

KAPAHI AND ASSOCIATES

(COMPANY SECRETARIES)

FLAT NO. 7C, EVERSHINE APARTMENTS, VIKAS PURI, NEW DELHI-110018

E-mail : kapahiassociates@yahoo.com

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
NDA Securities Limited
1002 A, Arunachal, 19
Barakhamba Road
New Delhi – 110001.

22nd Annual General Meeting of the Equity Shareholders of NDA Securities Limited held on Monday, 29th September 2014, at 04:00 P.M. at Agarwal Dharmshala, OCF Pocket 104, Kalkaji Vistar, Near Punjsons Factory, New Delhi-110019

Dear Sir,

I, S. K. Kapahi, Practising Company Secretary, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 22nd Annual General Meeting of the Equity Shareholders of NDA Securities Limited held on Monday, 29th September 2014, at 04:00 P.M. at Agarwal Dharmshala, OCF Pocket 104, Kalkaji Vistar, Near Punjsons Factory, New Delhi-110019, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

Resolution No. 1: Adoption of audited Balance Sheet of the Company as at 31st March 2014 and statement of Profit & Loss for the year ended on that date together with the Reports of the Auditors and Directors thereon. (ORDINARY RESOLUTION)

- i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
37	2941061	100



ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	225

Resolution No. 2: Re-appointment of Mrs. Deepti Agarwal (DIN: 00049250), who retires by rotation and being eligible offers herself for re-appointment. (ORDINARY RESOLUTION)

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
37	2941061	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	225



Resolution No. 3: Appointment of M/s Gupta Rustagi & Aggarwal as Statutory Auditors of the Company for period of 3 Years. (ORDINARY RESOLUTION)

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
37	2941061	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	225

Resolution No. 4: Appointment of Mr. Uma Shanker Gupta as an Independent Director for period of 5 Years. (ORDINARY RESOLUTION)

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
37	2941061	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	225



Resolution No. 5: Appointment of Mr. Lalit Gupta as an Independent Director for period of 5 Years. (ORDINARY RESOLUTION)

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
37	2941061	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	225

Resolution No. 6: Appointment of Mr. Ram Kishan Sanghi as an Independent Director for period of 5 Years. (ORDINARY RESOLUTION)

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
37	2941061	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	225



Resolution No. 7: Re-appointment of Mrs. Deepti Agarwal as Whole-time Director for a period of 3 Years. (SPECIAL RESOLUTION)

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
37	2941061	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	225

Resolution No. 8: Adoption of new set of Articles of Association in place of existing Articles of Association of the Company. (SPECIAL RESOLUTION)

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
37	2941061	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	225



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully



(S.K. Kapahi)
Scrutinizer
FCS No. 1407
CP No. 1118



Place: Delhi

Date: 30th September, 2014