

# 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)  
Phone : 91-11-46204000 (30 lines), 23712751, 23717551, 23713696, 23319687, 32631621  
Fax : 91-11-23731210, Email : info@ndaindia.com, website : www.ndaindia.com  
CIN : L74899DL1992PLC050366

Email:corp.relations@bseindia.com

REF: NDASEC/24AGM/BSE/2015-16

Date: 31.08.2016

To,

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

**Sub: Notice of 24<sup>th</sup> Annual General Meeting**  
**Ref: BSE Code: 511535 ISIN: INE026C01013**

Dear Sir/ Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of the Notice dated 12<sup>th</sup> August, 2016 for convening the 24<sup>th</sup> Annual General Meeting of the Company to be held at Aggarwal Dharmshala, OCF Pocket 104, Kalkaji Extension, Near Punjsons Factory, New Delhi- 110019 on Wednesday, 28<sup>th</sup> September, 2016 at 4:00 P.M.

**Thanking You**

**For NDA Securities Limited**

  
**Vanshika Rastogi**  
**Company Secretary**  
**ACS- 36254**

**Encl: as above**

**NDA SECURITIES LIMITED**

(CIN: L74899DL1992PLC050366)

Regd. Office: 1002A, Arunachal, 19, Barakhamba Road, New Delhi- 110001

Tel: 011-46204000, Fax: 011-46204050, E-mail: legal@ndaindia.com,

Website: www.ndaindia.com**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 24<sup>th</sup> ANNUAL GENERAL MEETING OF NDA SECURITIES LIMITED WILL BE HELD ON WEDNESDAY, 28<sup>th</sup> SEPTEMBER 2016, AT 4:00 P.M. AT AGGARWAL DHARMSHALA, OCF POCKET 104, KALKAJI EXTENSION, NEAR PUNJSONS FACTORY, NEW DELHI- 110019 TO TRANSACT THE FOLLOWING BUSINESSES:-**

**Ordinary Business**

1. To consider and adopt:
  - (a) The Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2016 and the Directors' and Auditors' Reports thereon, and
  - (b) The Audited consolidated financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2016.
2. To appoint a director in place of Mrs. Deepti Agarwal (DIN:00049250), who retires by rotation and being eligible offers herself for re-appointment.
3. To ratify the appointment of the Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

**“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 29<sup>th</sup>, 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.”

**By Order of the Board of Directors****Vanshika Rastogi**  
Company Secretary  
ACS-36254Place: New Delhi  
Date: 12.08.2016

**Notes:**

1. A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy/ Proxies to attend and vote instead of Himself/ Herself. Such a Proxy/ Proxies need not be a member of the Company. The Proxy form should be deposited at the registered office of the Company not less than 48 Hours before the time for holding the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. Proxies submitted on behalf of Corporate Members must be supported by an appropriate Resolution/ Authority, as applicable.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 22.09.2016 to 28.09.2016 (both days inclusive) for the purpose of Annual General Meeting.
3. Details under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director, seeking appointment/ re- appointment at the Annual General Meeting, forms integral part of the notice. The Director has furnished the requisite declaration for her appointment/ re- appointment.
4. Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 are being sent in the permitted manner.
5. Electronic copy of the Notice of the 24th Annual General Meeting of the Company inter alia indicating the process and manner of e- voting along with Attendance slip and proxy form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website [www.ndaindia.com](http://www.ndaindia.com) for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post. For any communication, the members may also send requests to the Company's email id: [legal@ndaindia.com](mailto:legal@ndaindia.com).
6. The physical copies of the relevant documents mentioned in accompanying notice will be available at the Company's Registered Office in New Delhi for inspection during normal business hours on all working days, except Saturdays, during the Business hours up to the date of the Meeting.
7. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the meeting.
8. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.
9. Voting through electronic means
  - In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services. The Facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM (remote e-voting) will be provided by National Securities Depository Limited (NSDL):
  - The facility for voting through poll paper shall be made available at the AGM, and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Poll.
  - The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- The remote e-voting period commences on 24.09.2016 at 9.00 AM to 27.09.2016 at 5.00 P.M. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21.09.2016, may cast their vote by remote e- voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the member shall not be allowed to change it subsequently.  
The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
- A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:
- i. Open email and open PDF file viz; “NDA Securities Limited remote e-Voting. pdf” with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password. The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.
  - ii. Launch the internet browser and type the following URL: <https://www.evoting.nsd.com>.
  - iii. Click on Shareholder – Login.
  - iv. Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
  - v. Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vi. Home page of remote e-voting opens. Click on e-voting: Active Voting Cycles.
  - vii. Select “EVEN” (E-Voting Event Number) of NDA Securities Limited.
  - viii. Now you are ready for remote e-voting as “Cast Vote” page opens.
  - ix. Cast your vote by selecting appropriate option and click on “Submit” and also confirm” when prompted.
  - x. Upon confirmation, the message “Vote cast successfully” will be displayed.
  - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - xii. 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., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [kapahiassociates@yahoo.com](mailto:kapahiassociates@yahoo.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- B. In case a member receives physical copy of the Notice of AGM and Attendance Slip (for Members whose email addresses are not registered with the Company/Depositories) or requesting physical copy:
- i. Initial password is provided at the bottom of the Attendance Slip for the AGM:

EVEN (Remote E-voting Event Number)	USER ID	PASSWORD
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- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
- 2) Voting at AGM: The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

**OTHER INSTRUCTIONS:**

- i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.- 1800-222-990.
- ii. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.
- iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iv. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut- off date of 21.09.2016.
- v. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as of the cut-off date i.e. 21.09.2016 may obtain the login ID and password by sending an email to [beetalrta@gmail.com](mailto:beetalrta@gmail.com)/[legal@ndaindia.com](mailto:legal@ndaindia.com) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- vi. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- vii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot papers.
- viii. Mr. Surrinder Kishore Kapahi, of Kapahi & Associates, Practicing Company Secretary (Membership No. FCS No.1407, CP No. 1118) has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- ix. The Scrutinizer shall after the conclusion of voting at Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 3 days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- x. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of 'Poll Paper' for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xi. The Results declared along with the Scrutinizers' Report shall be placed on the website of the Company [www.ndaindia.com](http://www.ndaindia.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The Results shall also be communicated to BSE Limited, where the shares of the Company are listed.

**By Order of the Board of Directors**

**Vanshika Rastogi**  
Company Secretary  
ACS-36254

Place: New Delhi  
Date:12.08.2016

**Details of Director Seeking Appointment / Re-Appointment at the 24<sup>th</sup> Annual General Meeting (Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Name of the Director</b>	Mrs. Deepti Agarwal
<b>Director Identification Number</b>	00049250
<b>Date of Birth</b>	17/08/1973
<b>Date of Appointment on the Board</b>	01/05/2008
<b>Nationality</b>	Indian
<b>Category</b>	Executive, Whole- Time Director
<b>Relationship with other director</b>	Wife of Mr. Sanjay Agarwal (MD)
<b>Qualifications</b>	Graduate
<b>Expertise in Specific Functional Area</b>	Capital Market
<b>List of Directorships held in other Companies</b>	1.NDA Realties Private Limited
<b>Chairman/Member of the Committees of the Boards of other companies in which she is director as on 31.03.2016</b>	NIL
<b>Shareholding in NDA Securities Limited</b>	28,451 Shares



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**CIN: L74899DL1992PLC050366**

**Regd. Office:** 1002A, Arunachal, 19, Barakhamba Road, New Delhi – 110001.

**Tel:** 011-46204000, **Fax:** 011-46204050, **E-mail:** legal@ndaindia.com,

**Website:** www.ndaindia.com

## ATTENDANCE SLIP

DP ID No. ....

Client ID No. ....

Registered Folio No. ....

No. of Shares held: .....

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 24th Annual General Meeting of the Company held on Wednesday, the 28th September, 2016 at 4:00 P.M. at Aggarwal Dharmshala, OCF Pocket 104, Kalkaji Extension, Near Punjsons Factory, New Delhi-110019.

NAME OF THE SHAREHOLDER / PROXY  
(IN BLOCK LETTERS)

FATHER'S / HUSBAND NAME OF THE SHAREHOLDER

SIGNATURE OF THE MEMBER / PROXY

- Note:
- 1) Please fill up this attendance slip and hand it over at the meeting.
  - 2) Attendance slips not filled in properly will not be entertained
  - 3) All joint holders should use only one slip.
  - 4) KINDLY NOTE THAT NO GIFTS / GIFT COUPONS WILL BE DISTRIBUTED AT THE MEETING.
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**NDA SECURITIES LIMITED  
CIN:L74899DL1992PLC050366**

**Regd. Office:** 1002A, Arunachal, 19, Barakhamba Road, New Delhi – 110001.

**Tel:** 011-46204000, **Fax:** 011-46204050, **E-mail:** legal@ndaindia.com,

**Website:** www.ndaindia.com

**MGT-11  
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s)	
Registered Address	
E-mail Id	
Folio No./ Client Id	
DP ID	

I / We, being the member (s) of ..... shares of the above named company hereby appoint

Name			
Address			
E-mail Id		Signature	

OR FAILING HIM/HER

Name			
Address			
E-mail Id		Signature	

OR FAILING HIM/ HER

Name			
Address			
E-mail Id		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the company, to be held on Wednesday, 28th September 2016 at 4:00 P.M. at Aggarwal Dharmshala, OCF Pocket 104, Kalkaji Extension, Near Punjsons Factory, New Delhi- 110019 and at any adjournment thereof in respect of such resolutions as are indicated herein:

Resolution No.	RESOLUTIONS
<b>ORDINARY BUSINESS</b>	
1.	Adoption of audited Balance Sheet of the Company as at 31 <sup>st</sup> March 2016 and statement of Profit & Loss for the year ended on that date together with the Reports of the Auditors and Directors thereon
2.	Re-appointment of Mrs. Deepti Agarwal (DIN: 00049250), who retires by rotation and being eligible offers herself for re-appointment
3.	Ratification the appointment of M/s Gupta Rustagi & Aggarwal as Statutory Auditors of the Company.



Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

**Affix Re. 1/-  
Revenue  
Stamp**

**Notes:**

- i. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- ii. The Proxy Form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company/Depository Participant.
- iii. A proxy need not be a Member.

**FORM No. MGT-12**

[Pursuant to Section 109 (5) of the Companies Act, 2013 and rule 21 (1) (c) of the Companies  
(Management and Administration) Rules, 2014]

**Name of the Company:** NDA Securities Limited

**Registered office:** 1002A, Arunachal, 19, Barakhamba Road, New Delhi- 110001

**CIN:** L74899DL1992PLC050366

**BALLOT PAPER**

S. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block Letters)	
2.	Postal Address	
3.	Registered folio No. / * Client ID No. (* Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/ Special Resolution enumerated below by recoding  
my assent or dissent to the said resolution in the following manner:

S. No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
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.			
2.	Re-appointment of Mrs. Deepti Agarwal (DIN: 00049250), as Director, who retires by rotation and being eligible offers herself for re-appointment.			
3.	Ratification of Appointment of M/s Gupta Rustagi & Aggarwal as statutory Auditors of the Company.			

Place:

Date:

(Signature of the Shareholder)

## **INSTRUCTIONS**

1. This polling paper is provided for the benefit of members who do not have access to e-voting facility.
2. A member can opt for only one mode of voting i.e. either through e-voting or by Poll. If a member cast votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.

### **Process and manner for Members opting to vote by using the Polling Paper**

1. Please complete and sign the Polling Paper and drop it into the Polling Box.
2. The Polling Paper should be signed by the Member/Proxy as per the specimen signature registered with the Company/Depositories.
3. In case of joint holding, this Polling Paper should be completed and signed by the first named Member and in his/her absence, by the next named joint holder.
4. In case the shares are held by companies, trusts, societies etc. the duly completed polling paper should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
5. Votes should be cast in case of each resolution, either in favour or against by putting the tick (√) mark in the column provided in the polling paper.
6. The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on 21<sup>st</sup> September, 2016 (Cut- off date) as per the Register of Members of the Company.
7. Unsigned, incomplete, improperly or incorrectly tick marked Polling Papers will be rejected. A Polling Paper will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
8. The decision of the Scrutinizer on the validity of the Polling Paper and any other related matter shall be final.
9. The results declared along with Scrutinizer's Report shall be placed on the Company's website [www.ndaindia.com](http://www.ndaindia.com) and on the website of the National Securities Depository Limited and communicated to the BSE Limited, where the shares of the Company are listed.

