

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

23.10.2017

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 25th Annual General Meeting held on 27th September, 2017.

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 25th Annual General Meeting of the Company held on Wednesday, 27th September, 2017.

Kindly take the same on your record and oblige.

Thanking You

Yours Faithfully

For NDA Securities Limited

Vanshika Rastogi
Company Secretary
ACS-36254
Encl: as above

:1:

MINUTES OF THE 25th ANNUAL GENERAL MEETING OF NDA SECURITIES LIMITED HELD ON WEDNESDAY, 27TH SEPTEMBER 2017, AT 04:00 P.M. AT AGGARWAL DHARMSHALA, OCF POCKET 104, KALKAJI EXTENSION, NEAR PUNJSONS FACTORY, NEW DELHI-110019

PRESENT: The following were present

- | | | |
|----|------------------------------|---------------------------|
| 1. | SH. SANJAY AGARWAL | MANAGING DIRECTOR |
| 2. | SMT. DEEPTI AGARWAL | 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 |
- (M/s Gupta Rustagi & Aggarwal,
STATUTORY AUDITORS)**

SPECIAL INVITEE

- | | |
|--------------------------|-----------------------------|
| SH. SATYA PRAKASH | CHARTERED ACCOUNTANT |
| | PARTNER |
- (M/s Satya Prakash Garg & Co.,)**

84 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 2016-17. 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.


CHAIRMAN'S
INITIALS

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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.

With the permission of the Members present at the meeting, the Notice dated 11th August, 2017 convening 25th 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 31st March, 2017.

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 25th Annual General Meeting. The e-voting had commenced on 22nd September, 2017 (9:00A.M.) and ended on 26th September, 2017 (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 ANNUAL ACCOUNTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

Mr. B K Sahni proposed the following as an Ordinary Resolution which was seconded by Mr. R K Khurana.



CHAIRMAN'S
INITIALS

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"RESOLVED THAT the Audited Balance Sheet as at 31st March 2017 and the Statement of Profit & Loss Account of the Company for the year ended on 31st

March, 2017 and Cash Flow Statement of the Company and the Reports of the Directors and Auditors thereon together with Consolidated financial Statement of the Company for the year ended as on that date as circulated to the members be and the same are hereby received, considered and adopted."

The resolution was duly passed with requisite majority.

ITEM NO. 2

RE-APPOINTMENT OF SH. SANJAY AGARWAL (DIN: 00010639) AS DIRECTOR

Ms. Jyoti Agarwal proposed the following as an Ordinary Resolution which was seconded by Mr. Trilok Chand Agarwal.

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

The resolution was duly passed with requisite majority.

ITEM NO.3

APPOINTMENT OF NEW STATUTORY AUDITOR OF THE COMPANY

Mr. J K Bhambri proposed the following as an Ordinary Resolution which was seconded by Ms. Shobha Bhambri.

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any amendment, modification, variation or re-enactment thereof and pursuant to the recommendation of the Audit Committee M/s. Satya Prakash Garg & Co., Chartered Accountants (Firm Registration No.- 017544N) be and are hereby appointed as the Statutory Auditors of the Company, in place of retiring Statutory Auditors M/s Gupta Rustagi & Aggarwal, Chartered Accountants, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 30th Annual General Meeting, subject to ratification of such appointment by the Members of the Company at every Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

The resolution was duly passed with requisite majority.


CHAIRMAN
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SPECIAL BUSINESS**ITEM NO. 4****RE- APPOINTMENT OF SMT. DEEPTI AGARWAL (DIN: 00049250) AS WHOLE- TIME DIRECTOR OF THE COMPANY**

Mr. Santosh Bhutani proposed the following as a Special Resolution which was seconded by Mr. Ajay Gupta.

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 (as amended from time to time or any statutory modifications or re-enactments thereof, for the time being in force) and rules made thereunder read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, and subject to such other consents and permissions as may be necessary, and subject to such modifications, variations as may be approved and acceptable to the appointee, consent of the Company be and is hereby accorded to the re-appointment of Smt. Deepti Agarwal as Whole Time Director of the Company for a period of three years from May, 1st 2017 to April, 30th 2020 on such remunerations and terms and conditions, as detailed below:

- A. Salary: Rs. 1,00,000/- per month
- B. Perquisites and Allowances:
 - a. MEDICAL REIMBURSEMENT: For self and family subject to a ceiling of one month salary in a year or three months' salary over a period of three years.
 - b. LEAVE TRAVEL CONCESSION: Leave Travel Concession for self and family once in a year.
 - c. CLUB FEES: Fees of clubs subject to maximum of two clubs excluding life membership fees.
 - d. PERSONAL ACCIDENT INSURANCE: premium for Personal Accident Policy shall be paid by the Company, in accordance with the rules of the Company.
 - e. CONVEYANCE AND TELEPHONE: Car with driver for use on Company's business and telephone at residence along with Mobile Phone will be provided. They will however, not to be considered as perquisites. Personal long distance calls on telephones and use of Car for private purpose, shall be billed by the Company.
 - f. OTHER BENEFITS: Such other benefits, amenities, facilities, allowances and perquisites as per rules of the Company applicable to Senior Executives or as may be permitted by the Board of Directors.

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.


CHAIRMAN'S
INITIALS

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In addition to the perquisites as aforesaid, Smt. Deepti Agarwal shall also be entitled to the following benefits which shall not be included in the computation of her remuneration:

- a. **PROVIDENT FUND:** Company's contribution towards Provident Fund as per rules of the Company to the extent not taxable under the Income Tax Act, 1961.
- b. **SUPERANNUATION FUND:** Company's contribution towards superannuation fund or annuity fund will not be included in computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income tax Act.
- c. **GRATUITY:** Not exceeding half month's salary for each completed year of services.
- d. **LEAVE:** As per rules of the company but not exceeding one month's leave with full salary for every eleven months of services. Leave accumulated but not availed during the tenure as Whole-time Director may be allowed to be encashed at the end of the tenure.
- e. **REIMBURSEMENT OF EXPENSES:** The Whole-time Director will be entitled to reimbursement of entertainment and all other expenses actually and properly incurred by her in the course of legitimate business of the Company.
- f. **SITTING FEE:** The Whole-time Director shall not be paid any sitting fee for attending meetings of the Board of Directors or any Committee(s) thereof.

"RESOLVED FURTHER THAT Smt. Deepti Agarwal shall retire by rotation and the remuneration of Smt. Deepti Agarwal is as per remuneration policy of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any year comprised in the period of appointment, the above remuneration will be deemed to be minimum remuneration. However, such minimum remuneration shall not exceed the limits prescribed under schedule V of the Companies Act, 2013 and the rules made there under or any statutory modifications or re-enactment thereof.

RESOLVED FURTHER THAT Ms. Vanshika Rastogi, Company Secretary of the Company, be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

VOTE OF THANKS

The Chairman declared the meeting concluded at 6:00 P.M. with a vote of thanks to the Chair.

Dated: 17.10.2017
Place: New Delhi


(SANJAY AGARWAL)
CHAIRMAN

CHAIRMAN
INITIALS

Declaration of Results of Remote e- voting and poll at 25th Annual General Meeting held on 27th September, 2017

On the basis of the Scrutinizer's Report of remote electronic voting and for the e-voting / poll conducted at the Annual General Meeting dated September 27, 2017, the summary of which is mentioned hereunder, the Company announced the results of voting on September 27, 2017 that all the resolutions for the Ordinary and Special businesses as set out in item no. 1 to 4 in the Notice of the 25th 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 2017 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, 2017.	84	953954	100	3	0	0
2. Re-appointment of Mr. Sanjay Agarwal (DIN: 00010639), as Director, who retires by rotation and being eligible offers himself for re-appointment	84	953954	100	3	0	0
3. Appointment of M/s Satya Prakash Garg & Co., Chartered Accountants (Firm Registration No.- 017544N) as statutory Auditors of the Company	84	953954	100	3	0	0
4. Re- Appointment of Mrs. Deepti Agarwal (DIN: 00049250) as Whole- Time-Director of the Company.	79	253808	100	3	0	0


(SANJAY AGARWAL)
CHAIRMAN

Dated: 17.10.2017
Place: New Delhi

CHAIRMAN'S
INITIALS