

NDA SECURITIES LIMITED



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

Registered & Corporate Office : E-157, 2nd Floor, Kalkaji, New Delhi-110019
Phone : 011-46204000 (100 lines)
Email : info@ndaindia.com, website : www.ndaindia.com
CIN : L74899DL1992PLC050366

Date: 17th July, 2023

To,

Department of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Sub: Annual Report for Financial Year ended on March 31, 2023
Ref: ISIN: INE026C01013, Scrip Code: 511535

Dear Sir/Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith 31st Annual Report of the Company for the Year ended on 31st March, 2023.

This is for your information and record.

Thanking You,

Yours faithfully,

For NDA Securities Limited

SANJAY

AGARWAL

Digitally signed by
SANJAY AGARWAL
Date: 2023.07.17
17:06:16 +05'30'

Sanjay Agarwal
Managing Director
DIN: 00010639

Encl: as above



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, 3rd Floor, 99 Madangir,
Behind Local Shopping Centre,
New Delhi – 110 062 IN
Tel: 011-29961281-83
Fax: 011-29961284
Email: beetalrta@gmail.com
Website: 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
website: 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

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

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

BSE Limited

P J Towers, Dalal Street,
Mumbai - 400 001 IN
Website: 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**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 31st March, 2023 and the Directors’ and Auditors’ Reports thereon, and

(b) The Audited consolidated financial statement of the Company for the financial year ended 31st 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, 1st 2024 to April, 30th 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 nd Floor, MP Mall, MP Block, Delhi - 110 034 IN	Non-Promoter	8,72,093
Total				Up to 8,72,093

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 13th 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 13th 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

choose to give declaration to opt out of nomination by filing Form ISR-3. In case of shareholders holding shares in physical form wishes to change the nominee or cancel the nomination then Form SH-14 needs to be filled. The forms mentioned above are available on the website of the Company as well as on the website of RTA.

6. SEBI vide its Circular no. SEBI/ HO/ MIRSD_RTAMB/PCIR/2021/655 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 holders holding shares in physical form to furnish the following documents/details to the RTA:

(a) PAN

(b) Contact details, Postal address with PIN, Mobile number, Email Address

(c) Bank account details (bank name and branch, Bank account number, IFS code)

(d) Specimen Signature

For furnishing the abovementioned details, shareholders must submit FORM-ISR-1 and/or ISR-2 in hard copy form to the Company/ RTA. The Forms are available on the website of the Company as well as on the Website of RTA.

7. In accordance with SEBI vide its circular no. SEBI/HO/ MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020 all share transfer shall be carried out compulsorily in the dematerialized form with effect from April 01, 2021. Hence, no transfers of shares in physical form are allowed. Further, in compliance with SEBI vide its circular no. SEBI/HO/ MIRSD/RTAMB/CIR/P/2022/8 dated January 25, 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

- I. Issue of duplicate share certificate
- II. Claim from unclaimed suspense account
- III. Renewal / Exchange of securities certificate
- IV. Endorsement
- V. Sub-division/ splitting of securities certificate
- VI. Consolidation of securities certificates/ folios
- VII. Transmission
- VIII. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of "M/s Beetal Financial & Computer Services Private Limited", Registrar and share transfer agent (RTA). The aforementioned form shall be furnished in hard copy form.

8. The Notice of the 31st AGM and the Annual Report for the year 2023 including therein the Audited Financial Statements for the year 2023, will be available on the website of the company at www.ndaindia.com and the website of BSE Limited at www.bseindia.com. The notice of 31st AGM will also be available on the website of NSDL at www.nsdl.com.

9. The Register of Members and the Share Transfer books of the Company will remain closed from 04th August, 2023 to 10th August, 2023, both days inclusive.

10. Mr. Surrinder Kishore Kapahi, Practising Company Secretary (Membership No. 1407) of M/s Kapahi and Associates, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.

11. During the 31st AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 31st AGM, formally propose to the Members participating through VC/ OAVM Facility to vote on the resolutions as set out in the Notice of the 31st AGM and announce the start of the casting of vote through the e-Voting system. After the

Members participating through VC/ OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 31st AGM.

12. The Scrutinizer shall after the conclusion of e-Voting at the 31st AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 31st AGM, who shall then countersign and declare the result of the voting forthwith. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.ndaindia.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

13. General instructions for accessing and participating in the 31st AGM through VC/ OVAM facility and voting through electronic means including remote e-voting:

A. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM and participate there at and cast their votes through e-voting.

B. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

C. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

D. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.ndaindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

E. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

F. AGM has been convened through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 07th August, 2023 at 09:00 A.M. and ends on 09th August, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 03rd August, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 03rd August, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>i. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>ii. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit</p>

	<p>demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>iv. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL.</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to

	directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants.	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- iii. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- iv. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

v. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

viii. Now, you will have to click on "Login" button.

ix. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.
How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- i. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- ii. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/ OAVM” link placed under “Join Meeting”.
- iii. Now you are ready for e-Voting as the Voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- v. Upon confirmation, the message “Vote cast successfully” will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- i. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kapahiassociates@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Mr. Abhishek Mishra) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to legal@ndaindia.com.
- ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (legal@ndaindia.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- iii. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- iv. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in

their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- v. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (legal@ndaindia.com). The same will be replied by the company suitably.
- vi. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 5 (five) days prior to meeting mentioning their name, demat account number/ folio number, email ID, mobile number at Company email: legal@ndaindia.com. The Shareholders who do not wish to speak during the AGM but have queries, may send their queries in advance 5 (five) days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at legal@ndaindia.com. These queries will be replied to by the Company suitable by email.
- vii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

EXPLANATORY STATEMENT
{PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE}

Item No. 3:

Based on the recommendations of the Nomination and Remuneration Committee, the Directors at its meeting held on 13th July, 2023, re-appointed Mr. Sanjay Agarwal as Managing Director of the Company, for a period of 3 years w.e.f. 1st May, 2024 to 30th April, 2027, on the terms and conditions as set out in the resolution.

Your Directors recommend the resolution for your approval.

Mr. Sanjay Agarwal himself and Mrs. Deepti Agarwal, 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.

The Board recommends the Special Resolution for approval by the members.

Item No. 4:

The Board has explored various options and proposed to raise fund by way of issue of Equity Shares on preferential basis, for the purpose as detailed below. The board of directors of the Company (“**Board**”) in their meeting held on Thursday, July 13, 2023 subject to necessary approval(s), have approved the proposal for raising of funds for an amount not exceeding Rs. 1,50,00,000 (Rupees One Crore Fifty Lakhs Only) by way of issue of up to 8,72,093 (Eight Lakhs Seventy two Thousand and Ninety Three) Equity Shares having 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), 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.

Sr. No.	Name of Proposed Allottee	Category	No. of Equity Shares to be allotted
1.	M/s Hilum Commodities Private Limited	Non-Promoter	8,72,093
Total			Up to 8,72,093

In terms of Section 62 read with section 42 of the Companies Act, 2013 and Rules made there under (the “**Act**”), and in accordance with the provisions of Chapter V “Preferential Issue” of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the Preferential Issue requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

The issue and allotment of Equity Shares shall be on the terms and conditions, as mentioned below:

- 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 dematerialized 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.

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 62 and The Companies (Prospectus and Allotment of Securities) Rules, 2014 and SEBI (ICDR) Regulations:

i. The objects of the preferential Issue:

The proceeds of the preferential issue will be utilized for any one or in combination with any one or more of the purposes such as:

- a) To broad base the capital structure of the Company required for business growth and future expansion plans.
- b) To meet increased working capital requirements.
- c) General corporate purpose or such other objects, as the Board may from time to time decide in the best interest of the Company.

ii. The total number of shares or other securities to be issued:

The Board, pursuant to its resolution dated Thursday, July 13, 2023, has approved the proposed preferential issue of 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, of the Company at a premium of Rs. 7.20/- per Equity Share.

iii. The amount which the company intends to raise by way of such securities:

Up to Rs. 1,50,00,000 (Rupees One Crore Fifty Lakhs Only) Equity Shares at a price of Rs. 17.20/- per Equity Share.

iv. The price or price band at which the allotment is proposed:

The issue price is Rs. 17.20/- per Equity Share having face value of Rs. 10/- each, at a premium of Rs. 7.20/- per Equity Share.

v. Basis on which the price has been arrived at:

The equity shares of Company are listed on the BSE Limited (BSE) where the shares of the Company are in-frequently traded in accordance with SEBI (ICDR) Regulations, 2018 read with Regulations 2(j) of SEBI (SAST) Regulations 2011.

Note: The Total Number of Equity Shares traded during the 12 Calendar Months before the month of approval of preferential issue i.e. August 2022 to July 2023 is 3,15,787 no. of equity shares on BSE Limited which is less than the 10% Percentage of total shares capital of the company.

The price of the equity has been determined based on the valuation made by independent valuer Mr. Nitin Pahilwani, IBBI Registration no. IBBI/RV/06/2019/11768 as per section 165 of SEBI (ICDR) Regulations 2018, as shares of the company being infrequently traded on BSE Limited.

The Value derived through valuation report is Rs. 17.20/- (Seventeen Rupees and twenty paisa) and the board approved the same.

vi. The relevant date on the basis of which price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of Equity Shares is Monday, July 10, 2023 being the 30 days prior to the date of Annual General Meeting i.e. Thursday, August 10, 2023.

vii. The class or classes of persons to whom the allotment is proposed to be made:

Name of Investor	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued		Category of Investor	No. of Equity Shares to be allotted
M/s Hilum Commodities Private Limited	Champion Investments PARTNER: 1. MOUSUMI ROY 2. BABITA MAJI	AAJFC1385 M DJCPR9821Q ELWPM7628 K	Non-Promoter	Up to 8,72,093
	Truthful Investments PARTNER: 1. RITA DEVI JAISWAL 2. RUMA JHANPRI	AAIFT8440P AEJPJ0345Q BPUPJ6464F		
	Fastrack Advisory Services PARTNER: 1. MOUSUMI ROY 2. BABITA MAJI	AADFF5362 P DJCPR9821Q ELWPM7628 K		
Total				Up to 8,72,093

viii. Intention of Promoters, directors or key managerial personnel to subscribe to the offer:

Promoter, directors and key managerial personnel are not intending to participate/subscribe to the proposed issue.

Further, promoters or directors of the Company have not and they will not contribute as part of the offer or in furtherance of objects.

ix. The proposed time within which the allotment shall be completed:

Under Regulation 170 of the SEBI (ICDR) Regulations, Preferential Allotment of the Equity Shares is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

x. The percentage (%) of Post Preferential Issue Capital that may be held by Allottee and Change in Control, if any, consequent to the Preferential Issue:

Sr. No.	Name of Proposed Allottee	Category	Pre Preferential Issue Holding		No. of Equity Shares to be allotted	Post Preferential Issue Holding	
			No. of Equity Shares	%		No. of Equity Shares	%
1.	M/s Hilum Commodities Private Limited	Non-Promoter	NIL	NIL	8,72,093	8,72,093	14.62
Total			NIL	NIL	8,72,093	8,72,093	14.62

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of Equity Shares of the Company.

xi. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any other issue or allotment of securities on preferential basis during the year.

xii. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

xiii. The Shareholding pattern of the Company before and after the allotment of securities under the preferential issue:

Category	Pre Issue Shareholding Structure		Equity Shares to be allotted	Post Equity Allotment	
	No. of Shares	%		No. of Shares	%
(A) Promoter Shareholding					
(1) Indian	33,24,540	65.29	-	33,24,540	55.74
(a) Individuals & HUF	2,64,700	5.20	-	2,64,700	4.44
(b) Bodies Corporate	-	-	-	-	-
(c) Others	50,000	0.98	-	50,000	0.84
(c1) Trusts	-	-	-	-	-
Sub Total (A)(1)	36,39,240	71.47	-	36,39,240	61.02
(2) Foreign Promoters	-	-	-	-	-
Total Promoter Shareholding A=A1+A2	36,39,240	71.47	-	36,39,240	61.02

(B) Public Shareholding					
(B1) Institutional Investors (Domestic)	-	-	-	-	-
(B2) Institutional Investors (Foreign)	-	-	-	-	-
(B3) Central Govt./ State Govt./ POI	-	-	-	-	-
(B4) Non-Institutional Investors	-	-	-	-	-
Individuals	12,00,902	23.58	-	12,00,902	20.13
Body Corporate	34,180	0.67	8,72,093	9,06,273	15.19
Others (Including HUF, LLP & NRI)	2,17,878	4.28	-	2,17,878	3.65
Sub Total B4	14,52,960	28.53	8,72,093	23,25,053	38.98
Total Public Shareholding B=B1+B2+B3+B4	14,52,960	28.53	8,72,093	23,25,053	38.98
(C) Non-Promoter - Non-Public	-	-	-	-	-
Grand Total (A+B+C)	50,92,200	100.00	8,72,093	5964293	100.00

xiv. **The current and proposed status of the Allottee post the preferential issues namely, promoter or non-promoter**

Name of Proposed Allottee	Current Status of Proposed Allottee	Proposed status of Allottee post the preferential issue
M/s Hilum Commodities Private Limited	Non-Promoter	Non-Promoter

xv. **Lock-In-Period:**

The Equity shares to be allotted shall be subject to lock-in for such period as specified under the provisions of relevant Regulation(s) of SEBI (ICDR) Regulations.

Since, none of the proposed Allottee have any pre preferential holding, the requirement of lock in of pre preferential holding under Regulation 167(6) of the SEBI (ICDR) Regulations is not applicable.

xvi. **The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed Allottee, the percentage of post preferential issue capital that may be held by them:**

Name of Investor	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued		Pre Issue		Post Issue	
			No. of Shares	%	No. of Shares	%
M/s Hilum Commodities Private Limited	Champion Investments PARTNER: 1. MOUSUMI ROY 2. BABITA MAJI	AAJFC1385M DJCPR9821Q ELWPM7628 K	NIL	NIL	8,72,093	14.62
	Truthful	AAIFT8440P				

	Investments PARTNER: 1. RITA DEVI JAISWAL 2. RUMA JHANPRI	AEJPJ0345Q BPUPJ6464F				
	Fastrack Advisory Services PARTNER: 1. MOUSUMI ROY 2. BABITA MAJI	AADFF5362P DJCPR9821Q ELWPM7628 K				
	Total		NIL	NIL	8,72,093	14.62

xvii. Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

However, the Company undertakes to re-compute the price of the Equity Shares in terms of the preferential allotment under this resolution as per the provision of the SEBI (ICDR) Regulations, 2018 where it is required to do so. The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified Equity Shares shall continue to be locked-in till the time such amount is paid by the Allottee.

xviii. Disclosure specified in Schedule VI of SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower:

Neither the Company nor its Promoters or Directors have been declared as willful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Promoters or Directors are a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

xix. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the Equity Shares, and the Equity Shares so allotted shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

xx. Valuation report from a Registered Valuer:

CA Nitin Pahilwani, bearing the registration IBBI/RV/06/2019/11768 with SEBI, has issued the valuation report for the issue.

The copy of the report has been uploaded on the Company's website, link for which is www.ndaindia.com.

xxi. Practicing Company Secretary's Certificate:

Practicing Company Secretary of the Company, Sweta Agarwal & Co. have issued a certificate dated July 13, 2023 confirming that the issue of the Equity Shares is being made in accordance with the requirements of the SEBI (ICDR) Regulations.

The copy of the certificate shall be placed in the meeting and Company's website link for the Certificate

is www.ndaindia.com

xxii. Principal terms of assets charged as securities:

Not Applicable.

xxiii. Other Disclosure/Undertaking:

- a. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- b. Neither the Company nor its Directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- c. The proposed Allottee have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 4 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

Item No. 5: Appointment of Mrs. Pooja Agarwal (DIN: 03111152) as a Non-Executive Independent Director of the Company.

The Board of Directors of the Company (“the Board”) at its meeting held on 13th July, 2023, based on the recommendation of the Nomination & Remuneration Committee (“**the Committee**”), recommended for the approval of the Members, the appointment of Mrs. Pooja Agarwal as a Non-Executive Independent Director of the Company. In this regard, as the Company is a trading and clearing member of various stock exchanges, the approval for appointment of any director on the Board is required from the stock exchanges. Accordingly, the Company shall sought the approval of the exchanges where the Company is a trading/clearing member and the appointment of Mrs. Pooja Agarwal shall be effective from the date of the last approval of the exchanges. In terms of the amended Regulation 17(1C) of the Listing Regulations, a listed entity has to ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In order to comply with the aforementioned provisions, the approval of the shareholders is sought by way of special resolution for appointment of Mrs. Pooja Agarwal as a Non-Executive Independent Director of the Company.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

She is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority. In terms of Section 160 of the Act, the Company has received a notice in writing from a member signifying his intention to propose the name of Mrs. Pooja Agarwal as a candidate from the office of Director.

The Board, based on the recommendation of Nomination and Remuneration Committee, considers that given her skills, integrity, expertise and experience, the association of Mrs. Pooja Agarwal would be beneficial to the Company and it is desirable to avail her services as a Non-Executive Independent Director. Further details and current directorships as required under SEBI Listing Regulations and Secretarial Standard-2 for General Meetings are provided in Annexure to this Notice.

Except Mrs. Pooja Agarwal and her relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution set out in the Notice. Mrs. Pooja Agarwal is not related to any other Director or Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel of the Company including their relatives are concerned or interested in the resolutions.

The Board, accordingly, recommends the passing of special resolution as set out at Item No. 5 of this notice, for the approval of the members.

Item No. 6: Appointment of Mr. Varundeep Gupta (DIN: 07355393) as a Non-Executive Independent Director of the Company.

The Board of Directors of the Company (“**the Board**”) at its meeting held on 13th July, 2023, based on the recommendation of the Nomination & Remuneration Committee (“**the Committee**”), recommended for the approval of the Members, the appointment of Mr. Varundeep Gupta as a Non-Executive Independent Director of the Company. In this regard, as the Company is a trading and clearing member of various stock exchanges, the approval for appointment of any director on the Board is required from the stock exchanges. Accordingly, the Company shall sought the approval of the exchanges where the Company is a trading/ clearing member and the appointment of Mr. Varundeep Gupta shall be effective from the date of the last approval of the exchanges. In terms of the amended Regulation 17(1C) of the Listing Regulations, a listed entity has to ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In order to comply with the aforementioned provisions, the approval of the shareholders is sought by way of special resolution for appointment of Mr. Varundeep Gupta as a Non-Executive Independent Director of the Company.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

He is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority. In terms of Section 160 of the Act, the Company has received a notice in writing from a member signifying his intention to propose the name of Mr. Varundeep Gupta as a candidate from the office of Director.

The Board, based on the recommendation of Nomination and Remuneration Committee, considers that given his skills, integrity, expertise and experience, the association of Mr. Varundeeep Gupta would be beneficial to the Company and it is desirable to avail his services as an Independent Director. Further details and current directorships as required under SEBI Listing Regulations and Secretarial Standard-2 for General Meetings are provided in Annexure to this Notice.

Except Mr. Varundeeep Gupta and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution set out in the Notice. Mr. Varundeeep Gupta is not related to any other Director or Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel of the Company including their relatives are concerned or interested in the resolutions.

The Board, accordingly, recommends the passing of special resolution as set out at Item No. 6 of this notice, for the approval of the members.

Annexure A to the Notice

Details of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting[Pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India]

Particulars	Mr. Sanjay Agarwal (DIN: 00010639)	Mrs. Pooja Agarwal (DIN: 03111152)	Mr. Varundeeep Gupta (DIN: 07355393)
Age	54 Years	40 Years	33 Years
Qualifications	MBA	LL.B	CA
Brief Resume	<p>Mr. Sanjay Agarwal is the Managing Director of the Company of NDA Securities Limited.</p> <p>He is responsible for managing, operating and supervising various businesses including Investment Banking, Institutional Equities, and Distribution division apart from legal and other strategic functions of the organization and is instrumental in making various strategic decisions for the Company. He consistently explores new avenues for enhancing the growth of the organization.</p>	<p>Mrs. Pooja Agarwal is the Director Behariji Agro Products Private Limited and N.P. Overseas Private Limited.</p> <p>She is having a close experience of the working and regulatory environment.</p>	<p>Mr. Varundeeep Gupta is the Director in KEA Software Private Limited and Quicktouch Technologies Limited.</p> <p>Mr. Varundeeep Gupta holds the membership of the Institute of Chartered Accountants of India ("ICAI") holding Membership No: 528894.</p> <p>He holds rich experience in the field of Finance, Fund raising and manufacturing. He was associated with the following companies under Finance and Manufacturing Industry</p> <p>a) Hitech Gears Limited as Assistant</p>

			Manager and b) Maruti Suzuki as Manager
Experience (including expertise in specific functional area)	He has more than 21 years of experience and has a rich legacy of professional exposure in the Capital Market.	She has rich experience in the field of Law.	He has rich experience in the field of finance, fund raising and manufacturing.
Terms and Conditions of Appointment/ Reappointment	As per the Resolution	Pursuant to the Section 149, 152, 161 & other relevant provisions of Companies Act, 2013.	
Remuneration last drawn (including sitting fees, if any)	Rs. 2,50,000/- per month	NA	NA
Remuneration proposed to be paid	Rs. 2,50,000/- per month	No Remuneration is paid or payable apart from Sitting Fees.	
Date of first appointment on the Board	25.09.2002	13.07.2023, Subject to approval of the exchanges where the company is trading Member, this appointment shall be effective from the last date of Approval received from the exchanges.	13.07.2023, Subject to approval of the exchanges where the company is trading Member, this appointment shall be effective from the last date of Approval received from the exchanges.
Shareholding in the Company as on March 31, 2023	1,80,785 Equity shares of Rs. 10/- each	NA	NA
Relationship with other Directors/ Key Managerial Personnel	Spouse of Mrs. Deepti Agarwal, Director of the company.	NA	NA
Number of meetings of the Board attended during the year	5	NA	NA
Names of Entities in which the person also hold directorship	1. NDA Commodity Brokers Private Limited 2. NDA Research and Technologies Private Limited	1. Behariji Agro Products Private Limited 2. N.P. Overseas Private Limited	1. KEA Software Private Limited 2. Quicktouch Technologies Limited
Membership/ Chairmanship of	NA	NA	Quicktouch Technologies Limited

Committees of other Boards as on March 31, 2023			
Listed entities from which the person has resigned in the past three years.	NA	NA	NA
Position of Chairman/Member held in mandatory Committees of other companies.	NA	NA	NA
Directorships held in other listed entities and memberships of Committees of the Board of the listed entity	NA	NA	<p>1. Director in Quicktouch Technologies Limited</p> <p>2. Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee in Quicktouch Technologies Limited</p>
Skills and capabilities required for the role	He has more than 21 years of experience and has a rich legacy of professional exposure in the Capital Market.	<p>The role and capabilities as required in the case of an independent director are well defined in the Company's Nomination and Remuneration Policy.</p> <p>Further, the Board has details of core skills/expertise/competencies, in context of its business and sector for it to function effectively. The Nomination and Remuneration Committee and the Board has evaluated the profile of Mrs. Pooja Agarwal and Mr. Varundeep Gupta and concluded that Mrs. Pooja Agarwal and Mr. Varundeep Gupta possess the relevant skills and capabilities to discharge the role of Independent Directors.</p>	

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

DIRECTORS' REPORT

Dear Shareholders,

Your Board of Directors has immense pleasure in presenting the 31st Annual Report of your Company along with the Audited Financial Statements for the Financial Year ended on 31st March, 2023. Further, in compliance with the Companies Act, 2013 the Company has made all requisite disclosures in this Board Report with the objective of accountability and transparency in its operations to make you aware about its performance and future perspective of the Company.

INFORMATION ON STATE OF THE COMPANY'S AFFAIRS

In the year 1994, the Company came out with a public issue, which was a success. The Company is among the first broking houses of Northern India to go public. Our share is presently listed at Bombay Stock Exchange.

The Company had started its journey by acquiring the membership in National Stock Exchange as soon as it came into existence in the year 1994, and held Category-1 Merchant Banking license till 1998.

1. FINANCIAL STATEMENT

Particulars	Amount (in Lakhs)	
	31.03.2023	31.03.2022
Revenue from Operations	510.48	736.36
Other Income	62.74	66.14
Total Income	573.22	802.50
Total Expenditure (inclusive of interest & Depreciation)	547.87	716.41
Profit (loss) before Tax	25.35	86.09
Current Tax	(11.46)	(7.98)
Deferred Tax (Asset)	68.14	(0.22)
Net Profit (loss)	82.03	77.89
Other Comprehensive Income	(9.58)	7.50
Net Profit (loss) after Comprehensive Income	72.45	85.39
Paid up Equity Capital	509.22	509.22
Reserves	391.76	319.31

2. DIVIDEND

The Directors do not recommend any dividend for the year.