

# 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

10.10.2016

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 24<sup>th</sup> Annual General Meeting held on 28th September, 2016.**

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 24<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 28th September, 2016.

Kindly take the same on your record and oblige.

Thanking You

Yours Faithfully

**For NDA Securities Limited**

A handwritten signature in blue ink that reads 'Vanshika Rastogi' with a stylized flourish at the end.

**Vanshika Rastogi**  
**Company Secretary**  
**ACS-36254**  
**Encl: as above**

:1:

**MINUTES OF THE 24<sup>th</sup> ANNUAL GENERAL MEETING OF NDA SECURITIES LIMITED HELD ON WEDNESDAY, 28<sup>TH</sup> SEPTEMBER 2016, AT 04:00 P.M. AT AGARWAL DHARMSHALA, OCF POCKET 104, KALKAJI VISTAR, NEAR PUNJSONS FACTORY, NEW DELHI-110019**

**PRESENT:** The following were present •

- |    |                       |                    |
|----|-----------------------|--------------------|
| 1. | SH. SANJAY AGARWAL    | MANAGING DIRECTOR  |
| 2. | SMT. DEEPTI AGARWAL   | WHOLETIME DIRECTOR |
| 3. | SH. UMA SHANKER GUPTA | DIRECTOR           |
| 4. | SH. LALIT GUPTA       | DIRECTOR           |
| 5. | SH. RAM KISHAN SANGHI | DIRECTOR           |
| 6. | MS. VANSHIKA RASTOGI  | COMPANY SECRETARY  |
| 7. | SH. S.C. GUPTA        | PARTNER            |

(GUPTA RUSTAGI & AGGARWAL,  
STATUTORY AUDITORS)

**71 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 2015-16. 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. Lalit Gupta, Chairman of the Audit Committee and Mr. Uma Shanker Gupta, Chairman of Stakeholders' Relationship Committee were present at the Annual General Meeting.

  
CHAIRMAN  
INITIALS

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With the permission of the Members present at the meeting, the Notice dated 12<sup>th</sup> August, 2016 convening 24<sup>th</sup> Annual General Meeting of the Company, as circulated to the Members of the Company was taken as read.

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 31<sup>st</sup> March, 2016.

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 24<sup>th</sup> Annual General Meeting. The e-voting had commenced on 24<sup>th</sup> September, 2016 (9:00A.M.) and ended on 27<sup>th</sup> September, 2016 (5:00 P.M.).

The Company had appointed Mr. Surrinder Kishore Kapahi, of Kapahi & Associates, Practicing Company Secretary, 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 ACCOUNTS**

**Mr. Sanjay Agarwal proposed the following as an Ordinary Resolution which was seconded by Mr. R K Khurana.**

**"RESOLVED THAT** the Audited Balance Sheet as at 31<sup>st</sup> March 2016 and the Statement of Profit & Loss Account of the Company for the year ended on 31<sup>st</sup> March, 2016 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."

  
CHAIRMAN'S  
INITIALS

:3:

The resolution was duly passed with requisite majority.

**ITEM NO. 2****RE-APPOINTMENT OF MRS. DEEPTI AGARWAL AS DIRECTOR**

**Mr. Santosh Bhutani proposed the following as an Ordinary Resolution which was seconded by Mr. Ajay Gupta.**

**"RESOLVED THAT** Mrs. Deepti Agarwal, who retires by rotation and being eligible, has offered herself for reappointment, be and is hereby reappointed as the Director of the Company, liable to retire by rotation."

The resolution was duly passed with requisite majority.

**ITEM NO.3****RATIFICATION OF RE-APPOINTMENT OF AUDITORS**

**Mr. ND Agarwal proposed the following as an Ordinary Resolution which was seconded by Mr. Sanjay Agarwal.**

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, (including any statutory modification(s) or re- enactment thereof), the appointment of M/s Gupta Rustagi & Aggarwal, Chartered Accountants,(Registration No. 008084N) which has been approved at the Annual General Meeting held on September 29th, 2014 for a term of 3 years, i.e. from the conclusion of the 22<sup>nd</sup> Annual General Meeting until 25<sup>th</sup> Annual General Meeting, be and is hereby ratified for the financial year 2016-17 and the Board of Directors/ Committee of the Board be and is hereby authorised to fix their remuneration including out of pocket expenses incurred by them in connection with statutory audit and/ or continuous audit under the Companies Act, 2013."

The resolution was duly passed with requisite majority.

**VOTE OF THANKS**

The Chairman declared the meeting concluded at 5:50 P.M. with a vote of thanks to the Chair.

**Dated: 06.10.2016**  
**Place: New Delhi**

  
**(SANJAY AGARWAL)**  
**CHAIRMAN**

  
CHAIRMAN  
INITIALS


**Declaration of Results of Remote e- voting and poll at 24<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2016**

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 28, 2016, the summary of which is mentioned hereunder, the Company, announced the results of voting on September 28, 2016 that all the resolutions for the Ordinary and Special businesses as set out in item no. 1 to 3 in the Notice of the 24<sup>th</sup> Annual General Meeting of the Company have been duly passed by the overwhelming majority. The summary of the Scrutinizer's Report is as follows:

| Item No. of Notice 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 votes |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|-----------------------------------|---------------------------------------|----------------------------------------|---------------------------------------|---------------|
|                                                                                                                                                                                                                                                                                                       |                                                              | Number                            | % of total number of valid votes cast | Number                                 | % of total number of valid votes cast |               |
| 1. Adoption of Audited Balance Sheet of the Company as at 31st March 2016 and statement of Profit & Loss for the year ended on that date together with the Reports of the Auditors and Directors thereon and the Consolidated Financial Statement of the Company for the F.Y. ended 31st March, 2016. | 43                                                           | 3731624                           | 100                                   | 0                                      | 0                                     | 0             |
| 2. Re-appointment of Mrs. Deepti Agarwal (DIN: 00049250), as Director, who retires by rotation and being eligible offers Herself for re-appointment                                                                                                                                                   | 43                                                           | 3731624                           | 100                                   | 0                                      | 0                                     | 0             |
| 3. Ratification of Appointment of M/s Gupta Rustagi & Aggarwal as statutory Auditors of the Company                                                                                                                                                                                                   | 43                                                           | 3731624                           | 100                                   | 0                                      | 0                                     | 0             |

**Dated: 06.10.2016**

**Place: New Delhi**

  
**(SANJAY AGARWAL)**  
**CHAIRMAN**

CHAIRMAN  
INITIALS