

NDA SECURITIES LIMITED

(CIN: L74899DL1992PLC050366)

Regd. Office: E-157, S/F, Kalkaji, New Delhi-110019

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26.10.2020

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 28th Annual General Meeting held on 30th September, 2020

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 28th Annual General Meeting of the Company held on Wednesday, 30th September, 2020.

Kindly take the same on your record and oblige.

Thanking You

Yours Faithfully

For NDA SECURITIES LIMITED


Vanshika Rastogi
Company Secretary
ACS-36254

Encl: as above

MINUTE BOOK

Saraswati
REGD.

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MINUTES OF THE 28th ANNUAL GENERAL MEETING OF NDA SECURITIES LIMITED HELD ON THURSDAY, 30TH SEPTEMBER 2020, AT 04:30 P.M. THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS

PRESENT: The following were present through Video Conferencing/ Other Audio Visual Means:

- | | | |
|----|-----------------------|--------------------|
| 1. | SH. SANJAY AGARWAL | MANAGING DIRECTOR |
| 2. | SMT. DEEPTI AGARWAL | WHOLETIME 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)

Sh. Surrinder Kishore Kapahi, Company Secretary in Practice of Kapahi & Associates, New Delhi the Scrutinizer and Sh. Satya Prakash, Chartered Accountants, Statutory Auditors of the Company had joined through Video Conferencing by invitation.

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 informed that in view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms, the AGM was conducted through the Audio Video means. The AGM was convened and conducted in accordance with the circulars issued by Ministry of Corporate Affairs (MCA), i.e. General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and other relevant circulars issued by MCA and Securities and Exchange Board of India (SEBI), which allowed the companies to conduct their AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020.

The Chairman further informed that the Company had taken all steps to ensure that the Shareholders were able to attend and vote at this AGM in a seamless manner. He also stated that the Company had tied up with NSDL to provide facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM.


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The Chairman informed the Members that the Company had provided the facility of Live Webcast of proceedings of the AGM which would enable to the members to view the AGM live from remote locations by logging on the e-voting website of NSDL. After that, the Chairman handed over the further matter of meeting to Company Secretary for further processing.

Ms. Vanshika Rastogi, company secretary, informed the members that as per the provisions of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company had provided the facility of remote e-voting to the members through NSDL e-voting system, to enable them to cast their vote electronically. The remote e-voting was open from 9.00 a.m. on Sunday, 27th September, 2020 till 5.00 p.m. on Tuesday, 29th September, 2020. The members were also informed that who had not cast their vote through remote e-voting process, had been provided with facility to cast vote during the AGM using the e-voting website of NSDL.

Ms. Vanshika Rastogi further informed that Sh. Surrinder Kishore Kapahi, Practicing Company Secretary was appointed as the Scrutiniser for the e-voting process.

Ms. Vanshika Rastogi further stated that all Shareholders who had joined the meeting were placed on mute mode by default to ensure smooth functioning and transmission of the meeting's proceedings. The Shareholders were given an opportunity for registering themselves for asking any query about the Company. She further stated that the company had not received any query or request for registration as a speaker on their given Email ID. If the company would receive any query, the company will sort them in due course.

Ms. Vanshika Rastogi informed the members that there were in total 3 (Three) Resolutions proposed to be passed in the AGM and same were forming part of the Notice of the AGM. Since the Notice had already been circulated to the Members and the Resolution had been put to vote through remote e voting, the resolutions were taken as read. For the benefit of members attending the meeting, she further provided a brief of the resolutions.

Following agenda and resolutions as mentioned in the Notice of the AGM were deemed to be approved by the members:

ORDINARY BUSINESS:

ITEM NO. 1

APPROVAL OF ANNUAL ACCOUNTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

"RESOLVED THAT the Audited Balance Sheet as at 31st March 2020 and the Statement of Profit & Loss Account of the Company for the year ended on 31st March, 2020 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."


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The resolution was duly passed with requisite majority.

ITEM NO. 2**RE-APPOINTMENT OF SMT. DEEPTI AGARWAL (DIN: 00049250) AS DIRECTOR**

"RESOLVED THAT Mrs. Deepti Agarwal (DIN: 00049250), who retires by rotation and being eligible, has offered herself 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 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 but subject to approval of members in the General Meeting, Smt. Deepti Agarwal, be and is hereby appointed as Whole Time Director of the Company for a period of three years w.e.f. 01.05.2020 to 30.04.2023.

The terms and conditions for Re-Appointment are detailed below:

- A. Salary Rs. 1,25,000/- 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.


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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.

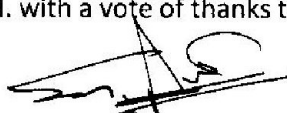
RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

VOTE OF THANKS

The Chairman declared the meeting concluded at 4:55 P.M. with a vote of thanks to the Chair.

Dated: 26.10.2020

Place: New Delhi


(SANJAY AGARWAL)
CHAIRMAN


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Saraswati
REGD.**Declaration of Results of Remote e- voting and poll at 28th Annual General Meeting held on 30th September, 2020**

On the basis of the Scrutinizer's Report of remote electronic voting and for insta voting* conducted at the Annual General Meeting dated September 30, 2020, the summary of which is mentioned hereunder, the Company announced the results of voting on September 30, 2020 that all the resolutions for the Ordinary and Special businesses as set out in item no. 1 to 3 in the Notice of the 28th Annual General Meeting of the Company have been duly passed. The summary of the Scrutinizer's Report is as follows:

Resolution No. and Heading of the Resolution	Number of members vote through Remote E-voting and through Insta Meet at the AGM*	Votes in favour of the Resolution		Number of votes against the Resolution	
		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, 2020 along with the Reports of the Board of Directors and Auditors thereon.	110	4050299	99.98	49	0.02
(2) Re-appointment of Mrs. Deepti Agarwal (DIN:00049250), as Director, who retires by rotation and being eligible offers herself for re-appointment.	109	4021848	99.98	49	0.02
(3) Re- Appointment of Mrs. Deepti Agarwal (DIN:00049250) as Whole Time Director of the Company, by Special Resolution.	104	411569	99.98	49	0.02

*There were no voting done through insta meet at AGM.

Dated: 26.10.2020

Place: New Delhi


(SANJAY AGARWAL)
CHAIRMAN

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