together with money already borrowed by the Company (apart from temporary loans obtained from the Company from ordinary course of business) may exceed the aggregate of paid up capital and free reserves of the Company.

Hence it is proposed to increase the maximum borrowing limits up to Rs.100,00,00,000/- (Rupees One Hundred Crore only)

Your Directors recommend the above resolution for your approval.

None of the Directors, Manager, Key Managerial Personnel of the Company and their relatives is concerned or interested in the above resolution.

Item No. 5:

Board of Directors in their meeting has decided to seek approval of shareholders to make investment or give loan, guarantee or provide security exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more.

Section 186 of the Companies Act, 2013 is being notified and come into force with effect from 01.04.2014 and accordingly your company is required to obtain approval by passing special resolution in general meeting in case it proposes to make investment or give loan, guarantee or provide security exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account is more.

In view of better utilization of funds available with the company it is required to pass enabling resolution authorizing board of directors of the company to make investment or give loan, guarantee or provide security within the limits as mentioned in proposed resolution.

Your Directors recommend the above resolution for your approval.

None of the Directors, Manager, Key Managerial Personnel of the Company and their relatives is concerned or interested in the above resolution.

BY ORDER OF THE BOARD
For NAYSAA SECURITIES LIMITED

PLACE: Mumbai
DATE: 01st September, 2017

(JayantialalLodha)
CHAIRMAN.

ANNEXURE TO ITEMS 2 OF THE NOTICE
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Additional information on directors recommended for appointment/re-appointment as required under Regulation 36 of the Listing Regulation.

Name of Appointee	ManjuJayantilalLodha
Designation	Non - Executive Director
Age	62
Nationality	Indian
Date of Appointment on the Board	19/06/2015
Qualification	SSC
Nature of Expertise	Expertise in Market Research, Market Analysis.
Experience	Eight years of experience in Capital Market
Directorships held in other companies	NIL
Chairmanship/Memberships of Committees#	NIL
Shareholding in the Company	100000

Route map for the venue of the 10th AGM is as below:

