

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

23.10.2018

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 26th Annual General Meeting held on 27th September, 2018

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 26th Annual General Meeting of the Company held on Thursday, 27th September, 2018.

Kindly take the same on your record and oblige.

Thanking You

Yours Faithfully

For NDA Securities Limited

A handwritten signature in black ink, appearing to read 'Vanshika Rastogi', written over a circular stamp or seal.

Vanshika Rastogi
Company Secretary
ACS-36254
Encl: as above

(1/2018-19)

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MINUTES OF THE 26th ANNUAL GENERAL MEETING OF NDA SECURITIES LIMITED HELD ON THURSDAY, 27TH SEPTEMBER 2018, 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. | MS. VANSHIKA RASTOGI | COMPANY SECRETARY |
| 6. | SH. SATYA PRAKASH | PARTNER |

**(M/s Satya Prakash Garg & Co.,
STATUTORY AUDITORS)**

160 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 2017-18. 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.

With the permission of the Members present at the meeting, the Notice dated 13th August, 2018 convening 26th Annual General Meeting of the Company, as circulated to the Members of the Company was taken as read.



CHAIRMAN
INITIALS

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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, 2018.

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 26th Annual General Meeting. The e-voting had commenced on 24th September, 2018 (9:00A.M.) and ended on 26th September, 2018 (5:00 P.M.).

The Company had appointed Mr. Surrinder Kishore Kapahi, Practicing Company Secretary of Kapahi & Associates, 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, 2018

"RESOLVED THAT the Audited Balance Sheet as at 31st March 2018 and the Statement of Profit & Loss Account of the Company for the year ended on 31st March, 2018 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.



CHAIRMAN'S
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ITEM NO. 2**RE-APPOINTMENT OF MRS. DEEPTI AGARWAL (DIN: 00049250) AS DIRECTOR**

"RESOLVED THAT Mrs. Deepti Agarwal (DIN: 00049250), who retires by rotation and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as the Director of the Company, liable to retire by rotation."

The resolution was duly passed with requisite majority.

SPECIAL BUSINESS**ITEM NO. 3****RE-APPOINTMENT OF MR. SANJAY AGARWAL (DIN: 00010639) AS MANAGING DIRECTOR OF THE COMPANY**

"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 Mr. Sanjay Agarwal (DIN:00010639) be and is hereby appointed as Managing Director of the Company for a period of three years from May, 1st 2018 to April, 30th 2021.

RESOLVED FURTHER THAT Mr. Sanjay Agarwal, be paid the remuneration as below:-

SALARY

By way of change in the basic salary payable to Mr. Sanjay Agarwal from Rs. 1,50,000/- to Rs. 2,50,000/- per month with effect from 1st April, 2018.

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.


CHAIRMAN
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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 en-cashed 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 is 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

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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 Ms. Vanshika Rastogi, Company Secretary of the company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution."

The resolution was duly passed with requisite majority.

VOTE OF THANKS

The Chairman declared the meeting concluded at 5:45 P.M. with a vote of thanks to the Chair.

Dated: 23.10.2018

Place: New Delhi

(SANJAY AGARWAL)
CHAIRMAN

Declaration of Results of Remote e- voting and poll at 26th Annual General Meeting held on 27th September, 2018

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, 2018, the summary of which is mentioned hereunder, the Company announced the results of voting on September 27, 2018 that all the resolutions for the Ordinary and Special businesses as set out in item no. 1 to 3 in the Notice of the 26th Annual General Meeting of the Company have been duly passed by the overwhelming majority. The summary of the Scrutinizer's Report is as follows:

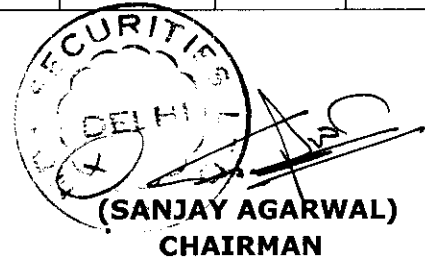
Item No. of Notice and heading of the Resolution	Number of members present and voting (in person or by proxy)	Votes in favour of the resolution		Number of votes against the resolution		Invalid Ballot Papers
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast	
1. Adoption of Audited Balance Sheet of the Company as at 31st March 2018 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, 2018.	160	4070654	100	0	0	7

CHAIRMAN'S INITIALS

MINUTE BOOK

2. Re-appointment of Mrs. Deepti Agarwal (DIN: 00049250), as Director, who retires by rotation and being eligible offers herself for re-appointment	160	4070654	100	0	0	7
3. Re- Appointment of Mr. Sanjay Agarwal (DIN: 00010639) as Managing Director of the Company.	154	481934	100	0	0	7

Dated: 23.10.2018
Place: New Delhi



(SANJAY AGARWAL)
CHAIRMAN

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CHAIRMAN'S
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