

NDA SECURITIES LIMITED



Member : National Stock Exchange of India Ltd.
: Bombay Stock Exchange Ltd.
: National Securities Depository Ltd.

Registered Office : 1002A, Arunachal, 19, Barakhamba Road, New Delhi-110001 (India)
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CIN : L74899DL1992PLC050366

22.10.2019

To,

The Department of Corporate Services- Listing
Bombay Stock Exchange Ltd,
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

Sub: Certified True Copy of the minutes of 27th Annual General Meeting held on 27th September, 2019

Dear Sir,

In compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the certified true copy of the minutes of 27th Annual General Meeting of the Company held on Friday, 27th September, 2019.

Kindly take the same on your record and oblige.

Thanking You

Yours Faithfully

For NDA Securities Limited

A handwritten signature in black ink, appearing to read 'Vanshika Rastogi', written over a faint circular watermark.

Vanshika Rastogi
Company Secretary
ACS-36254
Encl: as above

:1:

MINUTES OF THE 27th ANNUAL GENERAL MEETING OF NDA SECURITIES LIMITED HELD ON FRIDAY, 27TH SEPTEMBER 2019, AT 04:00 P.M. AT AGGARWAL DHARMSHALA, OCF POCKET 104, KALKAJI EXTENSION, NEAR PUNJSONS FACTORY, NEW DELHI-110019

PRESENT: The following were present

- | | | |
|----|------------------------------|----------------------------|
| 1. | SH. SANJAY AGARWAL | MANAGING DIRECTOR |
| 2. | SMT. DEEPTI AGARWAL | WHOLETEIME DIRECTOR |
| 3. | SH. UMA SHANKER GUPTA | DIRECTOR |
| 4. | SH. RAM KISHAN SANGHI | DIRECTOR |
| 5. | MS. VANSHIKA RASTOGI | COMPANY SECRETARY |
| 6. | SH. SATYA PRAKASH | PARTNER |

**(M/s Satya Prakash Garg & Co.,
STATUTORY AUDITORS)**

40 MEMBERS PRESENT IN PERSON

Sh. Sanjay Agarwal, Managing Director of the Company was elected as Chairman of the Meeting. He took the Chair and announced that since the required quorum for the meeting was present, the formal proceedings of the meeting could commence.

The Chairman introduced the persons present on the dais to the members.

The Chairman extended a warm welcome to the members present at the meeting and apprised them about the performance of the Company for the financial year 2018-19. He then explained about the company's business activities and outlook of the Company and expected that during the coming year the Company is destined to achieve better profitability and returns.

In terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with the Stock Exchanges, Mr. Uma Shanker Gupta, Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee were present at the Annual General Meeting.

With the permission of the Members present at the meeting, the Notice dated 13th August, 2019 convening 27th Annual General Meeting of the Company, as circulated to the Members of the Company was taken as read.



CHAIRMAN'S
INITIALS

MINUTE BOOK

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The Company Secretary read the Auditors' Report and thereafter requested the Chairman to continue the further proceedings.

The Chairman gave an overview of the financial performance of the Company for the financial year ended 31st March, 2019.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 amendment thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company had provided the e-voting facility to the Members of the Company in respect of the Ordinary and Special business to be transacted at the 27th Annual General Meeting. The e-voting had commenced on 24th September, 2019 (9:00A.M.) and ended on 26th September, 2019 (5:00 P.M.).

The Company had appointed Mr. Surrinder Kishore Kapahi, Practicing Company Secretary of Kapahi & Associates, New Delhi as the Scrutinizer to scrutinize the remote e-voting and poll process at the AGM in a fair and transparent manner.

The Chairman informed that the Company has made arrangement to provide facility of voting by ballot to those members who could not cast their vote by e-voting. The Members voted through Ballot.

The following businesses were transacted at the Annual General Meeting:


ORDINARY BUSINESS:

ITEM NO. 1

APPROVAL OF ANNUAL ACCOUNTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

"RESOLVED THAT the Audited Balance Sheet as at 31st March 2019 and the Statement of Profit & Loss Account of the Company for the year ended on 31st March, 2019 and Cash Flow Statement of the Company and the Reports of the Directors and Auditors thereon together with Consolidated financial Statement of the Company for the year ended as on that date as circulated to the members be and the same are hereby received, considered and adopted."

The resolution was duly passed with requisite majority.



CHAIRMAN'S
INITIALS

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ITEM NO. 2**RE-APPOINTMENT OF MR. SANJAY AGARWAL (DIN: 00010639) AS DIRECTOR**

"RESOLVED THAT Mr. Sanjay Agarwal (DIN: 00010639), who retires by rotation and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as the Director of the Company, liable to retire by rotation."

The resolution was duly passed with requisite majority.

SPECIAL BUSINESS**ITEM NO. 3****TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Uma Shanker Gupta (DIN: 00008823), who was appointed as an Independent Director of the Company for five consecutive years from the 22nd Annual General Meeting (AGM) upto the conclusion of 27th AGM of the Company and being eligible, be and is hereby re-appointed as Independent Director of the Company to hold office for a second consecutive term commencing from the conclusion of the 27th AGM upto 31st March, 2024 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

ITEM NO. 4**TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Ram Kishan Sanghi (DIN: 00350616), who was appointed as an Independent Director of the Company for five consecutive years from the 22nd Annual General Meeting (AGM)


CHAIRMAN
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upto the conclusion of 27th AGM of the Company and being eligible, be and is hereby re-appointed as Independent Director of the Company to hold office for a second consecutive term commencing from the conclusion of the 27th AGM upto 31st March, 2024 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

VOTE OF THANKS

The Chairman declared the meeting concluded at 5:45 P.M. with a vote of thanks to the Chair.

Dated: 22.10.2019

Place: New Delhi



**(SANJAY AGARWAL)
CHAIRMAN**



**CHAIRMAN'S
INITIALS**

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Declaration of Results of Remote e- voting and poll at 27th Annual General Meeting held on 27th September, 2019

On the basis of the Scrutinizer's Report of remote electronic voting and for the e-voting / poll conducted at the Annual General Meeting dated September 27, 2019, the summary of which is mentioned hereunder, the Company announced the results of voting on September 27, 2019 that all the resolutions for the Ordinary and Special businesses as set out in item no. 1 to 4 in the Notice of the 27th Annual General Meeting of the Company have been duly passed by the overwhelming majority. The summary of the Scrutinizer's Report is as follows:

Resolution No. and Heading of the Resolution	Number of members present and voting (in person or by proxy)	Votes in favour of the Resolution		Number of votes against the Resolution		Invalid Ballot Papers
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast	
(1) Consider and adopt the Audited standalone and consolidated financial statements of the Company for the Financial Year ended March 31, 2019 along with the Reports of the Board of Directors and Auditors thereon.	40	3791183	100	0	0	6
(2) Re-appointment of Mr. Sanjay Agarwal (DIN:00010639), as Director, who retires by rotation and being eligible offers himself for re-appointment.	39	3610398	100	0	0	6
(3) Re- Appointment of Mr. Uma Shanker Gupta (DIN:00008823) as an Independent Director of the Company, by Special Resolution.	39	3790383	100	0	0	6
(4) Re- Appointment of Mr. Ram Kishan Sanghi (DIN:00350616) as an Independent Director of the Company, by Special Resolution.	40	3791183	100	0	0	6

Dated: 22.10.2019
Place: New Delhi


(SANJAY AGARWAL)
CHAIRMAN


CHAIRMAN
INITIALS