

24TH  
ANNUAL REPORT  
2015-16



NDA SECURITIES LIMITED

**CORPORATE INFORMATION****BOARD OF DIRECTORS**

Mr. Sanjay Agarwal ( Managing Director)  
Mrs. Deepti Agarwal (Whole Time Director)  
Mr. Lalit Gupta, (Director)  
Mr. Uma Shanker Gupta(Director)  
Mr. Ram Kishan Sanghi(Director)

**AUDIT COMMITTEE**

Mr. Lalit Gupta- Chairman  
Mr. Uma Shanker Gupta- Member  
Mr. Ram Kishan Sanghi- Member

**NOMINATION AND REMUNERATION COMMITTEE**

Mr. Uma Shanker Gupta- Chairman  
Mr. Lalit Gupta- Member  
Mr. Ram Kishan Sanghi- Member

**SHARE TRANSFER/ STAKEHOLDERS RELATIONSHIP COMMITTEE**

Mr. Uma Shanker Gupta- Chairman  
Mr. Lalit Gupta- Member  
Mr. Ram Kishan Sanghi- Member

**STATUTORY AUDITORS**

Gupta Rustagi & Aggarwal  
Chartered Accountants, New Delhi

**BANKERS**

HDFC Bank  
Ratnakar Bank  
Punjab National Bank  
ICICI Bank

**REGISTRAR & SHARE TRANSFER AGENTS**

Beetal Financial & Computer Services Pvt. Ltd.  
Beetal House, 3<sup>rd</sup> Floor, 99 Madangir,  
Behind Local Shopping Centre,  
New Delhi- 110062  
Tel: 011-29961281-83  
Fax: 011-29961284  
Email: [beetalrta@gmail.com](mailto:beetalrta@gmail.com)  
Website: [www.beetalfinancial.com](http://www.beetalfinancial.com)

**COMPANY SECRETARY**

Ms. Vanshika Rastogi

**CHIEF FINANCE OFFICER**

Mr. Arun Kumar Mistry

**REGISTERED OFFICE**

1002A, Arunachal, 19, Barakhamba Road,  
New Delhi- 110001  
Tel: 011-46204009,  
Fax: 011- 46204050  
email: [legal@ndaindia.com](mailto:legal@ndaindia.com)  
website: [www.ndaindia.com](http://www.ndaindia.com)

**CONTENTS**

Topic	Page No.	Topic	Page No.
1. Notice.....	1	8. Statement of Profit & Loss.....	48
2. Director's Report.....	6	9. Cash Flow Statement.....	49
3. Annexures to Director's Report.....	11	10. Notes to the Accounts.....	50
4. Management Discussion & Analysis Report.....	27	11. Independent Consolidated Auditors' Report.....	62
5. Corporate Governance Report.....	29	12. Consolidated Balance Sheet.....	66
6. Independent Auditors' Report.....	41	13. Consolidated Statement of Profit & Loss.....	67
7. Balance Sheet.....	47	14. Consolidated Cash flow Statement.....	68
		15. Notes to Consolidated Financial Statements.....	69

**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, 28TH 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 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.”

**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

## DIRECTORS' REPORT

### Dear Shareholders,

Your Board of Directors has immense pleasure in presenting the 24th Annual Report of your Company along with the Audited Financial Statements for the Financial Year ended on 31st March, 2016. Further, in compliance with the Companies Act, 2013 the Company has made all requisite disclosures in this Board Report with the objective of accountability and transparency in its operations to make you aware about its performance and future perspective of the Company.

### INFORMATION ON STATE OF THE COMPANY'S AFFAIRS

The Company had started its journey by acquiring the membership in National Stock Exchange as soon as it came into existence in the year 1994, and held Category-1 Merchant Banking license till 1998.

In the year 1994, we came out with a public issue, which was a success. We are among the first broking houses of Northern India to go public. Our share is presently listed at Bombay Stock Exchange.

The company has diversified its business in due course of time and rendering all financial services under one roof with the help of its subsidiaries as on date. All the products, services, different segments, including performance and business environment thereof have been covered in detail in the Management Discussion and Analysis Report separately which is the part of this Board Report.

### 1. FINANCIAL STATEMENT

Particulars	Amount (in Rupees)	
	31.03.2016	31.03.2015
Revenue from Operations	46,519,657	46,008,919
Other Income	5,904,858	5,697,300
Total Income	52,424,515	51,706,219
Total Expenditure (inclusive of interest & Depreciation)	52,381,805	53,188,632
Profit (loss) before Tax	42,710	(14, 82,413)
Provision for Tax (Asset)	70,439	-
Deferred Tax (Asset)	137,882	298,148
Net Profit (loss)	110,154	(11, 84,265)
Paid up Equity Capital	50,922,000	50,922,000
Reserves	19,235,412	19,125,258

### 2. DIVIDEND

Due to insufficiency of profit, your company regrets its inability to recommend payment of any dividend.

### 3. SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS

As on 31st March, 2016 following 2 Companies are the subsidiaries of the Company:

1. M/s NDA Commodity Brokers Private Limited
2. M/s NDA Share Brokers Limited

Pursuant to the provisions of Section 129 (3) of the Companies Act, 2013, your Company has prepared Consolidated Financial Statements of the Company which forms part of this Annual Report. Further, a statement containing salient features of Financial Statements of the Subsidiaries in the prescribed format AOC-1, pursuant to Section 129 (3) of the Companies Act, 2013, is annexed as "Annexure-D" to this Report.

In accordance with the provisions of Section 136 of the Companies Act, 2013, the Audited Financial Statements, the Consolidated Financial Statements and the related information of the Company and the Audited Accounts of the Subsidiary are available on our website i.e. [www.ndaindia.com](http://www.ndaindia.com).



**4. AMOUNT TRANSFERRED TO RESERVES**

The Company has not transferred any amount to reserves.

**5. DIRECTORS RESPONSIBILITY STATEMENT:**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and the reviews performed by the Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2015-16.

Accordingly, pursuant to Section 134(5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

- a) In the preparation of the annual accounts for the year ended 31st March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) They had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended 31st March, 2016 and of the profit/loss of the company for the same period;
- c) They had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) They had prepared the annual accounts on a going concern basis;
- e) They had laid down internal financial controls in the company that are adequate and were operating effectively.
- f) They had devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

**6. AUDIT OBSERVATIONS**

Auditors' observations are suitably explained in notes to the Accounts and are self-explanatory.

**7. AUDITORS OF THE COMPANY****i) Statutory Auditors:**

At the Annual General Meeting held on September 29, 2014, M/s Gupta Rustagi & Agarwal, Chartered Accountants, (ICAI Registration Number- 008084N) were appointed as statutory auditors of the Company for a period of 3 years viz., till the conclusion of 25th Annual General Meeting. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s Gupta Rustagi & Agarwal, Chartered Accountants, as statutory auditors of the Company, is placed for ratification by the shareholders. In this regard, the Company has received a certificate from the auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

**ii) Secretarial Audit :**

Mr. Nitin Jaiswal, Practicing Company Secretary, was appointed in the Board Meeting held on 28.07.2016 to conduct the Secretarial Audit of the Company for the financial year 2015-16, in place of Ms. Neha, who resigned on 02.07.2016 for not conducting Secretarial Audit of the Company, due to her personal reasons. According to the provision of section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report submitted by Company Secretary in Practice is enclosed as a part of this report at Annexure-A.

**iii) Internal Auditor :**

The company has appointed M/s Ashutosh Gupta & Co., Chartered Accountants, as Internal Auditor of the Company.

**8. EXTRACT OF ANNUAL RETURN**

In compliance with the provisions of Section 92 (3), Section 134 (3) (a) and Rule 11 of The Companies (Management and Administration) Rules, 2014, the extract of the Annual Return have been annexed with this Board's Report in Form- MGT-9as Annexure-B.

**9. NUMBER OF BOARD MEETINGS**

There were seven meetings of the Board of Directors held during the financial year 2015-16. Details of each meeting of the Board of Directors have been provided under Corporate Governance Report which forms part of Annual Report.

**10. DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS UNDER SECTION 149(6) OF THE COMPANIES ACT, 2013**

Presently the Company have three Independent Directors namely Mr. Uma Shanker Gupta, Mr. Lalit Gupta, and Mr. Ram Kishan Sanghi, who have given declaration that they meet the eligibility criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

**11. BOARD EVALUATION**

In line with the requirement of Regulation 25 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Independent Directors of the Company was held on 11th February, 2016, wherein the performance of the non-independent directors was evaluated.

The Board, based on the recommendation of the Nomination and Remuneration Committee evaluated the effectiveness of its functioning and that of the Committees.

The aspects covered in the evaluation included the contribution to and monitoring of Corporate Governance practices, participation in the long-term strategic planning and fulfilment of Directors' obligations and fiduciary responsibilities, including but not limited to active participation at the Board and Committee meetings.

**12. KEY MANAGERIAL PERSONNEL**

Following officials are appointed as the Key Managerial Personnel ('KMP') of the Company:-

- Mr. Sanjay Agarwal- Managing Director
- Mrs. Deepti Agarwal- Whole Time Director
- Mr. Arun Kumar Mistry- Chief Financial Officer\*.
- Ms. Vanshika Rastogi- Company Secretary

\*Ms. Megha Khatri, Chief Financial officer (CFO) of the Company resigned on 14.12.2015 and Mr. Arun Kumar Mistry was appointed in her place, as Chief Financial Officer (CFO) on 31.12.2015.

**13. FIXED DEPOSITS**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

**14. CHANGE IN SHARE CAPITAL**

There is no change in share capital of the Company during the financial year 2015-16.

**15. CHANGE IN THE NATURE OF BUSINESS**

There is no change in nature of business of the Company during the financial year 2015-16.

**16. MANAGEMENT'S DISCUSSION AND ANALYSIS**

A comprehensive Management's Discussion and Analysis Report, which is enclosed, forming a part of the Board Report.

**17. CORPORATE GOVERNANCE**

Pursuant to Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis, Corporate Governance Report, Auditors' Certificate

regarding compliance with conditions of Corporate Governance are made a part of this Annual Report. In compliance with the above regulation the Managing Director's declaration confirming compliance with the Code of Conduct has been made part of this report.

**18. DIRECTORS**

Mrs. Deepthi Agarwal, Whole- Time Director, of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.

**19. RELATED PARTY TRANSACTIONS**

There were no related party transactions during the financial year 2015-16.

**20. AUDIT COMMITTEE**

The Audit Committee of the Company comprises 3 Independent Directors of the Company. These are Mr. Uma Shanker Gupta, Mr. Lalit Gupta and Mr. Ram Kishan Sanghi.

Mr. Lalit Gupta is the Chairman of the Committee.

All recommendations made by the Audit Committee were accepted by the Board during the FY- 2015-16.

**21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

**22. PREVENTION OF INSIDER TRADING**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 1992, the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices' is in place. The objective of the Code is to prevent purchase and / or sale of shares of the Company by an insider on the basis of unpublished price sensitive information. Under this Code, Designated persons (Directors, Advisors, Officers and other concerned employees / persons) are prevented from dealing in the Company's shares during the closure of Trading Window. To deal in securities beyond specified limit, permission of Compliance Officer is also required. All the designated employees are also required to disclose related information periodically as defined in the Code. Directors and designated employees who buy and sell shares of the Company are prohibited from entering into an opposite transaction i.e. sell or buy any shares of the Company during the next six months following the prior transactions. Directors and designated employees are also prohibited from taking positions in the derivatives segment of the Company shares. The aforesaid Code is available at the website of the Company [www.ndaindia.com](http://www.ndaindia.com).

**23. VIGIL MECHANISM**

The Company has adopted Vigil Mechanism policy that provides a mechanism for all the Directors and employees of the Company to report concerns of any unethical conduct, violation of law or regulations or suspected fraud.

In this regard, the Company has formulated a Whistle Blower Policy, which is uploaded on the website of the Company. This policy has adequate safeguards against victimisation of the whistle blower and ensures protection of the whistle Blower's identity.

The Company has adopted a code of Conduct which is uploaded on the website of the Company.

**24. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company is in line with the requirement of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee is in place to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees etc.) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed of during the year 2015-16:

- No. of complaints received- NIL
- No. of complaints disposed of: NIL

**25. REMUNERATION POLICY**

The Company has in place a Remuneration Policy for the Directors, Key Managerial Personnel and other employees, pursuant to the provisions of the Section 178 of the Companies Act, 2013 and Regulation 19(4) & Schedule II Part D (A) of SEBI (Listing Obligations and Disclosure Requirements), 2015.

The policy is available at the website of the Company i.e. [www.ndaindia.com](http://www.ndaindia.com).

**26. REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES**

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975.

The Ratio of Remuneration of Each Director, Chief Financial Officer, Company Secretary of the Company for the FY-2015-2016 is annexed at Annexure- C.

**27. CORPORATE SOCIAL RESPONSIBILITY**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable to the Company.

**28. ANNUAL LISTING FEE**

The Company has paid the Annual listing fees for the financial year 2016-17 to BSE LTD.

**29. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUT GO**

During the period under review there was no energy conservation, technology absorption and foreign exchange earnings and outgo.

**30. MATERIAL AND SIGNIFICANT ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

There have been no significant and material orders passed by any regulators or courts or tribunals, impacting going concern status of the Company and its future operations.

**31. RISK MANAGEMENT**

The Company has in place a mechanism to inform the Board about the Risk Assessment and minimisation procedures and periodical review to ensure that risk is controlled by means of a properly defined framework. In the Board's view there are no material risks, which may threaten the existence of the Company.

**32. APPRECIATION**

Your Directors wish to place on records their sincere appreciation to all the Employees of the Company for their untiring efforts, efficient work management, loyal services, commitment and dedication that developed the culture of professionalism. Your Directors also thank and express gratitude to the Company's Customers, Vendors and Institutions. Your Directors also wishes to express deep sense of gratitude to the all our Bankers, Central and State Governments and their departments and to the local authorities for the continued support.

Your Directors register sincere appreciations to the Shareholders of the Company for keeping faith and confidence reposed in us.

Place: New Delhi

Date: 12.08.2016

**By Order of the Board of Directors****Sanjay Agarwal**

Managing Director

DIN: 00010639

157, Block - E, Kalkaji,

New Delhi-110019

**Deepti Agarwal**

Whole Time Director

DIN: 00049250

157, Block - E, Kalkaji,

New Delhi-110019

**ANNEXURE-A**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016**  
**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No 9 of the Companies**  
**(Appointment and Remuneration Personnel) Rules, 2014]**

To,  
**The Members**  
**NDA SECURITIES LIMITED**  
**1002 A, ARUNACHAL, 19,**  
**BARAKHAMBA ROAD, NEW DELHI - 110001**

I have conducted the secretarial audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by N D A SECURITIES LIMITED (CIN-L74899DL1992PLC050366) (hereinafter called the company). Secretarial audit was conducted in a manner that provided me reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, paper, minute books, forms and return filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-Processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder for which I report that the Company:-
1. Maintained various statutory registers and minutes of the proceedings of the Board Meetings, Committee Meetings and General Meetings were in compliance with the Companies Act, 2013;
  2. Filed the forms, returns, documents and resolutions as were required to be filed with the Registrar of Companies and other authorities;
  3. Serviced the requisite documents by the Company on its members, auditors and registrar of the Companies were done;
  4. Served Notices of Board and its various Committee Meetings of the Directors as per the Provisions of the Act;
  5. Circulated agenda of the Board Meetings and Committee Meetings adequately in advance. Further, Board Meetings and Committee Meetings were held in compliance with the Act and the resolutions passed by circulations were duly noted by the Board in their subsequent meeting. Further, the requirement of quorum for all the meetings was in compliance with the Act;
  6. Sought approvals of the Board of Directors, Committee of Directors, and members, wherever required.
  7. Directors had complied with the requirements of disclosures as per the provisions of the Act and complied with the code of business conduct & ethics for the directors and management personnel;
  8. Independent Directors have complied with the eligibility of the appointment and their being independent;
  9. Complied with the provisions of appointment and re-appointment of Directors. Further, complied with the provisions of the appointment and tenure of independent directors on the board of the Company;

10. Complied with the provisions with respect to the appointment and remuneration of the Auditors;
11. Complied with all other applicable provisions of the Act and rules made thereunder. –
  - ii. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not Applicable to the Company during the Audit Period);
  - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
    - a. The Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011;
    - b. The Securities and Exchange Board of India (Prohibition of Insider Trading Regulations, 1992) and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 notified with effect from May 15, 2015;
    - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable to the Company during the audit period);
    - d. The Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not Applicable to the Company during the audit period);
    - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the audit period);
    - f. The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
    - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the audit period); and
    - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the audit period)
    - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified with effect from December 1, 2015.

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by the Institute of Company Secretaries of India notified with effect from July 1, 2015; and,
- ii. The Listing agreements entered into by the company with Stock Exchange(s);

On the basis of information and satisfactory reply to our queries raised and representation provided by the Company and its officials, in my opinion, during the period under review the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

I further report that, the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

I further report that

The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and system exists for seeking and obtaining further

information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman Majority decision is carried through while the dissenting member's views if any, are captured and recorded as part of minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I report further that, during the audit period, there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

**For NitinJaiswal& Associates**

(Company Secretaries)

Sd/-

**NitinJaiswal**

(Company Secretary)

M.No. 29364

C.P. No. : 10579

Date : 10/08/2016

Place: Delhi

***This report to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this report.***

To,  
The Members  
NDA SECURITIES LIMITED  
1002A, ARUNACHAL, 19,  
BARAKHAMBAROAD, NEW DELHI - 110001

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express as opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For NitinJaiswal& Associates**

(Company Secretaries)

Sd/-

**Nitin Jaiswal**

(Company Secretary)

M.No. 29364

C.P. No. : 10579

Date: 10/08/2016

Place: Delhi



**ANNEXURE-B  
FORM No. - MGT-9**
**Extract of Annual Return  
As on the financial year ended on March 31, 2016**

[Pursuant to section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Companies Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

<b>Particulars</b>	<b>Details</b>
<b>CIN</b>	L74899DL1992PLC050366
<b>Registration Date</b>	21/09/1992
<b>Name of the Company</b>	<b>NDA Securities Limited</b>
<b>Category/ Sub- Category of the Company</b>	<b>Company Limited by shares/ Indian Non-Government Company</b>
<b>Address of the Registered Office and Contact Details</b>	1002A, Arunachal, 19 Barakhamba Road, New Delhi- 110001 Tel No.- 011-46204009 email:legal@ndaindia.com
<b>Whether listed Company Yes/ No</b>	<b>Yes</b> <b>(Listed on Bombay Stock Exchange Code: A1)</b>
<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	BEETAL Financial & Computer Services Private Limited BEETAL HOUSE, 3rd Floor, 99, Madangir, behindLSC,New Delhi- 110062 Tel- 011-29961281-283 Email: <a href="mailto:beetalrta@gmail.com">beetalrta@gmail.com</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)**

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	Brokerage	6612	100%

**III.PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of Shares held	Applicable Section
1	NDA Commodity Brokers (P) Ltd <b>Registered</b>	U74899DL1995PTC068098	SUBSIDIARY	100%	2(87)

	<b>Office:</b> 1002A, Arunachal, 19, Barakhamba Road, New Delhi-110001				
2	NDA Share Brokers Ltd <b>Registered</b> <b>Office:</b> 1002A, Arunachal, 19, Barakhamba Road, New Delhi-110001	U74899DL1993PLC055471	SUBSIDIARY	65.31%	2(87)

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
**a) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	3589240	-	3589240	70.49	3589240	-	3589240	70.49	Nil
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	50000	-	50000	0.98	50000	-	50000	0.98	Nil
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub- total (A) (1):-</b>	<b>3639240</b>	-	<b>3639240</b>	<b>71.47</b>	<b>3639240</b>	-	<b>3639240</b>	<b>71.47</b>	Nil
<b>(2) Foreign</b>									
a) NRIs- Individuals	-	-	-	-	-	-	-	-	-
b) Other- Individuals	-	-	-	-	-	-	-	-	-

c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/ FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
<b>Sub- total (A) (2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoter (A)= (A) (1)+ (A) (2)</b>	<b>3639240</b>	-	<b>3639240</b>	<b>71.47</b>	<b>3639240</b>	-	<b>3639240</b>	<b>71.47</b>	NIL
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									NIL
a) Mutual Funds	-	-	-	-	-	-	-	-	NIL
b) Banks / FI	-	-	-	-	-	-	-	-	NIL
c) Central Govt	-	-	-	-	-	-	-	-	NIL
d) State Govt(s)	-	-	-	-	-	-	-	-	NIL
e) Venture Capital Funds	-	-	-	-	-	-	-	-	NIL
f) Insurance Companies	-	-	-	-	-	-	-	-	NIL
g) FIs	-	-	-	-	-	-	-	-	NIL
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	NIL
i) Others (specify)	-	-	-	-	-	-	-	-	NIL
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	NIL
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	14473	15900	30373	0.60	14928	15900	30828	0.61	0.01
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									

i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	233645	400082	633727	12.45	253708	415761	669469	13.14	0.69
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	722916	19800	742716	14.59	705519	-	705519	13.58	-1.01
c) Others (specify)									
Non Resident Indians	10	-	10	0	1010	-	1010	0.019	0.019
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts									
HUF	46134	-	46134	0.91	46134	-	46134	0.91	Nil
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>									
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>1017178</b>	<b>435782</b>	<b>1452960</b>	<b>28.53</b>	<b>1021299</b>	<b>431661</b>	<b>1452960</b>	<b>28.53</b>	<b>Nil</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>4656418</b>	<b>435782</b>	<b>5092200</b>	<b>100.00</b>	<b>4660539</b>	<b>431661</b>	<b>5092200</b>	<b>100.00</b>	<b>Nil</b>

**b) Shareholding of Promoters-**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Sh. N.D. Agarwal	3034774	59.60	-	3034774	59.60	-	No change
2	N.D. Agarwal(HUF)	264700	5.20	-	264700	5.20	-	No change
3	Sh. Sanjay Agarwal	180785	3.55	-	180785	3.55	-	No change
4	Smt. Saroj Agarwal	80010	1.57	-	80010	1.57	-	No change
5	NDA Research & Technologies Pvt. Ltd.	50000	0.98	-	50000	0.98	-	No change
6	Smt. Deepti Agarwal	28451	0.56	-	28451	0.56	-	No change
7	Smt. Reena Gupta	510	0.01	-	510	0.01	-	No change
8	Smt. Neena Diwan	10	0.00	-	10	0.00	-	No change
<b>Total</b>		<b>3639240</b>	<b>71.47</b>	-	<b>3639240</b>	<b>71.47</b>	-	No Change

**c) Change in Promoters' Shareholding (please specify, if there is no change)**

S.No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	<b>3639240</b>	<b>71.47</b>	<b>3639240</b>	<b>71.47</b>
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No change during the year in the shareholding of Promoters of the Company.			
	At the end of the year	<b>3639240</b>	<b>71.47</b>	<b>3639240</b>	<b>71.47</b>

**d) Shareholding Pattern of top ten Shareholders:**
**(Other than Directors, Promoters and Holders of GDRs and ADRs):**

S.No	Name	Shareholding					Cumulative shareholding during the year (01.04.2015-31.03.2016)	
		No. of shares at the beginning 01.04.2015	% of total shares of the Company	Date of change	Increase/ Decrease in shareholding	Reason	No. of shares	% of total shares of the Company
1.	RameshwarDayalTayal	176354	3.43	-	-	-	176354	3.43
2.	Trilok Chand Agarwal	168536	3.30	-	-	-	168536	3.30
3.	PrabhaSomani	160971	3.16	-	-	-	160971	3.16
4.	Usha Rani Gupta	77672	1.52	-	-	-	77672	1.52
5.	Virender	26149	0.51	18.03.2016	802	Transfer	26951	0.52
6.	SubhashChander	24475	0.48	-	-	-	24475	0.48
7.	Anita Bansal	23029	0.45	18.03.2016	1251	Transfer	24280	0.47
8.	BishanSwarup Bansal	23628	0.46	-	-	-	23628	0.46
9.	Pushpa Bansal	23539	0.46	18.03.2016	50	Transfer	23589	0.46
10.	MahavirParshad	23588	0.46	-	-	-	23588	0.46

**e) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	1. Mr. Sanjay Agarwal 2. Mrs. Deepti Agarwal	180785 28451	3.550 0.559	209236	4.109
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	<b>No Change during the year</b>			
	<b>At the end of the year</b>	<b>209236</b>	<b>4.109</b>	<b>209236</b>	<b>4.109</b>

**VI) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment**

S.No.	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
<b>i) Principal Amount</b>	<b>2,19,75,819</b>	<b>45,00,000</b>	<b>-</b>	<b>2,64,75,819</b>
<b>ii) Interest due but not paid</b>	<b>3,679</b>	<b>-</b>	<b>-</b>	<b>3679</b>
<b>iii) Interest accrued but not due</b>	<b>5,902</b>	<b>-</b>	<b>-</b>	<b>5902</b>
<b>Total (i+ii+iii)</b>	<b>2,19,85,400</b>	<b>45,00,000</b>	<b>-</b>	<b>2,64,85,400</b>
<b>Change in Indebtedness during the financial year</b>				
<b>* Addition</b>	<b>1,62,50,000</b>	<b>50,00,000</b>	<b>-</b>	<b>2,12,50,000</b>
<b>* Reduction</b>	<b>48,44,308</b>	<b>-</b>	<b>-</b>	<b>48,44,308</b>
<b>Net Change</b>	<b>1,14,05,692</b>	<b>50,00,000</b>	<b>-</b>	<b>1,64,05,692</b>
<b>Indebtedness at the end of the financial year</b>				
<b>i) Principal Amount</b>	<b>1,87,49,525</b>	<b>95,00,000</b>	<b>-</b>	<b>2,82,49,525</b>
<b>ii) Interest due but not paid</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>iii) Interest accrued but not due</b>	<b>16,587</b>	<b>-</b>	<b>-</b>	<b>16587</b>
<b>Total (i+ii+iii)</b>	<b>1,87,66,112</b>	<b>95,00,000</b>	<b>-</b>	<b>2,82,66,112</b>

**VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Particulars of Remuneration	Mr. Sanjay Agarwal (MD)	Mrs. Deepti Agarwal (WTD)	Total Amount
Gross salary			
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs. 18,00,000/-	Rs. 12,00,000/-	Rs. 30,00,000/-
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	
Stock Option	-	-	
Sweat Equity	-	-	
Commission - as % of profit - others, specify...	-	-	
Others, please specify	-	-	

<b>Total (A)</b>	<b>Rs. 18,00,000/-</b>	<b>Rs. 12,00,000/-</b>	<b>Rs. 30,00,000/-</b>
<b>ceiling as per the Act</b>			

**B. Remuneration to other directors**

Particulars of Remuneration	Name of Directors			
	Mr. Lalit Kumar Gupta	Mr. Uma Shanker Gupta	Mr. Ram Kishan Sanghi	Total Amount
Fee for attending Board/ committee meetings	13500	13500	13500	<b>40500</b>
Commission	-	-	-	-
Others, please specify	-	-	-	-
<b>Total</b>	<b>13500</b>	<b>13500</b>	<b>13500</b>	<b>40500</b>
<b>Overall Ceiling as per the Act</b>				

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Particulars of Remuneration	Key Managerial Personnel (KMP)			
	Ms. Vanshika Rastogi (CS)	Ms. Megha Khatri (CFO)*	Mr. Arun Kumar Mistry(CFO)*	Total Amount (inRs.)
<b>Gross salary</b>				
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,68,190/-	2,89,012/-	89,841/-	6,47,133/-
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
<b>Stock Option</b>	-	-	-	-
<b>Sweat Equity</b>	-	-	-	-
<b>Commission- as % of profit</b>	-	-	-	-
<b>Others, specify...</b>	-	-	-	-
<b>Total</b>	<b>2,68,190/-</b>	<b>2,89,012/-</b>	<b>89,841/-</b>	<b>6,47,133/-</b>

**Note\***

\*Ms. Megha Khatri, Chief Financial officer (CFO) of the Company resigned on 14.12.2015 and Mr. Arun Kumar Mistry was designated in her place, as Chief Financial Officer (CFO) on 31.12.2015.



**IX. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			<b>NONE</b>		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			<b>NONE</b>		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			<b>NONE</b>		
Punishment					
Compounding					

**By Order of the Board of Directors**

Place: New Delhi  
Date: 12.08.2016

**Sanjay Agarwal**  
Managing Director  
DIN: 00010639  
157, Block - E, Kalkaji,  
New Delhi-110019

**Deepti Agarwal**  
Whole Time Director  
DIN: 00049250  
157, Block - E, Kalkaji,  
New Delhi-110019

**ANNEXURE -C**
**DETAILS OF RATIO OF REMUNERATION OF DIRECTORS UNDER SECTION 197(12) OF THE COMPANIES ACT 2013 READ WITH RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL), RULES 2014**

- a) **The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;**

<b>Name of the Directors</b>	<b>Ratio to Median Remuneration</b>
Mr. Sanjay Agarwal, Managing Director	8.75:1
Mrs. Deepti Agarwal, Whole Time Director	5.83:1
*Mr. Uma Shanker Gupta, Non-Executive Independent Director	Nil
*Mr. Lalit Gupta, Non-Executive Independent Director	Nil
*Mr. Ram Kishan Sanghi, Non-Executive Independent Director	Nil

Independent Directors were paid only Sitting Fees during the financial year under review. Hence, their Ratio to Median Remuneration has been shown as nil.

- b) **The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;**

<b>Name of the persons</b>	<b>% Increase in Remuneration</b>
Mr. Sanjay Agarwal, Managing Director	20
Mrs. Deepti Agarwal, Whole Time Director	33.33
*Mr. Uma Shanker Gupta, Non-Executive Independent Director	Nil
*Mr. Lalit Gupta, Non-Executive Independent Director	Nil
*Mr. Ram Kishan Sanghi, Non-Executive Independent Director	Nil
Ms. Vanshika Rastogi, Company Secretary Ms. Megha Khatri, Chief Financial Officer Mr. Arun Kumar Mistry, Chief Financial Officer	Ms. Vanshika Rastogi was appointed as CS in the Company on 20th April, 2015 and Mr. Arun Kumar Mistry was designated as CFO in place of Ms. Megha Khatri on 31st December, 2015. Hence, percentage increase during the financial year in remuneration of Company Secretary and Chief Financial Officer does not applicable to them.

\*Independent Directors were paid only Sitting Fees during the financial year under review. Hence, their Ratio to Median Remuneration has been shown as nil.

- c) **The percentage increase in the median remuneration of employees in the financial year**  
The percentage increase in the median remuneration of NDA Securities Limited during the financial year is 5%.
- d) **The number of permanent employees on the rolls of company as on 31st March 2016**  
The Number of permanent employees on the rolls of the company as on 31st March 2016 -49.
- e) **The explanation on the relationship between average increase in remuneration and Company performance;**  
The increase in remuneration is in the line with the market trends in order to ensure that remuneration reflects company performance, the performance pay is linked to the organization performance.

- f) **Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company;**

Particulars	Amount in Rs.
Remuneration of Key Managerial Personnel (KMP) during financial year 2015-2016	36,47,043
Revenue from Operations	4,65,19,657
Remuneration (as% of revenue)	7.83
Remuneration (as % of PBT)*	-

\* As the Profit of the Company is very negligible hence not comparable.

- (g) **Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year;**

The Market Price of the Company on 31.03.2016 is Rs. 13.50 and on 31.03.2015 was Rs. 14.50.

The Company earned Rs. 42,710/- amount of profit during the FY 2015-16 but in FY 2014-15, the Company incurred loss of amount Rs. (11, 84,265). Hence the Earning per Share of the Company increased with negligible amount.

Hence, the Price earning ratio for the financial year 2015-16 is 675 and in 2014-15 was Nil.

The Market Capitalisation as on 31.03.2016 is Rs. 6, 87, 44,700 (Share Price Rs. 13.50 per equity share) while on 31.03.2015 it was Rs. 7, 38, 36,900 (Share price Rs. 14.50 per equity share).

The Company has made its IPO at Rs. 10 per Equity Share of Rs. each. The Share price as on 31.03.2016 was Rs. 13.50 per equity share of Rs. 10/- each. The percentage increase/decrease in the market quotation was 3.50%.

- (h) **average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and Justification thereof and point out if there are any exceptional circumstances for increase in the managerial Remuneration**

The average percentile increase made in Salaries of employees other than managerial personnel in 2015-2016 was 6.36% whereas percentile increase in the managerial remuneration for the year was 19.44% for the same financial year.

(i) **Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company**

Particulars	Mr. Sanjay Agarwal Managing Director	Mrs. Deepti Agarwal, Whole Time Director	Ms. Megha Khatri, Chief Financial Officer **	Mr. Arun Kumar Mistry, Chief Financial Officer **	Ms. Vanshika Rastogi, Company Secretary
Remuneration	18,00,000	12,00,000	2,89,012	89,841	2,68,190
Revenue	4,65,19,657	4,65,19,657	4,65,19,657	4,65,19,657	4,65,19,657
Remuneration (as % of Revenue)	3.86	2.57	0.62	0.19	0.57
Profit before tax (PBT)	42710	42710	42710	42710	42710
Remuneration (as % of PBT)*	-	-	-	-	-

\* As the Profit of the Company is very negligible hence not comparable.

\*\* Ms. Megha Khatri, Chief Financial officer (CFO) of the Company resigned on 14.12.2015 and Mr. Arun Kumar Mistry was designated as Chief Financial Officer (CFO) in her place on 31.12.2015 and remuneration paid to them were for part of the financial year.

(j) **The key parameters for any variable component of remuneration availed by the directors;**

There are no variable components of salary paid in 2015-16 linked with the performance of the Company for the said managerial personnel.

(k) **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;**

There is no such employee being paid higher than the highest paid director.

(l) **Affirmation that the remuneration is as per the remuneration policy of the Company**

The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through its compensation package, the Company endeavors to attract, retain, develop and motivate a high performance staff. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the Company.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **ORGANISATION OVERVIEW**

In order to meet the expectations of our growing and demanding customer base, it has been our constant endeavour to manage our growth in most efficient and effective manner. This involves creating strong organisation, empowering leaders out of internal resources and having vigorous back office support system.

### **BUSINESS**

#### **Broking Business**

NDA Securities Ltd is the flagship company of NDA Group. It was established in the year 1992 by Mr. Narsingh Das Agarwal and Mr. Sanjay Agarwal with an object to provide Stock Broking services. We are a leading Stock Broking Company from Northern India.

We became member of National Stock Exchange as soon as it came into existence in the year 1994, and held Category-1 Merchant Banking license till 1998.

In the year 1994, we came out with a public issue, which was a success. We are among the first broking houses of Northern India to go public. Our share is presently listed at Bombay Stock Exchange.

It is our continuous endeavour to provide the best- in- class products, services and experience to our esteemed customers.

#### **Services**

We have a network of Branches to serve our retail investors. We have large client base of corporate bodies and High Networth Individuals (HNI). The distribution of services helps the Company's clients to attain their objectives with best in class services.

We have state of the art networking and communications links with all our branches viz. VSAT, Leased Lines, ISDN, LAN, WAN and VPAN etc.

1. **Equity Capital Market:** Trading & Investment at NSE & BSE
2. **Future & Options Market:** Trading at NSE in derivatives instruments such as:
  - Index Future & Options
  - Stock Future & Options
3. **Commodity Markets:** Trading & Investment at NCDEX and MCX
4. **Currency Derivative Markets:** Trading & Investment in dollar at NSE .
5. **Depository Participants:** We are member of NSDL to provide the services of DP.

### **FINANCIAL PERFORMANCE**

For details, refer enclosed Balance Sheet.

### **FINANCIAL PRODUCTS DISTRIBUTION**

NDA, offers distribution of IPO, Mutual Fund, Online trading based trading and Investment, Equity Research and Advisory Services and Depository Services through its network of branches across India. Our initiatives are reasonably doing well.

### **OPPORTUNITIES, THREATS, RISKS AND CONCERNS**

#### **Opportunities**

- Long- Term economic outlook positive, will lead to opportunity for financial services
- Regulatory reforms would aid greater participation by all class of investors
- Leveraging technology to enable best practices and processes

- Growing Financial Services

**Threats**

- Execution Risk
- Short term economic slowdown impacting investor sentiments and business activities
- Slowdown in global liquidity flows
- Increased intensity of competition from local and global players

**Risks and Concerns**

The Company is primarily exposed to credit risk, interest risk, liquidity risk and operational risk. Risk exposure is monitored and controlled through a variety of separate but complementary financial, credit, operational, compliance and legal reporting systems. Risk Management department analyses the data in conjunction with the Company's Risk Management Policy and takes appropriate action where necessary to minimize the risk.

The slowdown in economic growth in the world and Market fluctuations continue to be a cause for concern.

**RESEARCH**

We are having a technological savvy research wing equipped with experience and professionally qualified team who use the latest technical tools to give right advice at the right time to its clients. It gives equal weightage to both fundamental and technical analysis as per clients' needs.

**SKILLED MANPOWER**

We give utmost importance to training and skill updating. As a result, our employees are well versed with their respective area of operations related to equity, derivatives and commodity markets, as also with depository services and with mutual funds and IPO distribution. They are well trained to provide high quality services to the client. Similarly, we provide necessary training to our associates, enhance their technical skills and make them aware of the latest developments of the markets.

**INTERNAL CONTROLS**

The Company's internal control systems are adequate and provide, among other things, reasonable assurance of recording transactions of operations and providing protection against significant misuse or loss of company assets. We have an efficient, effective and workable Internal Control Procedures commensurate with the size of the group and the nature of our businesses.

We have dedicated teams to handle institutional, corporate and HNI clients. All the departments are headed by well qualified professionals who continuously monitor and manage the activities to ensure efficient and high quality services to our clients.

**HUMAN RESOURCES**

The Company is working on enhancing its competencies to take care of current and future business. Your Company believes that its greatest assets are its people. Company believes in best Human Resource practices for effective staffing, retention and staff development facilitating delivery excellence for our customers.

**CAUTIONARY STATEMENT**

Statement in the Management Discussion and Analysis describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities, laws and regulations. The actual result might differ materially from those expressed or implied depending in the economic conditions, government policies and other incidental factors, which are beyond the control of the Company.

## CORPORATE GOVERNANCE REPORT

Corporate Governance is the combination of practices and compliance with laws and regulations leading to effective control and management of the Organisation. We consider stakeholders as our partners in our success and remain committed to maximizing stakeholder value. Good Corporate Governance leads to long term stakeholder value. This is demonstrated in shareholder returns, high credit ratings, governance processes and an entrepreneurial performance focused work environment.

Corporate Governance rests upon the four pillars of transparency, disclosure, monitoring and fairness to all.

The report for current year is as follows:

### **1) Company's Philosophy:**

The Company's policies, practices and philosophy adopted since inception are in line with Corporate Governance. These policies, practices are required periodically to ensure its effective compliance. The composition of Board of Directors is well balanced with a view to manage the affairs of the Company efficiently and professionally.

### **2) Board of Directors**

The Board of Directors of the Company have an optimum combination of Executive, Non-Executive Independent Directors who have in-depth knowledge of business, in addition to the expertise in their areas of specialization. The Board of the Company comprises Five Directors that includes one Women Director.

The company issued formal letters of appointment to independent directors in the manner as provided in the Companies Act, 2013. The terms and conditions of appointment are disclosed on the website of the company.

The company has formulated a policy to familiarise the independent directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes.

### **Performance Evaluation**

The process approved by the Nomination and Remuneration Committee requires the Chairman to initiate the performance evaluation process every year. The performance evaluation is conducted based on approved criteria in the evaluation forms. The process highlights are as under:

- a) Board: Each Board member completes the self-evaluation form. Independent Directors discuss the self-evaluation forms in a separate meeting and share their feedback with the Chairman. The Chairman discusses the evaluation form analysis with the entire Board at the Board Meeting.
- b) Committees: Each Committee member completes the self-evaluation form and shares feedback with the Chairman. The Chairman discusses the evaluation form analysis with the entire Board at the Board Meeting.
- c) Independent Directors: The performance of Independent Director is evaluated by the Board of Directors. Each Board member completes the peer evaluation and shares feedback with the Chairman. The Chairman conveys feedback individually to the concerned Directors.

### **Separate meeting of the Independent Directors**

The Company had facilitated to hold the separate meeting of Independent Directors on 11.02.2016, without the attendance of non-independent directors and members of management.

### **Board's Responsibilities**

The board of directors represents the interest of the company's shareholders, in optimising long-term value by providing the management with guidance and strategic direction on the shareholders' behalf. The board has a formal schedule of matters reserved for its consideration and decision, which includes reviewing corporate performance, ensuring adequate availability of financial resources, regulatory compliance, safeguard interest of shareholders and reporting to shareholders.

**Resume of the Directors proposed to be appointed**

The brief resume of director seeking appointment is appended in the Notice for convening the Annual General Meeting (AGM).

**Code of Conduct for Board Members and Senior Management**

The Board of Directors has laid down the code of conduct for all the Board members and members of the Senior Management of the Company. Additionally all independent directors of the company shall be bound by duties of independent directors as set out in the Companies Act, 2013 read with the Schedules and Rules thereunder. All the Board members and Senior Management personnel have affirmed compliance with the code of conduct. The Code of Conduct is available on the website of the company.

**Declaration on Code of Conduct**

As required under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange, the Managing Director of the Company has laid down the declaration about the Board members and members of the Senior Management of the Company.

**(i) Composition and Category of Directors as of 31st March, 2016 is as follows:**

Name of the Director	Category	Attendance at last AGM	No. of Directorship held in other public companies as on 31 March, 2016	No. of Committee position held in other public companies as on 31 March, 2016
Mr. Sanjay Agarwal	Managing Director	Yes	Nil	Nil
Mrs. Deepti Agarwal	Whole Time Director	Yes	Nil	Nil
Mr. Lalit Gupta	Independent Director	Yes	Nil	Nil
Mr. Uma Shanker Gupta	Independent Director	Yes	Nil	Nil
Mr. Ram Kishan Sanghi	Independent Director	Yes	1	Nil

As required under Regulation 26 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Chairmanship and Memberships in Audit Committee and Stakeholders' Relationship Committee are only considered. Other directorships do not include directorships held in private limited companies. The Company is in compliance with the composition of Board of Directors in terms of the Listing Regulations.

**(ii) Number of Board Meetings held during the year:**

The Board of Directors duly met 7 times during the financial year from 1st April, 2015 to 31st March, 2016. The dates on which the meetings were held are as follows:

20th April, 2015, 28th May, 2015, 12th August, 2015, 9th November, 2015, 31st December, 2015, 11th February, 2016, and 31st March, 2016.



**(iii) Attendance of each Director at the Board Meetings and the last AGM held on 28.09.2015:**

<b>Name of the Directors</b>	<b>No. of Board Meetings Attended</b>	<b>Last AGM attendance Attended (Yes / No)</b>
Sh. Sanjay Agarwal	7	Yes
Smt. Deepti Agarwal	7	Yes
Sh. Uma Shanker Gupta	7	Yes
Sh. Lalit Gupta	7	Yes
Sh. Ram Kishan Sanghi	7	Yes

**(iv) Particulars of Directorships in other Companies**

**OTHER DIRECTORSHIPS**

<b>Name of the Director and Designation</b>	<b>Name of the Company</b>	<b>Position</b>
Sh. Sanjay Agarwal (Managing Director)	1. NDA Share Brokers Limited 2. NDA Commodity Brokers Private Limited 3. NDA Research & Technologies Private Limited 4. NDA Realities Private Limited	Director Director Director Director
Sh. Uma Shanker Gupta	1. NDA Share Brokers Limited 2. NDA Commodity Brokers Private Limited 3. NDA Research & Technologies Private Limited 4. NDA Realities Private Limited	Director Director Director Director
Smt. Deepti Agarwal (Whole- Time Director)	1. NDA Realities Private Limited	Director
Sh. Lalit Gupta	1. NDA Share Brokers Limited 2. NDA Commodity Brokers Private Limited	Director Director
Sh. Ram Kishan Sanghi	1. Swan Computech Private Limited 2. Radharani Buildtech Private Limited 3. Aabhi Fincap Limited	Director Director Director

**3) INDEPENDENT DIRECTORS:**

The Company has complied with the definition of Independence as per Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and according to the Provisions of section 149(6) Companies Act, 2013. The company has also obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013.

**Training of Independent Directors:**

Whenever new Non-executive Independent Directors are inducted in the Board they are introduced to our Company's culture, structure, our business, constitution, board procedures, our major risks and management strategy.

**Independent Directors' Meeting**

During the year, the Independent Directors met once on February 11, 2016, and evaluated:

- ❖ Performance of Non- Independent Directors and the Board of Directors as a whole;
- ❖ Quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

**4) PERFORMANCE EVALUATION OF NON-EXECUTIVE AND INDEPENDENT DIRECTORS**

The Board evaluates the performance of Non-executive Independent Directors every year. All the Non-executive Independent Directors are eminent personalities having wide experience in their respective fields.

Their presence on the Board is advantageous and fruitful in taking business decisions.

**5) FAMILIRIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The Company familiarized its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates.

The detail of such familiarisation programme is placed on website of the Company i.e. [www.ndaindia.com](http://www.ndaindia.com).

**6) AUDIT COMMITTEE:**
**i) Terms of reference:**

Terms of reference of the Audit Committee are as per Section 177 of the Companies Act, 2013 and the guidelines set out in the Listing Agreement with the Bombay Stock Exchange. It includes financial reporting processes, reviewing periodic financial results, auditor's independence and performance, the audit reports submitted by the Internal Auditors and Statutory Auditors, effectiveness of internal audit processes and the Company's risk management strategy. It reviews the Company's established systems and the Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

**ii) Composition:**

The Audit Committee of the Company consists of 3 Independent Directors. The Chairman of the Audit Committee is financially literate and majority of them having accounting and financial management experience. The Company Secretary acts as Secretary to the Committee. The Chairman of the Committee is an Independent Director.

**iii) No. of Meetings held during the year:**

During the year the Committee had 5 Meetings i.e. on 28th May, 2015, 12th August, 2015, 9th November, 2015, 31st March, 2015 and 11th February, 2016.

**iv) Composition, name of Members and attendance during the year:**

Name of the Director	Position	No. of Meetings held	No. of Meetings Attended
Lalit Gupta	Chairman	5	5
Uma Shanker Gupta	Member	5	5
Ram Kishan Sanghi	Member	5	5

**7) NOMINATION AND REMUNERATION COMMITTEE:**
**i) Terms of reference:**

The terms of reference of the Nomination and Remuneration Committee include the matters as specified under Section 178 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder and Regulation 19 of the Listing Regulations. This Committee shall identify

the persons, who are qualified to become Directors of the Company / who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and also carry out evaluation of every director's performance. Committee shall also formulate the criteria for determining qualifications, positive attributes, independence of the Directors and recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

Periodically approve the remuneration package of Executive Directors and ensure appropriate disclosure for the same, determining qualifications, positive attributes and Independence of a director.

**ii) Composition:**

The Nomination and Remuneration Committee of the Company consists of three Non-executives Independent Director including Chairman.

**iii) No. of Meetings held during the year:**

During the year the Committee had 2 meetings i.e. on 20th April, 2015 and 31st December, 2015.

**iv) Composition, name of Members and attendance during the year:**

Name of the Director	Position	No. of Meetings held	No. of Meetings Attended
Sh. Uma Shanker Gupta	Chairman	2	2
Sh. Lalit Gupta	Director	2	2
Sh. Ram Kishan Sanghi	Director	2	2

**Remuneration to Directors:-**

Remuneration paid during the year 2015-16 to MD and WTD:

Name of Director	Salary
Mr. Sanjay Agarwal	Rs. 18,00,000
Mrs. Deepti Agarwal	Rs. 12,00,000
<b>Total</b>	<b>Rs. 30,00,000</b>

Sitting fees paid during the year 2015-16 to Independent Directors are:

Name of Director	Sitting Fees
Mr. Lalit Gupta	Rs. 13,500
Mr. Uma Shanker Gupta	Rs. 13,500
Mr. Ram Kishan Sanghi	Rs. 13,500
<b>Total</b>	<b>Rs. 40,500</b>

The details of remuneration paid to Directors are given in Form- MGT-9 (Extract of Annual Return) as a part of Director's Report.

**Remuneration Policy**

The Company adopted a Remuneration Policy for Directors, KMP and other employees, in accordance with the provisions of the Act and the Listing Regulations, 2015.

**8) STAKEHOLDERS RELATIONSHIP COMMITTEE:**
**i) Terms of reference:**

In compliance with the requirement of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations, the Committee focuses primarily on monitoring expeditious redressal of investors / stakeholder's grievances and also function in an efficient manner that all issues / concerns related with stakeholders are addressed / resolved promptly. The Committee also deals with approval of share transfer/ transmission, issue of duplicate share certificates, split and consolidation requests and other matters relating to transfer and registration of shares.

**ii) Composition of the Committee:**

The Committee consists of three Non-Executive Independent Director.

**iii) No. of meetings held and attended during the year:**

During the year the 1 Stakeholders Relationship Committee Meeting was held i.e. on 18.03.2016. The attendance of the Members at the meeting was as under:

Name of the Director	Position	No. of Meetings held	No. of Meetings Attended
Sh. Uma Shanker Gupta	Chairman	1	1
Sh. Lalit Gupta	Director	1	1
Sh. Ram Kishan Sanghi	Director	1	1

The Committee addresses the effective redressal of the Complaints of the shareholders such as dematerialization, transfer, non- receipt of Balance Sheet.

**Complaint Status**

The Registrar and Transfer Agent (RTA) of the Company attend to all grievances of the shareholders and investors received directly or through SEBI, Stock Exchanges etc. Continuous efforts are made to ensure that grievances are more expeditiously redressed to the satisfaction of the investors.

No complaint was pending as on March 31, 2016.

**9) CORPORATE GOVERNANCE OF SUBSIDIARIES**

The Company has two subsidiaries:

- a) NDA Share Brokers Limited
- b) NDA Commodity Brokers Private Limited

The subsidiaries of the Company are managed by experienced Board of Directors. Mr. Sanjay Agarwal, who is Managing Director of NDA Securities Limited, Mr. Uma Shanker Gupta and Mr. Lalit Gupta, both are Independent Directors of the Company are directors in the above mentioned subsidiary companies.

The Audited Financial Statements of Subsidiary Companies are placed before the Audit Committee and Board of Directors of the Company. Copies of the Minutes of the Board Meetings of subsidiary companies are placed before the Board Meeting of the Company.

**10) GENERAL BODY MEETINGS:**

Location and time for the last three AGMs:

Year	Date	Time	Venue	Special Resolution
2012-13	27 <sup>th</sup> September, 2013	4:00 P.M.	Agarwal Dharmshala, OCF Pocket, 104, Kalkaji Vistar, Near Punjsons Factory, Kalkaji, New Delhi- 110019	No Special Resolution was passed in the meeting.
2013-14	29 <sup>th</sup> September, 2014	4:00 P.M.	Agarwal Dharmshala, OCF Pocket, 104, Kalkaji Vistar, Near Punjsons Factory, Kalkaji, New Delhi- 110019	Adoption of new set of Articles of Association in place of existing Articles of Association of the Company.
2014-15	28 <sup>th</sup> September, 2015	4:00 P.M.	Agarwal Dharmshala, OCF Pocket, 104, Kalkaji Vistar, Near Punjsons Factory, Kalkaji, New Delhi- 110019	Approving the Borrowing powers of the Board of Directors of the Company upto Rs. 20 Crores.

**(i) Special resolution passed last year through postal ballot and details of voting pattern**

No Special Resolution was passed through postal ballot last year.

**11) DISCLOSURES:**
**a) Related Party Transactions (RPT)**

There were no related party transactions during the financial year 2015-16. The duly adopted RPT Policy is available on the Company's website at the following link: [www.ndaindia.com](http://www.ndaindia.com).

**b) Compliance of various legal requirements by the Company**

The Company has complied with the various requirements of the Stock Exchange, SEBI, Companies Act, 2013 and other statutory authorities on all matters related to Company during the year and no penalties/ strictures have been imposed on the Company by the Stock exchange or SEBI or any other Statutory authorities.

**c) Whistle Blower Policy**

The Company has framed Whistle Blower policy and no personnel has been denied to access to the audit committee. The policy is displayed on the Company's website [www.ndaindia.com](http://www.ndaindia.com).

**d) Penalties, Strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority**

No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any other Statutory Authority on any matter.

**12) MEANS OF COMMUNICATION:**

- The Board of Directors of the Company approves the quarterly audited/ unaudited financial results in the proforma prescribed by Regulation 33/47 of the Listing Regulations, 2015 within 45 days of

the close of the respective periods. (except audited results for the year/ last quarter within 60days of the end of the accounting year).

- The approved financial results are mailed immediately after the Board Meeting to the Stock Exchange where the Company' s shares are listed and are published in Business Standard (English) and Veer Arjun (Hindi), within 48 hours of approval thereof by the Board of Directors.
- The Company's financial results are displayed on the Company's website.- www.ndaindia.com

**13) SEBI COMPLAINTS REDRESSAL SYSTEM (SCORES):**

SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The company is in compliance with the SCORES and redressed the shareholders complaints well within the stipulated time.

**14) GENERAL SHAREHOLDER'S INFORMATION:**

24 <sup>th</sup> Annual General Meeting- Date	28 <sup>th</sup> September, 2016
Time	4:00 P.M.
Venue	Agarwal Dharmshala, OCF Pocket, 104, Kalkaji Extension, Near Pujsons Factory, New Delhi- 110019
Financial Year	1 <sup>st</sup> April, 2015 to 31st March, 2016
Book Closure	22.09.2016 to 28.09.2016
Listing on Stock Exchange	Bombay Stock Exchange
Stock Code	BSE: 511535
ISIN	INE026C01013
Adoption of Quarterly Results of the quarter ending	1 <sup>st</sup> /2 <sup>nd</sup> week of-
June 30, 2016	August, 2016
September, 2016	November, 2016
December, 2016	February, 2017
March, 2017 (year ending)	May, 2017

**❖ Address for Correspondence:**

1002A, Arunachal, 19, Barakhamba Road, New Delhi-110001  
 Phone No.: 011-46204000  
 Email:legal@ndaindia.com

**❖ Registrar and Share Transfer Agent:**

The Company's Registrar and Share transfer Agent is  
 BEETAL Financial & Computer Services Pvt Ltd.  
 BEETAL HOUSE, 3rd Floor,  
 99, Madangir, behind LSC, New Delhi - 110062  
 Ph. 011-29961281-283 Fax 011-29961284

**15) LISTING FEES**

The Company has paid listing fees for the year 2016-17 to the Bombay Stock Exchange (BSE).

**16) MARKET PRICE DATA (Rs.)**

Month	High	Low
April, 2015	14.4	14.4
May, 2015	14.4	14.4
June, 2015	14.5	14.5
July, 2015	14.5	14.5
August, 2015	14.5	14.5
September, 2015	14.5	14.5
October, 2015	14.5	13.1
November, 2015	13.5	13.0
December, 2015	13.5	13.0
January, 2016	13.5	13.0
February, 2016	13.5	13.5
March, 2016	13.5	13.5

**SHAREHOLDING PATTERN AS ON MARCH 31, 2015**

Category	No. of Shares	% of Shares
<b>Promoters</b>		
<b>Individuals</b>	3589240	70.49
<b>Body Corporate</b>	50000	0.98
<b>Total</b>	<b>3639240</b>	<b>71.47</b>
<b>Public Shareholding</b>		
<b>Fin Inst., Mutual funds &amp; Banks</b>	0	0
<b>Body Corporate</b>	30828	0.61
<b>Individuals</b>	1374988	27.00
<b>Others</b>	47144	0.92
<b>Total</b>	<b>1452960</b>	<b>28.53</b>
<b>Grand Total</b>	<b>5092200</b>	<b>100</b>

**DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2016**

Share Holding of Nominal Value of Rs.	No of shareholders	% age of shareholders	No. of Shares held	% age of Shares held
<b>Upto 5000</b>	3415	95.04	475341	9.33
<b>5001-10000</b>	111	3.08	88864	1.74
<b>10001-20000</b>	35	0.97	51452	1.01
<b>20001-30000</b>	6	0.16	15229	0.29
<b>30001-40000</b>	5	0.13	18100	0.35
<b>40001-50000</b>	0	0	0	0
<b>50001-100000</b>	1	0.02	8300	0.16
<b>100001 &amp; above</b>	20	0.55	4434914	87.09
<b>Total</b>	<b>3593</b>	<b>100</b>	<b>5092200</b>	<b>100</b>

**17) DEMATERIALISATION OF SHARES**

The Shares of the Company are in demat form. The Company's Shares are available for trading in the depository systems of both the National Securities Depository Limited and the Central Depository Services (India) Limited. As on 31st March, 2016 the statement of the shares in demat form is given below:

<b>S.No.</b>	<b>Particulars</b>	<b>No. of Shares</b>	<b>%</b>
1.	CDSL	54741	1.07
2.	NSDL	4605777	90.45
3.	Physical	431682	8.48
	<b>Total</b>	<b>50,92,200</b>	<b>100</b>

**18) CEO/CFO CERTIFICATION**

In compliance with regulation 17 read with Schedule II of the Listing Regulations, a declaration signed by Managing Director and Chief Financial Officer have issued certificate certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

**19) COMPLIANCE CERTIFICATE OF THE AUDITORS**

The Statutory Auditors have certified that the Company has complied the conditions of Corporate Governance and the same forms part of the Annual Report.

**20) PREVENTION OF INSIDER TRADING**

The Company has in place a code of conduct to Regulate, Monitor and Report Trading by Insiders ('the Code') pursuant to the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015. This code is applicable to all the Directors, Officers, Designated Employees of the Company and their Dependent Family members as defined therein.

The Code is posted on the Company's website at [www.ndaindia.com](http://www.ndaindia.com).

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT UNDER REGULATION 17 (5) SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015**

In accordance with Regulation 17 of the Listing Regulations, 2015, I hereby confirm that all the Directors and the Senior Management personnel of the Company have affirmed the compliance with Code of Conduct, as applicable to them for the financial year ended on March 31, 2016.

Date: 12.08.2016

Place: New Delhi

**For NDA Securities Limited**

**Sanjay Agarwal**  
**Managing Director**  
DIN: 00010639



**MD AND CFO CERTIFICATION**

To,  
The Board of Directors  
NDA Securities Limited

We, Sanjay Agarwal, Managing Director and Arun Kumar Mistry, Chief Financial Officer responsible for the finance functions certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2016 and to the best of our Knowledge and belief:
  - i) These Statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - ii) These Statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our Knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2016 are fraudulent, illegal or violate the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d)
  - i) There has not been any significant change in internal control over financial reporting during the year under reference.
  - ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements.
  - iii) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

**For NDA Securities Limited**

Place: New Delhi  
Date: 27.05.2016

**Sanjay Agarwal**  
**Managing Director**  
**DIN: 00010639**  
**E-157, Kalkaji,**  
**New Delhi-110019**

**Arun Kumar Mistry**  
**Chief Finance Officer**  
**PAN: AHKPM9725H**  
**Flat No.-105,H.No.- B-21,**  
**Patparganj, Delhi-110092**

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

The Members of

NDA Securities Limited

We have examined the compliance of conditions of Corporate Governance by NDA Securities Limited, for the year ended 31st March, 2016 as stipulated in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

We state that in respect of investor grievances received during the year ended 31st March, 2016, no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For GUPTA RUSTAGI & AGGARWAL**

**Chartered Accountants**

**(S.C. GUPTA)**

**PARTNER**

**M. No. 086839**

Place : New Delhi

Date: 12.08.2016

## INDEPENDENT AUDITORS' REPORT

To the Members of  
NDA SECURITIES LIMITED

**Report on the Financial Statements**

We have audited the accompanying standalone financial statements of NDA Securities Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standard specified under Section 133 of the Act, read with the provision of the Companies (Accounts) Rules, 2014. This responsibility includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentations of the financial statements that give a true and fair view and free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these Standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone financial statement.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016 and its Profit and its Cash Flow for the year ended on that date.

**Emphasis of the Matter**

1. We draw attention to note no.3.5.1 to the standalone financial statements of the company regarding the valuation of inventory of shares, for which no provision has been made for deficiency or impairment loss in the value of stock of shares as at 31st March, 2016.
2. We draw attention to note no.3.4.3© to the standalone financial statements of the company regarding the membership cost of OTCEI is considered good and recoverable by the management of the company for the no reasons mentioned in the said note.

Our opinion is not modified in respect of these matter

**Report on Other Legal and Regulatory Requirement's**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:-
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164(2) of the Companies Act, 2013.
  - f) with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such control, refer to our separate report in Annexure "B and our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of Companies (Audit and Auditors) Rules, 2014 in our opinion and to the best of our information and according to explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial positions.
    - ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There no amounts which required to be transferred, to the Investor Education and Protection Fund by the company.

**FOR GUPTA RUSTAGI & AGARWAL**

CHARTERED ACCOUNTANTS

Firm No. 008084N

PLACE: New Delhi

DATED: 27/05/2016

**CA S.C.GUPTA**

Partner

Membership No. 086839

**Annexure- A to the Independent Auditors' Report**

**Referred to in paragraph 1 under 'Report on other Legal and Regulatory Requirements' section of our report of even date. We report that:**

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.  
(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.  
(c) based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the title deeds of immovable properties included in investment are held in the name of the company
2. As explained to us, inventories have been physically verified during the year by the management at reasonable intervals and no material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. According to information and explanations given to us, the company has not granted any loan, secured or unsecured to companies, firm, Limited liability Partnership or other parties covered in the register maintained under section 189 of the Act. Accordingly the provision of Clause 3(iii) of the order are not applicable to the company.
4. The company has not given any loans to directors or to any other persons in whom the director is interested but company has given corporate guarantee provided in connection with a bank guarantee taken by its subsidiary company as covered under section 185 of the Companies act 2013. The company has complied with the provision of Section 185 and 186 of the Act, with respect to the loans and investment made.
5. The Company has not accepted deposits. Hence the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under are not applicable to the Company.
6. The Company is not required to maintain cost records as specified by the Central Government under sub section (1) of section 148 of the Act. Therefore, the provisions of para 3(vi) of the Order is not applicable to the Company.
7. According to the information and explanations given to us , in respect of statutory dues:
  - (a) The company has generally been regular in depositing undisputed statutory dues , including Provident Fund, Provident Fund, Employees' State Insurance, Income-tax, Service Tax, Stamp Duty or any other statutory dues, applicable to it to the appropriate authorities.
  - (b) There were no undisputed dues outstanding in respect of Provident Fund, Provident Fund, Employees' State Insurance, Income-tax, Service Tax, Stamp Duty or any other statutory dues in arrear as at March 31, 2016 for a period of more than six months from the date they became payable.
8. The Company has obtained a term loans and unsecured loans during the year and according to the information and explanations given to us and based on the records of the company the company has not defaulted in the repayment of loans or borrowings to financial institutions, bank.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year, therefore, the provisions of para 3(ix) of the Order is not applicable to the Company.
10. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
11. According to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Companies Act 2013.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company, therefore, the provisions of para 3(xii) of the Order is not applicable to the Company.

13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him, therefore, the provisions of para 3(xv) of the Order is not applicable to the Company.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**FOR GUPTA RUSTAGI & AGARWAL  
CHARTERED ACCOUNTANTS**

Firm No. 008084N

**CAS.C.GUPTA**

Partner

Membership No. 086839

PLACE: New Delhi

DATED: 27/05/2016

**Annexure - B to the Auditors' Report****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of NDA Securities Limited ("the Company") as of 31st March, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR GUPTA RUSTAGI & AGARWAL  
CHARTERED ACCOUNTANTS**

Firm No. 008084N

**CAS.C.GUPTA**

Partner

Membership No. 086839

PLACE: New Delhi

DATED: 27/05/2016



<b>NDA SECURITIES LIMITED</b> <b>1002-A, Arunachal Building, 19, Barakhamba Road, New Delhi-110001</b> <b>BALANCE SHEET AS AT MARCH 31, 2016</b> <i>(Amount in Rs.)</i>			
Particulars	Note No.	As at 31ST MAR 2016	As at 31ST MAR 2015
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	<b>3.1</b>	5,09,22,000	5,09,22,000
Reserves and surplus	<b>3.1.1</b>	1,92,35,412	1,91,25,258
	<b>3.1.2</b>	<b>7,01,57,412</b>	<b>7,00,47,258</b>
<b>Non-current liabilities</b>			
Long-term borrowings	<b>3.2</b>	17,49,525	4,96,129
Deferred tax liabilities (Net)	<b>3.2.1</b>	-	-
Other Long term liabilities	<b>3.2.1</b>	-	-
Long-term provisions	<b>3.2.2</b>	20,37,900	18,69,979
	<b>3.2</b>	<b>37,87,425</b>	<b>23,66,108</b>
<b>Current liabilities</b>			
Short-term borrowings	<b>3.3</b>	2,65,00,000	2,59,83,389
Trade payables	<b>3.3.1</b>	3,49,00,530	4,13,21,986
Other current liabilities	<b>3.3.2</b>	7,38,914	9,77,129
Short-term provisions	<b>3.3.3</b>	-	-
	<b>3.3</b>	<b>6,21,39,444</b>	<b>6,82,82,504</b>
<b>Total</b>		<b>13,60,84,281</b>	<b>14,06,95,870</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets	<b>3.4</b>		
Tangible assets	<b>3.4.1</b>	70,21,750	74,82,682
Intangible assets	<b>3.4.2</b>	5,89,483	6,10,340
Capital work-in-progress	<b>3.4.2</b>	-	-
Intangible assets under development	<b>3.4.2</b>	-	-
Non-current investments	<b>3.4.3</b>	4,32,23,257	4,32,05,104
Deferred tax assets (net)	<b>3.4.4</b>	3,13,931	1,76,049
Long-term loans and advances	<b>3.4.5</b>	1,11,70,000	1,01,32,500
Other non-current assets	<b>3.4.5</b>	-	-
	<b>3.4</b>	<b>6,23,18,421</b>	<b>6,16,06,675</b>
<b>Current assets</b>			
Current investments	<b>3.5</b>	-	-
Inventories	<b>3.5.1</b>	8,10,638	8,10,638
Trade receivables	<b>3.5.2</b>	2,02,01,414	1,83,65,211
Cash and cash equivalents	<b>3.5.3</b>	4,50,85,023	5,68,06,707
Short-term loans and advances	<b>3.5.4</b>	67,86,573	21,67,822
Other current assets	<b>3.5.5</b>	8,82,212	9,38,817
	<b>3.5</b>	<b>7,37,65,860</b>	<b>7,90,89,195</b>
<b>Total</b>		<b>13,60,84,281</b>	<b>14,06,95,870</b>
<b>Significant Accounting Policies and Notes to the Accounts 2&amp;3</b>			
<b>Auditor's Report</b>			
		<i>for and on behalf of the Board</i>	
<b>FOR GUPTA RUSTAGI &amp; AGGARWAL</b>		<b>For NDA Securities Limited</b>	
<b>(Chartered Accountants)</b>			
(S.C. Gupta) Partner M.N. 086839 FRN 008084N	(Sanjay Agarwal) Managing Director [DIN:00010639]	(Deepti Agarwal) Whole Time Director [DIN:00049250]	
Place: New Delhi Date : 27-05-2016	(Arun Kumar Mistry) Chief Financial Officer	(Vanshika Rastogi) Company Secretary	

<b>NDA SECURITIES LIMITED</b> 1002-A, Arunachal Building, 19, Barakhamba Road, New Delhi-110001 <b>STATEMENT OF PROFIT &amp; LOSS ACCOUNT</b> <b>FOR THE YEAR ENDED ON 31st March , 2016</b> (Amount in Rs.)			
Particulars	Note No.	For the Year ended on 31st March 2016	For the Year ended on 31ST March 2015
<b>Incomes</b>	<b>3.6</b>		
Revenue from operations	<b>3.6.1</b>	4,65,19,657	4,60,08,919
Other income	<b>3.6.2</b>	59,04,858	56,97,300
<b>Total Revenue</b>		<b>5,24,24,515</b>	<b>5,17,06,219</b>
<b>Expenses</b>	<b>3.7</b>		
Cost of materials consumed		-	-
Purchases of Stock-in-Trade		-	-
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		-	-
Employee benefits expense	<b>3.7.1</b>	1,43,91,441	1,44,65,416
Finance costs	<b>3.7.2</b>	33,31,744	13,30,514
Depreciation and amortization expense	<b>3.4.1</b>	21,09,935	28,11,745
Other expenses	<b>3.7.3</b>	3,25,48,685	3,45,80,957
<b>Total Expenses</b>		<b>5,23,81,805</b>	<b>5,31,88,632</b>
<b>Profit before exceptional and extraordinary items and tax</b>		42,710	-14,82,413
Exceptional items		-	-
<b>Profit before extraordinary items and tax</b>		<b>42,710</b>	<b>(14,82,413)</b>
Extraordinary Items		-	-
<b>Profit before tax</b>		<b>42,710</b>	<b>(14,82,413)</b>
Tax expense:			
Current tax			
Income tax Earlier year		70,439	
Deferred tax Assets	<b>3.2.2</b>	1,37,882	(2,98,148)
<b>Profit (Loss) for the period from continuing operations</b>		<b>1,10,153</b>	<b>-11,84,265</b>
Profit/(loss) from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
<b>Profit/(loss) from Discontinuing operations (after tax)</b>		<b>-</b>	<b>-</b>
<b>Profit (Loss) for the period</b>		<b>1,10,153</b>	<b>-11,84,265</b>
Earnings per equity share:			
Basic	<b>3.10</b>	0.02	(0.23)
Diluted		0.02	(0.23)
<b>Significant Accounting Policies and Notes to the Accounts 2&amp;3</b>			
FOR GUPTA RUSTAGI & AGGARWAL (Chartered Accountants)		For and on behalf of the board For NDA Securities Limited	
(S.C. Gupta) Partner M.N. 086839 FRN 008084N Place: New Delhi Date : 27-05-2016	(Sanjay Agarwal) Managing Director [DIN:00010639]	(Deepti Agarwal) Whole Time Director [DIN:00049250]  (Arun Kumar Mistry) Chief Financial Officer  (Vanshika Rastogi) Company Secretary	



# NDA SECURITIES LIMITED

## NDA SECURITIES LIMITED

1002-A, Arunachal Building, 19, Barakhamba Road, New Delhi- 110001

### CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2016

Particulars	Year Ended 31st	
	Mar-16 (Rs.)	Mar-15 (Rs.)
<b><u>CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
Profit before tax and extraordinary items	42,710	(14,82,413)
ADD:		
Depreciation	21,09,935	28,11,745
Interest & Financial Charges	33,31,744	13,30,514
Bank Guarantee Charges	2,75,737	2,69,992
Loss/(Profit) on sale of Fixed Assets(loss)	3,78,654	79,417
Loss/(Profit) on sale of Property(Profit)	-	-
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>61,38,779</b>	<b>30,09,255</b>
Adjustments for:		
Trade & other Receivables	(75,06,288)	10,11,705
Trade & other Payables	(64,91,750)	(60,54,387)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES(A)</b>	<b>(78,59,259)</b>	<b>(20,33,427)</b>
<b><u>CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
Advance Recd against property		
Purchase of Property	(18,153)	(11,10,363)
Profit (Loss) on sale of Property	-	-
Purchase of Fixed Assets	(30,06,800)	(32,63,793)
Sale of Fixed Assets	10,00,000	3,17,000
<b>NET CASH FLOW FROM INVESTING ACTIVITIES (B)</b>	<b>(20,24,953)</b>	<b>(40,57,156)</b>
<b><u>CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
Interest & Financial Charges	(33,31,744)	
Bank Guarantee Charges	(2,75,737)	(13,30,514)
Secured Loans	7,67,902	(2,69,992)
Unsecured loans	49,96,301	(6,94,086)
<b>NET CASH FLOW FROM FINANCING ACTIVITIES (C)</b>	<b>21,56,722</b>	<b>1,45,03,699</b>
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS(A+B+C)</b>	<b>(77,27,489)</b>	<b>1,22,09,107</b>
OPENING CASH & CASH EQUIVALENT	5,28,12,511	
CLOSING CASH & CASH EQUIVALENT	4,50,85,022	61,18,524
Cash in Hand	24,92,064	4,66,93,987
Balance with Banks	4,25,92,958	5,28,12,511
Over Draft with Banks	-	
	4,50,85,022	19,69,136
		5,48,37,571
		(39,94,196)
		5,28,12,511

#### Auditor's Report

As per our report of even date attached

**For GUPTA RUSTAGI & AGGARWAL**

(Chartered Accountants)

**For and on behalf of Board**

**For NDA Securities Limited**

**(S.C. GUPTA)**

Partner

M.N. 086839

FRN : 008084N

Place: New Delhi

Date : 27-05-2016

**(Sanjay Agarwal)**

**Managing Director**

**[DIN:00010639]**

**(Arun Kumar Mistry)**

**Chief Financial Officer**

**(Deepti Agarwal)**

**Whole Time Director**

**[DIN:00049250]**

**(Vanshika Rastogi)**

**Company Secretary**

**NDA SECURITIES LIMITED****Significant accounting policies and notes to the accounts  
for the year ended 31st March , 2016****1 Back ground**

NDA Securities Limited is Formed on 21.09.1992 vide Registraton No. L74899DL1992PLC050366.The Company has trading membership in National Stock Exchange, Bombay Stock Exchange, and it is also a Depository Participant of National Securities Depositories Ltd.The Script of the company are listed on Bombay Stock Exchange

**2 Significant accounting policies****2.1 Basis of preparation of financial statements**

The financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting except for certain financial instruments which are measured at fair values and comply with the Accounting Standards prescribed by Companies (Accounting Standards) Rules, 2006, as amended, other pronouncements of the Institute of Chartered Accountants of India (ICAI) and the relevant provisions of the Companies Act, 2013 to the extent applicable. Revenue/ Incomes and Expenditures are generally accounted on accrual as they are earned or incurred.

**2.2 Use of estimates**

The preparation of financial statements in conformity with the generally accepted accounting principles ('GAAP') in India requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, assets and liabilities and disclosures relating to contingent liabilities as of the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in future periods.

**2.3 Fixed Assets And Depreciation**

2.3.1 Fixed assets are stated at cost, less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Financing costs relating to acquisition of fixed assets are also included to the extent they relate to the period till such assets are ready to be put to use.

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Straight Line value (SLM) Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013

2.3.3 The cost of leasehold land is amortised over the period of the lease. Leasehold improvements and assets acquired on finance lease are amortised over the lease term or useful life, whichever is lower.

2.3.4 Impairment of Assets: The carrying amounts of Assets are reviewed at each balance Sheet Date if there is any indication of impairment based on internal/ external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the statement of Profit and loss in the year in which an asset is identified as impaired.

**2.4 Investments**

2.4.1 Long-term investments are carried at cost less any other-than-temporary diminution in value, determined on the specific identification basis.

2.4.2 Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is carried out separately in respect of each investment.

2.4.3 Profit or loss on sale of investments is determined as the difference between the sale price and carrying value of investment.

**2.5 Inventories**

2.5.1 Inventories if any are/will stated at cost.

**2.6 Cash and cash equivalents**

Cash and cash equivalents in the cash flow statement comprises cash in hand and balance in bank in current accounts, Bank overdraft , fixed deposits .

**2.7 Tax Expenses**

Income tax expense comprises current tax as per Income Tax Act, 1961, fringe benefit tax and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets are recognized only to the extent there is reasonable certainty that the asset can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably / virtually certain, as the case may be, to be realized.

- 2.7 Employee Benenits :** Pursuant to the requirements of AS 15 (revised 2005) on "Employee Benefits", issued by the Institute of Chartered Accountants of India (the standard), which has become effective from April 1, 2007, the Company provided for employee benefits as per the revised requirements of the standard for the current Year . In respect of the employee benefits up to Mar 31, 2016, leave encashment and bonus has been paid to employees and for eligible employees , long term provision for gratuity payable has been made as per acturian Certificate.

**3 Notes to the financial statements**
**3.1 Shareholders funds**
**3.1.1 Share Capital**

(Amount in Rs.)

a) Particulars	As at March 31, 2016	As at March 31, 2015
<b>Authorized Capital</b>		
15000000 Equity Shares of Rs. 10/- each <i>(Previous year 15000000 Equity Shares of Rs. 10/- each)</i>	<b>15,00,00,000</b>	<b>15,00,00,000</b>
<b>Issued, Subscribed and Paid up:</b>		
5092200 Equity Shares of Rs. 10/- each fully paid up <i>(Previous year 5092200 Equity Shares of Rs. 10/- fully paid up)</i>	5,09,22,000	5,09,22,000
Total	<b>5,09,22,000</b>	<b>5,09,22,000</b>

- b) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period is as given below

Particulars	As at March 31, 2016	As at March 31, 2015
Shares outstanding at the beginning of the year	50,92,200	50,92,200
Shares Issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	50,92,200	50,92,200

- c) Shares in the company held by each shareholder holding more than 5 percent shares specifying the number of shares held is as given below:

Name of Shareholder	As at March 31, 2016		As at March 31, 2015	
	No. of Shares	% Holding	No. of Shares	% Holding
ND Agarwal	3034774	59.6%	3034774	59.6%
ND Agarwal(HUF)	264700	5.2%	264700	5.2%

- d) The Company has not allotted any fully paid up equity shares without payment being received in cash and by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date.

**3.1.2 Reserves and Surplus**

(Amount in Rs.)

<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
<b>General Reserve</b>		
Opening balance	17,24,152	17,24,152
(+) Net Profit/(Net Loss) For the current year	-	-
Closing Balance	17,24,152	17,24,152
<b>Profit &amp; Loss Account</b>		
Opening balance	1,74,01,106	2,08,38,599
Adjustment in opening retained earnings due to change in Estimate of Useful life of Fixed Assets( net of DT)	-	(22,53,228)
(+) Net Profit/(Net Loss) For the current year	1,10,154	(11,84,265)
Closing Balance	1,75,11,260	1,74,01,106
<b>Total</b>	<b>1,92,35,412</b>	<b>1,91,25,258</b>

**3.2 Non Current Liabilities**
**3.2.1 Long Term Borrowings**

(Amount in Rs.)

<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
Secured Loan Secured Against hypothecation of Vehicles) (Term Loan From Bank) (Amount payable in next 12 months 707408/-)	17,49,525	4,96,129
<b>Total</b>	<b>17,49,525</b>	<b>4,96,129</b>

**3.2.2 Long Term Provisions**

(Amount in Rs.)

<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
Provision for Gratuity Payable (includes short term provision of Rs./-)	20,37,900	18,69,979
<b>Total</b>	<b>20,37,900</b>	<b>18,69,979</b>

**3.3 Current Liabilities**
**3.3.1 Short term borrowings**

(Amount in Rs.)

<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
Secured Loan	-	4,85,494.00
Secured Against hypothecation of Vehicles (Term Loan From NBFC )		
Demand Loan against the pledge of FDR from Bank	70,00,000	70,00,000
Intercompany loan	95,00,000	45,00,000
Loans from NBFC (Secured against personal property of Director)	1,00,00,000	1,00,03,699
Bank Over Draft against the pledge of FDR from Bank	-	39,94,196
<b>Total</b>	<b>2,65,00,000</b>	<b>2,59,83,389</b>

**3.3.2 Trade Payables**

(Amount in Rs.)

<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
<b><i>Unsecured</i></b>		
Trade Payable	1,11,87,317	2,48,46,474
Margin Money Received / Security deposits *	2,37,13,213	1,64,75,512
<b>Total</b>	<b>3,49,00,530</b>	<b>4,13,21,986</b>

**3.3.3 Other Current Liabilities**

(Amount in Rs.)

<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
TDS Payable	1,41,647	2,53,880
Stamp Duty Payable	2,43,829	2,68,417
EPF Payable	1,35,162	91,643
ESI Payable	6,689	3,539
Audit Fees Payable	90,000	90,000
Salary Payable	-	93,034
Other exp Payable	1,21,587	76,134
Suppliers for expenses	-	1,00,482
<b>Total</b>	<b>7,38,914</b>	<b>9,77,129</b>

**3.4 Non Current Assets**
**3.4.1 Fixed Assets**

(Amount in Rs.)

PARTICULARS	Useful Life	G R O S S B L O C K				D E P R E C I A T I O N				N E T B L O C K		
		As at April 1, 2015	Additions	Deletions/ Discarded *	As at 31st Mar, 2016	As at April 1, 2015	Retained Earning Adj. #	For the year Mar 16	Deletions/ Discarded	As at Mar 31, 2016	As at March 31, 2015	As at Mar 31, 2016
<b>Tangible Assets</b>												
Computer	3 years	19,56,330	6,07,725	-	25,64,055	5,27,269	-	6,43,039	-	11,70,308	14,29,061	<b>13,93,747</b>
Computer Servers	6 Years	3,93,490	-	-	3,93,490	2,37,414		37,560		2,74,974	1,56,076	1,18,516
Car	8 YEARS	45,54,314	21,32,444	27,78,018	39,08,740	17,40,656	-	<b>5,59,460</b>	13,99,364	9,00,752	28,13,658	<b>30,07,988</b>
Furniture & Fixtures	10 year s	25,41,191	-	-	25,41,191	5,62,558	-	2,79,159		8,41,717	19,78,633	<b>16,99,474</b>
Office Equipment 5 years	5 years	20,32,678	87,040	-	21,19,718	9,27,424	-	3,90,269	-	13,17,693	11,05,254	<b>8,02,025</b>
Previous Year		1,14,78,003	28,27,209	27,78,018	1,15,27,194	39,95,321	-	19,09,487	13,99,364	45,05,444	74,82,682	70,21,750
<b>3.4.2 Intangible assets</b>		1,62,17,621	32,63,793	80,03,411	1,14,78,003	58,04,416	32,59,285	25,38,614	76,06,994	39,95,321	1,04,13,205	74,82,682
Computer Software	6 YEARS	15,45,328	1,79,591	-	17,24,919	9,34,988	-	<b>2,00,448</b>	-	11,35,436	6,10,340	<b>5,89,483</b>
Previous Year		15,45,328	1,79,591	12,54,219	2,91,109	9,34,988	-	2,00,448	-	11,35,436	6,10,340	5,89,483
		22,80,092		12,54,219	10,25,873	13,95,084	1,537	2,73,131	7,34,764	9,34,988	8,85,008	6,10,340
<b>TOTAL</b>		<b>1,30,23,331</b>	<b>30,06,800</b>	<b>40,32,237</b>	<b>1,18,18,303</b>	<b>49,30,309</b>	<b>-</b>	<b>21,09,935</b>	<b>13,99,364</b>	<b>56,40,880</b>	<b>80,93,022</b>	<b>76,11,233</b>
<b>Previous year</b>		<b>1,84,97,713</b>	<b>32,63,793</b>	<b>92,57,630</b>	<b>1,25,03,876</b>	<b>71,99,500</b>	<b>32,60,822</b>	<b>28,11,745</b>	<b>83,41,758</b>	<b>49,30,309</b>	<b>1,12,98,213</b>	<b>80,93,022</b>



**3.4.3 Non Current Investments**  
**Investment in Equity Shares, Units & Debentures**

(Amount in Rs.)

Particulars	Face Value	Nos.	As at March 31, 2016	As at March 31, 2015
<b>A) Quoted, fully Paid up at Cost</b>				
<b>B) Unquoted, fully Paid up at Cost</b>				
<b>In Subsidiary Companies:</b>				
NDA Commodity Brokers (P) Ltd.	10	5,50,000	55,00,000	55,00,000
NDA Share Brokers Ltd.	10	21,83,515	2,18,35,150	2,18,35,150
			2,73,35,150	2,73,35,150
<b>C) Membership in OTCEI</b>			20,00,000	20,00,000
<b>D) Investment in immoveable Property</b>			1,38,88,107	1,38,69,954
			1,58,88,107	1,58,69,954
<b>Total</b>			<b>4,32,23,257</b>	<b>4,32,05,104</b>

Cost of OTCEI ticket is value worth, so that we considered its cost is good and recoverable in future.

**3.4.4 Deferred Tax Assets (NET)**

As per the requirement of the Accounting Standard 22 on "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the net deferred tax assets credited in Statement of Profit and Loss A/c is Rs.137883/- [Previous Year – Deferred Tax assets credited Rs. 298148 I-]. The year-end position of Deferred Tax assets is given below:

(Amount in Rs.)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Deferred Tax Liability</b>		
Opening balance (Assets)	1,76,049	(11,29,693)
Adjustment in opening Defferred Tax due to change in usefull life of Assets		10,07,594
Balance D.t. Liability	1,76,049	
C.y Related to dep on Fixed Assets. (D.T.Assets)	1,37,882	2,98,148
Total	3,13,931	1,76,049
<b>Net deferred tax Assets</b>	<b>3,13,931</b>	<b>1,76,049</b>

**3.4.5 Long Term Loans & Advances**

(Amount in Rs.)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Unsecured / Considered Good</b>		
Deposit with NSDL	12,00,000	12,00,000
Deposits with the National Stock Exchange	61,00,000	61,00,000
Deposits with the Bombay Stock Exchange Ltd	21,25,000	11,25,000
Deposits with OTCEI	1,00,000	1,00,000
Deposit with Clearing Member Derivatives NSE	2,00,000	2,00,000
Deposit with MCX-SX	10,00,000	10,00,000
Securities Deposits for rent and telephone	4,45,000	4,07,500
<b>Total</b>	<b>1,11,70,000</b>	<b>1,01,32,500</b>

**3.5 Current Assets**
**3.5.1 Inventories**

(Amount in Rs.)

Particulars	As at March 31, 2016	As at March 31, 2015
Stock-in-trade (Verified, Certified & Valued by the management at cost)	8,10,638	8,10,638
<b>Total</b>	<b>8,10,638</b>	<b>8,10,638</b>

(Inventories being Stock of shares are valued at cost and its net realisable value as on 31/03/2016 is Nil. No provision has been made for deficiency or impairment loss in the value of stock of shares.)

**3.5.2 Trade Receivables**

(Amount in Rs.)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Unsecured</b>		
Debts overdue for a period exceeding six months		
- Considered Good	48,11,738	46,38,668
Other debts		
- Considered Good	1,53,89,676	1,37,26,543
<b>Total</b>	<b>2,02,01,414</b>	<b>1,83,65,211</b>

(Debtors included Rs/ Nil due for the related concern or related parties)

**3.5.3 Cash and Cash Equivalents**

Particulars	As at March 31, 2016	As at March 31, 2015
Balances with banks*		
In Current Accounts	4,25,92,959	5,48,37,571
Cash in hand	24,92,064	19,69,136
<b>Total</b>	<b>4,50,85,023</b>	<b>5,68,06,707</b>

\* Balances with banks include Bank Fixed Deposits as per following details

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Bank Fixed deposits with More than 12 months maturity</b>		
<b>Hypothecated for</b>		
Bank Overdraft of Rs. 36 Lacs	40,00,000	40,00,000
Bank Guarantee of Rs. 150 lacs NSE	75,00,000	75,00,000
<b>Bank Fixed deposits with Less than 12 months maturity</b>		
<b>Hypothecated for</b>		
Additional Base Capital	70,00,000	70,00,000
BSE Trade Guarantee Fund	10,00,000	10,00,000
Margin with NSE F&O	8,00,000	8,00,000
Margin Currency Derivative segment	8,00,000	8,00,000
Bank Guarantee of Rs. 30 lacs	15,00,000	15,00,000
Bank Guarantee of Rs. 25 lacs BSE 25 lacs NSE	25,00,000	25,00,000
Margin Deposit NSE Future and options	50,00,000	-
Hyp Against Short Term loan	35,00,000	35,00,000
<b>Total</b>	<b>3,36,00,000</b>	<b>2,86,00,000</b>

**3.5.4 Short Term Loans & Advances**

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Unsecured - Considered Good</b>		
Advance Recoverable	57,33,838	6,80,058
Deposits with the nse (ABC Margin)	3,38,000	-
TDS with revenue Authorities	7,14,735	14,87,764
<b>Total</b>	<b>67,86,573</b>	<b>21,67,822</b>

**3.5.5 Other Current Assets**

Particulars	As at March 31, 2016	As at March 31, 2015
Prepaid Expenses	8,77,351	9,00,577
Cenvat Credit Recoverable	4861	38,240
<b>Total</b>	<b>8,82,212</b>	<b>9,38,817</b>

**3.6 Incomes**
**3.6.1 Income from Operation**

(Amount in Rs.)

Particulars	As at March 31, 2016	As at March 31, 2015
Income From Operations	4,65,19,657	4,60,08,919
<b>Total</b>	<b>4,65,19,657</b>	<b>4,60,08,919</b>

**3.6.2 Other Income**

(Amount in Rs.)

Particulars	As at March 31, 2016	As at March 31, 2015
Interest on FDR's (TDS Rs.)	31,27,292	28,35,843
Mutual Fund & New Issue Income	22,97,821	28,19,154
New Issue Income	-	23,280
Interest on Income tax Refund	3,74,055	-
Other Income	1,05,691	19,023
<b>Total</b>	<b>59,04,858</b>	<b>56,97,300</b>

**3.7 Expenses**
**3.7.1 Employee Benefits Expense**

(Amount in Rs.)

Particulars	As at March 31, 2016	As at March 31, 2015
Salaries and incentives		
Salary & Prequisites	1,08,49,824	94,17,900
Bonus	8,64,367	6,73,129
Grauity	2,11,900	18,69,979
Employer's Contribution to P.F.	8,73,010	5,73,043
Staff Welfare Expenses	8,12,840	10,57,641
Staff Training & Recruitment Exp	22,463	13,217
Leave encashment Expenses	2,41,100	2,07,028
Incentive	1,38,280	2,37,732
ESI Expenses	66,821	2,40,726
Conveyance Allowances	3,10,836	1,75,021
<b>Total</b>	<b>1,43,91,441</b>	<b>1,44,65,416</b>

**3.7.2 Finance Cost**

(Amount in Rs.)

Particulars	(Amount in Rs.)	
	As at March 31, 2016	As at March 31, 2015
Interest Paid & finance Charges	33,31,744	13,30,514
<b>Total</b>	<b>33,31,744</b>	<b>13,30,514</b>

**3.7.3 Other Expenses**

(Amount in Rs.)

Particulars	(Amount in Rs.)	
	As at March 31, 2016	As at March 31, 2015
Audit Fees	1,00,000	1,00,000
Advertisement & Publicity Expenses	1,12,245	66,460
Annual Fees & Registration	6,42,223	6,02,637
Meeting & Seminar Exp.	30,100	36,515
Bad Debt	-	2,60,684
Bandwith Charges	1,07,500	75,213
Bank Charges	741	7,282
Bank Guarantee Commission Charges	2,75,737	2,69,992
Broker Note & Stamp Paper Charges	36,332	2,61,045
Business Promotion	35,308	1,59,074
Commission on Brokerage	96,87,299	1,00,25,646
Conveyance Exp	6,86,635	10,64,361
Donation	-	75,000
Demat Charges	78,042	83,879
Data Punchin Error	2,80,001	-
Director's Remuneration	30,00,000	24,00,000
Director Sitting Fees	38,250	27,000
Electricity & Water	10,84,543	11,03,488
Filling Fees	15,638	27,475
Festival Exp.	2,93,447	2,43,427
Insurance Charges	3,47,804	3,86,000
Lease Line Charges	6,73,829	8,67,359
Lose on Sale of fixed Assets	3,78,654	79,417
Miscellaneous Expenses	1,45,846	1,13,015
News Papers & Periodicals	59,094	1,55,007
Postage & Courier Charges	4,49,917	3,61,376
Printing & Stationery Charges	9,03,805	8,69,871
Professional & Legal Expenses	19,54,036	28,60,407
Rent	28,31,500	26,60,000
Repair & Maintenance	14,68,597	22,96,073
Software Charges	7,06,889	10,03,036
Traveling Exp.	8,810	45,391
Telephone & Internet	6,15,239	6,70,062
Transaction Charges	42,54,999	40,33,766
Vehicle Running & Maintenance	12,45,626	12,91,001
<b>Total</b>	<b>3,25,48,685</b>	<b>3,45,80,957</b>

**3.8 Contingent Liabilities and Commitments :**

The Company is contingently liable for bank guarantees outstanding for an amount of Rs.230 lacs (Previous Year Rs.230 lacs ).

**3.9 Contracts:** Estimated amounts of contract remaining to be executed on capital account are Nil

**3.10 Earning & Expenditure in Foreign Currency**

(Amount in Rs.)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Earnings</b>		
Income	Nil	Nil
	-	-
<b>Expenditures</b>		
Expenditure	Nil	Nil

**3.10 Earning Per Share**

The computation of earnings per share is set out below:

(Amount in Rs.)

Particulars	As at March 31, 2016	As at March 31, 2015
Profit after tax and extraordinary items as reported	1,10,154	-11,84,265
Exceptional item:		
Loss on insurance claim (net of tax)		-
Profit before exceptional items		-
Shares:		
Weighted average number of equity shares outstanding during the year	50,92,200	50,92,200
<b>Earnings per share (before exceptional items (net of tax))</b>	0.02	-0.23
<b>Earnings per share (after exceptional items (net of tax))</b>	0.02	-0.23
	No. of Shares	No. of Shares
At the beginning of the year at 01 April, 2015	50,92,200	50,92,200
Shares issued during the year	-	-
Bonus shares issued during the year	-	-
Weighted average number of equity shares at 31 Mar. 2016	50,92,200	50,92,200

**3.11 Amount Paid / Payable to Auditors**

(Amount in Rs.)

Particulars	As at March 31, 2016	As at March 31, 2015
Audit Fees	75,000.00	75,000.00
Tax Audit Fees	25,000.00	25,000.00
Certifications	-	-
<b>Total</b>	<b>1,00,000</b>	<b>1,00,000</b>

**3.12** Shares received from Clients as margin in Furuces & option and Capital market have been deposited with our clearing member M/s Globe Capital Market Ltd. and Lying with the depository participant have not been taken in our books of accounts as the beneficial ownership belongs to the clients only

**3.13** Segmental Reporting under Accounting Standard -17, issued by ICAI is not applicable to the Company.

**3.14 Related party Disclosure**

As per accounting standard 18 on "Related party Disclosure" issued by the Institute of Chartered Accountants of India the disclosure of transactions with the related party is as under:

<b>a) Related Parties</b>	
Mr. N. D. Agarwal	Relative Of Director
N D Agarwal & Sons (HUF)	Relative HUF
Uma Shanker Gupta & Sons (HUF)	Relative HUF
Seema Gupta	Relative Of Director
Ashutosh Gupta	Relative Of Director

<b>b) Key Managerial Personnel</b>	
Mr. Sanjay Agarwal	Managing Director
Mrs. Deepti Agarwal	Whole time Director
Mr. U. S. Gupta	Director
Lalit Gupta	Director
Ram Kishan Sanghi	Director

<b>c) Related Concerns</b>	
NDA Share Brokers Ltd.	Subsidiary Company
NDA Commodity Brokers P. Ltd	Subsidiary Company
NDA Realities Pvt Ltd.	Group Company
NDA Research & Technologies P Ltd	Group Company

**d) Revenue Transactions with related party**

<b>Nature of Transaction</b>	<b>Related Party</b>	<b>Key Managerial Personnel</b>
<b>Expenses:</b>		
Consultancy Exp. Ashutosh Gupta	5,20,000	
Rent Paid : Seema Gupta	1,80,000	
N.D.Agarwal : Rent	7,80,000	
<b>Managerial Remuneration</b>		
Sanjay Agarwal		18,00,000
Deepti Agarwal		12,00,000
EPf Contribution : Sanjay Agarwal		2,16,000
EPf Contribution : Deepti Agarwal		1,44,000
<b>Loans Transactions:</b>		
NDA Commodity Brokers P Ltd		
Loans Given	9900000	
Loans Received	9900000	
<b>Income:</b>		
<b>Brokerage</b>		
Mr. N. D. Agarwal		7,451
N D Agarwal & sons ( Huf )		4,430
Deepti Agarwal		
Sanjay Agarwal		10
U. S Gupta		4,039
Uma Shanker Gupta & sons (Huf)		1,235
Seema Gutpa		10,055

**3.15** Information pursuant to the provisions of Section 22 of Micro, Small and Medium Enterprises Development Act, 2006 During the year company has not paid any interest in terms of the section 18 of the above mentioned act.

No principal amount or interest amount are due at the end of this accounting year which is payable to any Micro, Small or Medium enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006.

- 3.16** The accounts of certain Sundry Debtors and Creditors, Advances for supplies and are subject to confirmation / reconciliation and adjustment, if any. The Management does not expect any material difference affecting the current year's financial statements.

In the opinion of the management, the current assets, loans and advances are expected to realize at least the amount at which they are stated, if realized in the ordinary course of business

- 3.17** The Company has prepared these financial statements as per the format prescribed by Revised Schedule III to the Companies Act, 2013 ('the schedule') issued by Ministry of Corporate Affairs. Previous year figures have been recast/restated, regrouped, rearranged, reclassified to conform to the classification of the current year.

- 3.18** The Current Period refers to the period April 01, 2015 to March. 31, 2016. (Previous year refers to April 01, 2014 to March 31, 2015).

**FOR GUPTA RUSTAGI & AGGARWAL**  
(Chartered Accountants)

**FOR NDA SECURITIES LIMITED**

(S.C. Gupta)  
Partner  
M.N. 086839  
FRN 008084N  
Date : 27-05-2016

(Sanjay Agarwal)  
Managing Director  
[DIN:00010639]  
  
(Arun Kumar Mistry)  
Chief Financial Officer

(Deepti Agarwal)  
Whole Time Director  
[DIN:00049250]  
  
(Vanshika Rastogi)  
Company Secretary

## INDEPENDENT AUDITORS' REPORT

To the Members of  
NDA SECURITIES LIMITED.

**Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of NDA Securities limited("the Holding Company"), its Subsidiaries,(The holding Company its subsidiary together referred to as The Group) Which comprise the Consolidated Balance Sheet as at March 31, 2016, and the Consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information( herein after referred to as the "consolidated financial statements".

**Management's Responsibility for the Financial Statements**

The Holding Company's Board of Directors is responsible preparation of these consolidated financial statements in terms of the requirement of the Companies Act 2013 that give a true and fair view of the Consolidated financial position, Consolidated financial performance and Consolidated cash flows of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standard specified under Section 133 of the Act, read with the provision of the Companies (Accounts) Rules, 2014.The Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Group and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentations of the Consolidated financial statements that give a true and fair view and free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid..

**Auditor's Responsibility**

Our responsibility is to express an opinion on these Consolidated financial statements based on our audit. While conducting our audit we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the holding Company's preparation and fair presentation of the Consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Holding Company's Board of Directors, as well as evaluating the overall presentation of the Consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated financial statement.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the



Consolidated state of affairs of the Group as at March 31, 2016 and its consolidated Profit and its Consolidated Cash Flow for the year ended on that date.

**Emphasis of the Matter**

1. We draw attention to note no.3.5.1 to the consolidated financial statements of the company regarding the valuation of inventory of shares, for which no provision has been made for deficiency or impairment loss in the value of stock of shares as at 31st March, 2016.
2. We draw attention to note no.3.4.3© to the consolidated financial statements of the company regarding the membership cost of OTCEI is considered good and recoverable by the management of the company for the no reasons mentioned in the said note.

Our opinion is not modified in respect of these matter

**Report on Other Legal and Regulatory Requirement's**

1. As required by section 143(3) of the Act, we report to the extent applicable that:-
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss, and Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid Consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, as applicable.
  - e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164(2) of the Companies Act, 2013.
  - f) with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such control, refer to our separate report in Annexure A which is based on the auditors reports of the Holding Company, Subsidiary Companies. our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Holding/Subsidiary Company's internal financial controls over financial reporting.
  - g) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of Companies (Audit and Auditors) Rules, 2014 in our opinion and to the best of our information and according to explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial positions..
    - ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There no amounts which required to be transferred, to the Investor Education and Protection Fund by the company

**FOR GUPTA RUSTAGI & AGARWAL**  
**CHARTERED ACCOUNTANTS**  
Firm No. 008084N

PLACE : New Delhi  
DATED: 27/05/2016

**CAS.C.GUPTA**  
Partner  
Membership No. 086839

**Annexure - A to the Auditors' Report****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the Consolidated financial statements of the company as of and for the year ended 31 March 2016, We have audited the internal financial controls over financial reporting of NDA Securities Limited ("herein after referred to as the holding company") and its subsidiary Companies and jointly controlled entities which are companies incorporated in India. as of that date

**Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding Company's, its Subsidiary Companies are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

3. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Holding Company and its Subsidiary Companies have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR GUPTA RUSTAGI & AGARWAL  
CHARTERED ACCOUNTANTS**

Firm No. 08084N

**S.C.GUPTA**

PARTNER

Membership No. 086839

PLACE: New Delhi

DATED:27/05/2016

<b>NDA SECURITIES LIMITED</b>			
1002-A, Arunachal Building, 19, Barakhamba Road, New Delhi-110001			
CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2016			
(Amount in Rs.)			
Particulars	Note No.	As at March 31, 2016	As at March 31, 2015
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	3.1		
	3.1.1	5,09,22,000	5,09,22,000
Reserves and surplus	3.1.2	(8,02,923)	(11,25,246)
Minority Interest		64,07,438	63,96,792
		<b>5,65,26,515</b>	<b>5,61,93,546</b>
<b>Non-current liabilities</b>			
Long-term borrowings	3.2		
	3.2.1	17,49,525	8,47,352
Deferred tax liabilities (Net)		-	-
Other Long term liabilities		-	-
Long-term provisions	3.2.2	<b>20,37,900</b>	<b>18,69,979</b>
		<b>37,87,425</b>	<b>27,17,331</b>
<b>Current liabilities</b>			
Short-term borrowings	3.3		
	3.3.1	4,33,71,125	4,69,83,389
Trade payables	3.3.2	4,12,62,794	5,23,84,145
Other current liabilities	3.3.3	9,99,694	11,89,759
Short-term provisions		-	-
		<b>8,56,33,613</b>	<b>10,05,57,293</b>
<b>Total</b>		<b>14,59,47,553</b>	<b>15,94,68,170</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets			
Tangible assets	3.4		
	3.4.1	75,62,501	83,59,167
Intangible assets	3.4.2	5,97,459	6,21,024
Capital work-in-progress		-	-
Intangible assets under development		-	-
Non-current investments	3.4.3	3,66,72,193	3,66,42,804
Deferred tax assets (net)	3.4.4	3,19,958	1,73,031
Long-term loans and advances	3.4.5	1,58,34,572	1,81,42,325
Other non-current assets		-	-
		<b>6,09,86,683</b>	<b>6,39,38,351</b>
<b>Current assets</b>			
Current investments	3.5	-	-
Inventories	3.5.1	8,10,638	8,10,638
Trade receivables	3.5.2	2,44,81,453	2,61,87,953
Cash and cash equivalents	3.5.3	5,13,91,715	6,13,48,556
Short-term loans and advances	3.5.4	73,92,383	61,87,355
Other current assets	3.5.5	8,84,681	9,95,317
		<b>8,49,60,870</b>	<b>9,55,29,819</b>
<b>Total</b>		<b>14,59,47,553</b>	<b>15,94,68,170</b>
<b>Significant Accounting Policies and Notes to the Accounts</b>		<b>2&amp;3</b>	
<b>Auditor's Report</b>			
<i>"As per our separate report of even date attached"</i>		<i>for and on behalf of the Board</i>	
<b>FOR GUPTA RUSTAGI &amp; AGGARWAL</b>		<b>For NDA Securities Ltd.</b>	
<b>CHARTERED ACCOUNTANTS</b>			
<b>[S.C. GUPTA]</b> Partner	<b>(Sanjay Agarwal)</b> Managing Director [DIN:00010639]	<b>(Deepti Agarwal)</b> Whole Time Director [DIN:00049250]	
<b>M. No. 086839</b> <b>FRN : 008084N</b> Signed at New Delhi on 27th May, 2016	<b>(Arun Kumar Mistry)</b> Chief Financial Officer	<b>(Vanshika Rastogi)</b> Company Secretary	

<b>NDA SECURITIES LIMITED</b> <b>1002-A, Arunachal Building, 19, Barakhamba Road, New Delhi-110001</b> <b>CONSOLIDATED STATEMENT OF PROFIT &amp; LOSS ACCOUNT</b> <b>FOR THE YEAR ENDED ON MARCH 31, 2016</b> <i>(Amount in Rs.)</i>			
Particulars	Note No.	For the year ended on March 31, 2016	For the year ended on March 31, 2015
<b>Incomes</b>	<b>3.6</b>		
Revenue from operations	<b>3.6.1</b>	5,22,18,978	5,22,45,855
Other income	<b>3.6.2</b>	68,82,637	67,80,513
<b>Total Revenue</b>		<b>5,91,01,615</b>	<b>5,90,26,368</b>
<b>Expenses</b>	<b>3.7</b>		
Cost of materials consumed		-	-
Purchases of Stock-in-Trade		-	50,400
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		-	-
Employee benefits expense	<b>3.7.1</b>	1,47,79,064	1,62,12,524
Finance costs	<b>3.7.2</b>	47,02,253	32,29,565
Depreciation and amortization expense		23,90,453	30,26,046
Other expenses	<b>3.7.3</b>	3,69,67,851	3,84,21,825
<b>Total Expenses</b>		<b>5,88,39,621</b>	<b>6,09,40,360</b>
<b>Profit before exceptional and extraordinary items and tax</b>		<b>2,61,994</b>	<b>-19,13,992</b>
Exceptional items		-	-
<b>Profit before extraordinary items and tax</b>		<b>2,61,994</b>	<b>(19,13,992)</b>
Extraordinary Items		-	-
<b>Profit before tax</b>		<b>2,61,994</b>	<b>(19,13,992)</b>
Tax expense:			
Current tax		(5,510)	-
Income tax Earlier year		(70,439)	-
Deferred tax		1,46,927	(3,13,565)
<b>Profit (Loss) for the period before minority interest</b>		<b>3,32,972</b>	<b>-16,00,427</b>
Minority Interest		10,649	2,29,211
<b>Profit (Loss) for the period from continuing operations</b>		<b>3,22,323</b>	<b>(13,71,216)</b>
Profit/(loss) from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
<b>Profit/(loss) from Discontinuing operations (after tax)</b>		<b>-</b>	<b>-</b>
<b>Profit (Loss) for the period</b>		<b>3,22,323</b>	<b>(13,71,216)</b>
Earnings per equity share:			
Basic		0.06	(0.27)
Diluted		0.06	(0.27)
<b>Significant Accounting Policies and Notes to the Accounts</b>	<b>2&amp;3</b>		
<b>Auditor's Report</b>			
<i>"As per our separate report of even date attached"</i>		<i>For and on behalf of the board</i>	
<b>FOR GUPTA RUSTAGI &amp; AGGARWAL</b>		<b>For NDA Securities Ltd.</b>	
<b>CHARTERED ACCOUNTANTS</b>			
<b>[S.C. GUPTA]</b>	<b>(Sanjay Agarwal)</b>	<b>(Deepti Agarwal)</b>	
<b>Partner</b>	<b>Managing Director</b>	<b>Whole Time Director</b>	
<b>M. No. 086839</b>	<b>[DIN:00010639]</b>	<b>[DIN:00049250]</b>	
<b>FRN : 008084N</b>			
<b>Signed at New Delhi on 27th May, 2016</b>	<b>(Arun Kumar Mistry)</b>	<b>(Vanshika Rastogi)</b>	
	<b>Chief Financial Officer</b>	<b>Company Secretary</b>	



# NDA SECURITIES LIMITED

## NDA SECURITIES LIMITED

1002-A, Arunachal Building, 19, Barakhamba Road, New Delhi- 110001

### CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2016

Particulars	Year Ended 31st March 2016 (Rs.)	Year Ended 31st March 2015 (Rs.)
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before tax and extraordinary items	2,61,994	(19,13,992)
ADD:		
Depreciation	23,90,453	30,26,046
Interest & Financial Charges	47,02,253	32,29,565
Bank Guarantee Charges	3,29,957	2,60,684
Loss/(Profit) on sale of Property	-	-
Loss/(Profit) on sale of Fixed Assets	5,08,328	79,417
Loss/(Profit) on sale of Investments	-	-
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>81,92,985</b>	<b>46,81,720</b>
Adjustments for:		
Trade & other Receivables	(1,54,280)	39,21,993
Trade & other Payables	(1,11,43,496)	(57,95,234)
Tax Paid	(5,510)	-
<b>NET CASH FLOW FROM OPERATING ACTIVITIES(A)</b>	<b>(31,10,301)</b>	<b>28,08,479</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of Property	-	-
Purchase of Investment	-	(61,53,263)
Intercompany Loans	30,03,700	(30,03,700)
Sale of Fixed Assets	15,00,000	3,17,000
Purchase of Fixed Assets	(35,78,550)	(32,63,793)
Purchase of Property	(29,389)	-
<b>NET CASH FLOW FROM INVESTING ACTIVITIES (B)</b>	<b>8,95,761</b>	<b>(1,21,03,756)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Interest & Financial Charges	(47,02,253)	(32,29,565)
Bank Guarantee Charges	(3,29,957)	(2,60,684)
Secured Loans	4,16,679	(8,80,985)
Unsecured Loans	(3,699)	2,00,89,726
<b>NET CASH FLOW FROM FINANCING ACTIVITIES (C)</b>	<b>(46,19,230)</b>	<b>1,57,18,492</b>
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS(A+B+C)</b>	<b>(68,33,770)</b>	<b>64,23,215</b>
OPENING CASH & CASH EQUIVALENT	5,73,54,360	5,09,31,145
CLOSING CASH & CASH EQUIVALENT	5,05,20,590	5,73,54,360
Cash in Hand	29,84,323	21,04,973
Balance with Banks	4,84,07,392	5,92,43,583
Over Draft with Banks	(8,71,125)	(39,94,196)
	0	

#### Auditor's Report

As per our report of even date attached  
For **GUPTA RUSTAGI & AGGARWAL**  
(Chartered Accountants)

For and on behalf of Board  
For NDA Securities Ltd.

(S.C. GUPTA)  
Partner  
M.N. 086839  
FRN : 008084N  
Place: New Delhi  
Date : 27th May 2016

(Sanjay Agarwal)  
Managing Director  
[DIN:00010639]

(Deepti Agarwal)  
Whole Time Director  
[DIN:00049250]

(Arun Kumar Mistry)  
Chief Financial Officer

(Vanshika Rastogi)  
Company Secretary

**NDA SECURITIES LIMITED**
**Significant accounting policies and notes to the accounts  
for the year ended March 31, 2016**
**1 Background**

- 1.1 The Consolidated Financial statement (CFS) comprised the Financial Statements of NDA Securities Limited, and its following Subsidiaries as on 31/03/2016

Name of the company	Country of Incorporation	% of shareholding and voting power as on 31.03.2016	% of shareholding and voting power as on 31.03.2015
NDA Share Brokers Ltd.	India	65.33%	65.33%
NDA Commodity Brokers Pvt. Ltd.	India	100.00%	100.00%

- 1.2 The Consolidated Financial statement in accordance with Accounting Standard-21 on Consolidated Financial Statements issued by institute of Chartered Accountants of India.
- 1.3 The Consolidated Financial statements have been prepared on a line Consolidation using uniform accounting policies. The effects of inter company transactions are eliminated in consolidation.

**2 Significant accounting policies**
**2.1 Basis of preparation of financial statements**

The financial statements have been prepared and presented under the historical cost convention on the accrual basis

**2.2 Use of estimates**

The preparation of financial statements in conformity with the generally accepted accounting principles ('GAAP') in India requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, assets and liabilities and disclosures relating to contingent liabilities as of the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in future periods.

**2.3 Fixed Assets And Depreciation**

- 2.3.1 Fixed assets are stated at cost, less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Financing costs relating to acquisition of fixed assets are also included to the extent they relate to the period till such assets are ready to be put to use.
- 2.3.2 Depreciation on fixed assets is provided to the extent of depreciable amount on the Straight Line Value Method . Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.
- 2.3.3 Depreciation on additions and disposals during the period is provided on a pro-rata basis.
- 2.3.4 The cost of leasehold land is amortised over the period of the lease. Leasehold improvements and assets acquired on finance lease are amortised over the lease term or useful life, whichever is lower.
- 2.3.5 Impairment of Assets: The carrying amounts of Assets are reviewed at each balance Sheet Date if there is any indication of impairment based on internal/ external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the statement of Profit and loss in the year in which an asset is identified as impaired.

**2.4 Investments**

- 2.4.1 Long-term investments are carried at cost less any other-than-temporary diminution in value, determined on the specific identification basis.
- 2.4.2 Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is carried out separately in respect of each investment.
- 2.4.3 Profit or loss on sale of investments is determined as the difference between the sale price and carrying value of investment.

**2.5 Cash and cash equivalents**

Cash and cash equivalents in the cash flow statement comprises cash in hand and balance in bank in current accounts, Bank overdraft , deposit accounts and in margin money deposits.

**2.6 Tax Expenses**

Income tax expense comprises current tax as per Income Tax Act, 1961, fringe benefit tax and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets are recognized only to the extent there is reasonable certainty that the asset can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably / virtually certain, as the case may be, to be realized.

**2.7 Employee Benefits :** Pursuant to the requirements of AS 15 (revised 2005) on "Employee Benefits", issued by the Institute of Chartered Accountants of India (the standard), which has become effective from April 1, 2007, the Company provided for employee benefits as per the revised requirements of the standard for the current Year . In respect of the employee benefits up to Mar 31, 2016, leave encashment and bonus has been paid to employees and for eligible employees , long term provision for gratuity payable has been made as per actuarial Certificate.

**3 Notes to the financial statements**
**3.1 Shareholders funds**
**3.1.1 Share Capital**

(Amount in Rs.)

a) Particulars	As at March 31, 2016	As at March 31, 2015
<b>Authorized Capital</b>		
15000000 Equity Shares of Rs. 10/- each <i>(Previous year 15000000 Equity Shares of Rs. 10/- each)</i>	<b>15,00,00,000</b>	<b>15,00,00,000</b>
<b>Issued, Subscribed and Paid up:</b>		
5092200 Equity Shares of Rs. 10/- each fully paid up <i>(Previous year 5092200 Equity Shares of Rs. 10/- fully paid up)</i>	5,09,22,000	5,09,22,000
Total	<b>5,09,22,000</b>	<b>5,09,22,000</b>

b) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period is as given below

(Amount in No.)

Particulars	As at March 31, 2016	As at March 31, 2015
Shares outstanding at the beginning of the year	50,92,200	50,92,200
Shares Issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	50,92,200	50,92,200

c) Shares in the company held by each shareholder holding more than 5 percent shares specifying the number of shares held is as given below:

Name of Shareholder	As at 31 March 2016		As at 31 March 2015	
	No. of Shares	% Holding	No. of Shares	% Holding
ND Agarwal	3034774	59.6%	3034774	59.6%
ND Agarwal(HUF)	264700	5.2%	264700	5.2%



- d) The Company has not allotted any fully paid up equity shares without payment being received in cash and by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date.

**3.1.2 Reserves and Surplus**

(Amount in Rs.)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>General Reserve</b>		
Opening balance	17,01,821	17,01,821
(+) Net Profit/(Net Loss) For the current year	-	-
Closing Balance	17,01,821	17,01,821
<b>Profit &amp; Loss Account</b>		
Opening balance	(28,27,067)	12,31,948
Adjustment in opening retained earnings due to change in Estimate of Useful life of Fixed Assets( net of DT)	-	(26,87,799)
(+) Net Profit/(Net Loss) For the current year	3,22,323	(13,71,216)
Closing Balance	(25,04,744)	(28,27,067)
<b>Total</b>	<b>(8,02,923)</b>	<b>(11,25,246)</b>

**3.2 Non Current Liabilities**
**3.2.1 Long Term Borrowings**

(Amount in Rs.)

Particulars	As at March 31, 2016	As at March 31, 2015
Secured Against hypothecation of car (Amount due within a year Rs. 707408/-)	17,49,525	8,47,352
<b>Total</b>	<b>17,49,525</b>	<b>8,47,352</b>

**3.2.2 Long Term Provisions**

(Amount in Rs.)

Particulars	As at March 31, 2016	As at March 31, 2015
Provision for Gratuity Payable	20,37,900	18,69,979
<b>Total</b>	<b>20,37,900</b>	<b>18,69,979</b>

**3.3 Current Liabilities**
**3.3.1 Short term borrowings**

(Amount in Rs.)

<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
<b><i>secured loans</i></b>		
Secured Against hypothecation of car	-	4,85,494.00
Demand Loan against the pledge of FDR from HDFC	70,00,000	70,00,000
Bank Over Draft against the pledge of FDR from HDFC	8,71,125	39,94,196
<b><i>Unsecured loans</i></b>		
From Related Parties	30,00,000	30,00,000
From NBFC (Secured against personal property of Director)	1,00,00,000	1,00,03,699
Intercorporate Loan	2,25,00,000	2,25,00,000
<b>Total</b>	<b>4,33,71,125</b>	<b>4,69,83,389</b>

**3.3.2 Trade Payables**

(Amount in Rs.)

<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
<b><i>Unsecured</i></b>		
Trade Payable	1,11,87,317	2,48,46,474
Margin Money Received / Security deposits from clients	3,00,75,477	2,75,37,671
<b>Total</b>	<b>4,12,62,794</b>	<b>5,23,84,145</b>

**3.3.3 Other Current Liabilities**

(Amount in Rs.)

<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
TDS, EPF, Service Tax, Stamp duty and ESI Payable	5,91,490	6,97,098
Audit Fees Payable	1,43,625	1,43,090
Provision for Exp	2,64,579	3,49,571
<b>Total</b>	<b>9,99,694</b>	<b>11,89,759</b>

**3.4 Non Current Assets**
**3.4.1 Fixed Assets**

(Amount in Rs.)

PARTICULARS	Life	G R O S S B L O C K				D E P R E C I A T I O N				N E T B L O C K		
		As at April 1, 2015	Additions	Deletions/ Discarded *	As at 31ST MAR , 2016	As at April 1, 2015	Retained Earning Adj. #	For the year	Deletions/ Discarded	As at MAR 31, 2016	As at March 31, 2015	As at MAR 31, 2016
<b>Tangible Assets</b>												
Computer	3	19,94,895	11,36,475		31,31,370	5,63,906		7,29,281		12,93,187	14,30,989	18,38,183
Computer Hardware	6	3,93,490			3,93,490	2,37,414		37,560		2,74,974	1,56,076	1,18,516
Car	8	57,78,115	21,32,444	40,01,819	39,08,740	21,98,433		6,95,810	19,93,491	9,00,752	35,79,682	30,07,988
Furniture & Fixtures	10	27,71,084			27,71,084	7,05,931		3,19,005		10,24,936	20,65,153	17,46,148
Office Equipment	5	20,68,828	1,30,040		21,98,868	9,41,561		4,05,641		13,47,202	11,27,267	8,51,666
Previous Year		1,30,06,412 18972455	33,98,959 3263793	40,01,819 9229836	1,24,03,552 13006412	46,47,245 6844389	- 3888186	21,87,297 2748089	19,93,491 8833419	48,41,051 4647245	83,59,167 12128066	75,62,501 8359167
<b>Intangible assets</b>												
Computer Software	6	16,11,779	1,79,591	-	17,91,370	9,90,755		2,03,156		11,93,911	6,21,024	5,97,459
Previous Year		16,11,779 2346543	1,79,591 0	12,54,219 1254219	3,57,560 1092324	9,90,755 1446025	- 1537	2,03,156 277957	- 734764	11,93,911 989218	6,21,024 900518	5,97,459 621024
<b>TOTAL</b>		<b>1,46,18,191</b>	<b>35,78,550</b>	<b>52,56,038</b>	<b>1,27,61,112</b>	<b>56,38,000</b>	<b>-</b>	<b>23,90,453</b>	<b>19,93,491</b>	<b>60,34,962</b>	<b>89,80,191</b>	<b>81,59,960</b>
<b>Previous year</b>		<b>2,13,18,998</b>	<b>32,63,793</b>	<b>1,04,84,055</b>	<b>1,40,98,736</b>	<b>82,90,414</b>		<b>30,26,046</b>	<b>95,68,183</b>	<b>56,36,463</b>	<b>1,30,28,584</b>	<b>89,80,191</b>

**3.4.3 Non Current Investments**
**Investment in Equity Shares, Units & Debentures**

(Amount in Rs.)

Particulars	Face Value	Nos.	(Amount in Rs.)	
			As at March 31, 2016	As at March 31, 2015
a) <b>Unquoted, fully Paid up at Cost</b> The Delhi Stock Exchange Ltd. Membership in OTCEI # Investment in Immovable Property			25,12,500	25,12,500
			20,00,000	20,00,000
			1,89,42,243	1,89,12,854
			2,34,54,743	2,34,25,354
b) <b>Agriculture Land</b>			1,32,17,450	1,32,17,450
			1,32,17,450	1,32,17,450
<b>Total</b>			<b>3,66,72,193</b>	<b>3,66,42,804</b>

# Cost of Membership in OTCEI ticket is value worth, so that we considered its cost is good and recoverable in future

**3.4.4 Deferred Tax Assets (NET)**

As per the requirement of the Accounting Standard 22 on "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the net deferred tax assets credited in Statement of Profit and Loss A/c is Rs.146924/- [Previous Year – Deferred Tax assets credited Rs. 313565 /-]. The year-end position of Deferred Tax assets is given below:

(Amount in Rs.)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Deferred Tax Liability</b>		
Opening balance (liability)	1,73,031	13,42,458
Adjustment in opening Deferred Tax due to change in useful life of Assets	-	-12,01,924
Balance D.t. Liability	1,73,031	1,40,534
C.y Related to dep on Fixed Assets. (D.T.Assets)	1,46,927	3,13,565
<b>Total</b>	<b>3,19,958</b>	<b>1,73,031</b>
<b>Net deferred tax Assets</b>	<b>3,19,958</b>	<b>1,73,031</b>

**3.4.5 Long Term Loans & Advances**

(Amount in Rs.)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Unsecured / Considered Good</b>		
Deposit with MCX	7,50,000.00	24,25,000.00
Deposits with the NSE/NCDEX/MCX/BSE	76,00,000.00	76,00,000.00
Deposit with NSDL	12,00,000.00	12,00,000.00
Deposits with the Bombay Stock Exchange Ltd	21,25,000.00	11,25,000.00
Deposits with OTCEI	1,00,000.00	1,00,000.00
Deposit With NSEL	7,50,000.00	7,50,000.00
Margin with NSEL	5,00,000.00	5,00,000.00
Deposit with Clearing Member-Derivatives NSE	2,00,000.00	2,00,000.00
Deposit with DSE	7,55,000.00	7,55,000.00
Deposit with MCX-SX	10,00,000.00	10,00,000.00
Securities Deposits for Rent and telephone	4,45,000.00	4,07,500.00
Advance to Property Developer	4,09,572.00	20,79,825.00
<b>Total</b>	<b>1,58,34,572</b>	<b>1,81,42,325</b>

**3.5 Current Assets**
**3.5.1 Inventories**

(Amount in Rs.)

Particulars	As at March 31, 2016	As at March 31, 2015
Stock-in-trade	8,10,638	8,10,638
(Verified, Certified & Valued by the management at cost)		
<b>Total</b>	<b>8,10,638</b>	<b>8,10,638</b>

Inventories being stock of shares are valued lower of cost and realisable value as on 31.03.2016 is Nil. No provision has been made for deficiency or impairment loss in the value of stock of shares.

**3.5.2 Trade Receivables**

(Amount in Rs.)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Unsecured</b>		
Debts overdue for a period exceeding six months		
- Considered Good	90,67,878	88,92,554
Other debts		
- Considered Good	1,54,13,575	1,72,95,399
<b>Total</b>	<b>2,44,81,453</b>	<b>2,61,87,953</b>

\*Trade Receivables include Rs. NIL receivable from related party

**3.5.3 Cash and Cash Equivalents**

(Amount in Rs.)

Particulars	As at March 31, 2016	As at March 31, 2015
Balances with banks*		
In Current Accounts	4,84,07,392	5,92,43,583
Cash in hand	29,84,323	21,04,973
<b>Total</b>	<b>5,13,91,715</b>	<b>6,13,48,556</b>

\* Balances with banks include:

(Amount in Rs.)

Particulars	As at March 31, 2016	As at March 31, 2015
Bank Fixed deposits with less than Twelve month maturity	3,82,00,000	3,02,00,000
<b>Total</b>	<b>3,82,00,000</b>	<b>3,02,00,000</b>

**3.5.4 Short Term Loans & Advances**

(Amount in Rs.)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Unsecured - Considered Good</b>		
Deposit with BSE (ABC margin)	3,38,000	-
Intercompany loans	-	30,03,700
Advance Recoverable	59,80,423	13,45,639
Interest Receivable	1,93,515	1,70,246
Tax Deducted at Source	8,80,445	16,67,770
<b>Total</b>	<b>73,92,383</b>	<b>61,87,355</b>

**3.5.5 Other Current Assets**

(Amount in Rs.)

Particulars	As at March 31, 2016	As at March 31, 2015
Prepaid Expenses	8,79,820	9,57,077
Convat Credit Recoverable	4,861	38,240
<b>Total</b>	<b>8,84,681</b>	<b>9,95,317</b>

**3.6 Incomes**
**3.6.1 Income from Operation**

(Amount in Rs.)

<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
Income from Operation	5,22,18,978	5,22,45,855
	<b>5,22,18,978</b>	<b>5,22,45,855</b>

**3.6.2 Other Income**

(Amount in Rs.)

<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
Dividend	12,620	9,919
Interest on FDR's	34,74,840	35,88,536
Mutual Fund & New Issue Income	22,97,821	28,42,434
Interest on Income tax Refund	3,74,055	15,225
Profit on sale of Property	3,24,716	73,684
Interest Income	2,89,290	-
Other Income	1,09,295	2,50,715
<b>Total</b>	<b>68,82,637</b>	<b>67,80,513</b>

**3.7 Expenses**
**3.7.1 Employee Benefits Expense**

(Amount in Rs.)

<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
<b>Salaries and incentives</b>		
Salary & Prerequisites	1,47,79,064	1,62,12,524
<b>Total</b>	<b>1,47,79,064</b>	<b>1,62,12,524</b>

**3.7.2 Finance Cost**

(Amount in Rs.)

<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
Interest and Financial charges	47,02,253	32,29,565
<b>Total</b>	<b>47,02,253</b>	<b>32,29,565</b>

**3.7.3 Other Expenses**

(Amount in Rs.)

<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
Audit Fees	1,53,625	1,53,090
Advertisement & Publicity Expenses	1,12,245	66,460
Annual Fees & Registration	9,47,223	7,52,637
Meeting & Seminar Exp.	30,100	36,515
Bad Debt	-	2,60,684
Bandwidth Charges	1,57,888	1,16,380
Bank Charges	2,080	8,176
Bank Guarantee Commission Charges	3,29,957	3,38,813
Broker Note & Stamp Paper Charges	37,566	2,61,975
Business Promotion	35,308	1,59,074
Commission on Brokerage	96,87,299	1,03,73,143
Conveyance Exp	8,53,982	12,09,868
Donation	-	75,000
Demat Charges	93,299	1,05,540
Data Punching Error Exp	2,80,001	
Director's Remuneration	30,00,000	27,41,000
Director Sitting Fees	38,250	27,000
Electricity & Water	10,84,543	11,04,161
Filling Fees	36,430	49,908
Festival Exp.	2,93,447	2,43,427
Insurance Charges	3,76,409	4,18,075
Lease Line Charges	6,73,829	8,67,359

Lose on Sale of fixed Assets	5,08,328	79,417
Miscellaneous Expenses	1,56,137	1,27,074
News Papers & Periodicals	59,094	1,55,007
Postage & Courier Charges	6,93,774	3,61,376
Printing & Stationery Charges	11,39,523	9,45,714
Professional & Legal Expenses	20,11,530	28,70,407
Rent	30,11,500	33,91,500
Repair & Maintenance	18,97,559	23,18,959
Software Charges	8,51,380	11,34,328
Traveling Exp.	8,810	56,500
Telephone & Internet	6,34,217	7,07,623
Transaction Charges	60,96,285	51,75,933
Vehicle Running & Maintenance	15,77,354	16,10,166
Agriculture Exp	98879	1,19,538
<b>Total</b>	<b>3,69,67,851</b>	<b>3,84,21,825</b>

**3.8 Contingent Liabilities and Commitments :**

The Company is contingently liable for bank guarantees outstanding for an amount of Rs.245 lacs (Previous year Rs. 245 lakhs)

**3.9 Contracts:** Estimated amounts of contract remaining to be executed on capital account are Nil

**3.10 Earning Per Share**

The computation of earnings per share is set out below:

(Amount in Rs.)

Particulars	For the year March 31, 2016	For the year March 31, 2015
Profit after tax and extraordinary items as reported	3,22,323	-13,71,216
Exceptional item:		
Loss on insurance claim (net of tax)	-	-
Profit before exceptional items	-	-
Shares:		
Weighted average number of equity shares outstanding during the year	50,92,200	50,92,200
<b>Earnings per share (before exceptional items (net of tax))</b>	0.06	(0.27)
<b>Earnings per share (after exceptional items (net of tax))</b>	0.06	(0.27)
	No. of Shares	No. of Shares
At the beginning of the year at 01 April, 2015	50,92,200	50,92,200
Shares issued during the year	-	-
Bonus shares issued during the year	-	-
Weighted average number of equity shares at 31 March, 2016	50,92,200	50,92,200

**3.11 Amount Paid / Payable to Auditors**

(Amount in Rs.)

Particulars	For the year March 31, 2016	For the year March 31, 2015
Audit Fees	88625	88090
Tax Audit Fees	35000	35000
Others	30000	30000
<b>Total</b>	<b>1,53,625</b>	<b>1,53,090</b>

**3.12** Shares received from clients as margins in Futures and option and capital market have been deposited with our clearing member M/s Globe Capital Market Ltd. And lying with the depository participant have not been taken in our books of accounts as the beneficial ownership belongs to the clients only.

**3.13 Related Party Disclosures**

As per accounting standard 18 on "Related party Disclosure" issued by the Institute of Chartered Accountants of India the disclosure of transactions with the related party is as under:

<b>a) Related Party where control exists:</b>	
Mr. N. D. Agarwal	Relative Of Director
N D Agarwal & Sons (HUF)	Relative HUF
Uma Shanker Gupta & Sons (HUF)	Relative HUF
Seema Gupta	Relative Of Director
Ashutosh Gupta	Relative Of Director

- b) **Key Managerial Personnel**  
 Mr. Sanjay Agarwal Managing Director  
 Mrs. Deepti Agarwal Whole time Director  
 Mr. U. S. Gupta Director  
 Lalit Gupta Director

c) **Transactions with related party**

Nature of Transaction	Related Concerns	Related Party where control exists	Key Managerial Personnel
<b>Expenses:</b>			
<u>Consultancy Expenses</u>			
Ashutosh Gupta	-	5,20,000	-
<u>Rent</u>			
Seema Gupta	-	3,60,000	-
N.D.Agarwal	-	7,80,000	-
<u>EPF Contribution</u>			
Sanjay Agarwal	-	-	2,16,000
Deepti Agarwal	-	-	1,44,000
<u>Managerial Remuneration</u>			
Sanjay Agarwal	-	-	18,00,000
Deepti Agarwal	-	-	12,00,000
Lalit Gupta	-	-	-
<b>Income:</b>			
Interest paid to NDA sec by NDA Commodity	-	-	-
<u>Brokerage</u>			
Mr. N. D. Agarwal	-	-	7,451
N D AGARWAL & SONS ( HUF ) [NDAH]	-	-	4,430
SANJAY AGARWAL [SA]	-	-	10
UMA SHANKER GUPTA [USG]	-	-	4,039
UMA SHANKER GUPTA & SONS HUF [USGH]	-	-	1,235
Seema Gupta	-	-	10,055

- 3.14** Information pursuant to the provisions of Section 22 of Micro, Small and Medium Enterprises Development Act, 2006 During the year company has not paid any interest in terms of the section 18 of the above mentioned act. No principal amount or interest amount are due at the end of this accounting year which is payable to any Micro, Small or Medium enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006.
- 3.15** The accounts of certain Sundry Debtors and Creditors, Advances for supplies and are subject to confirmation / reconciliation and adjustment, if any. The Management does not expect any material difference affecting the current year's financial statements.
- In the opinion of the management, the current assets, loans and advances are expected to realize at least the amount at which they are stated, if realized in the ordinary course of business and provision for all known liabilities have been adequately made in the books of accounts.
- 3.16** The Company has prepared these financial statements as per the format prescribed by Revised Schedule III to the Companies Act, 2013 ('the schedule') issued by Ministry of Corporate Affairs. Previous year figures have been recast/restated, regrouped, rearranged, reclassified to conform to the classification of the current year.
- 3.17** The Current Year refers to the period April 01, 2015 to March 31, 2016. (Previous year refers to April 01, 2014 to March 31, 2015).

**FOR GUPTA RUSTAGI & AGGARWAL**  
(Chartered Accountants)

(S.C. Gupta)  
Partner  
M.N. 086839  
FRN : 008084N  
Place: Delhi  
Signed at New Delhi on 27th May, 2016

**FOR NDA SECURITIES LIMITED**

(Sanjay Agarwal)  
Managing Director  
[DIN:00010639]  
  
(Arun Kumar Mistry)  
Chief Financial Officer

(Deepti Agarwal)  
Whole Time Director  
[DIN:00049250]  
  
(Vanshika Rastogi)  
Company Secretary



## Annexure-D

**Form No. AOC-1**  
**Statement Containing Salient Features of the Financial Statement of Subsidiaries/ Associate Companies/ Joint Ventures**  
**(Pursuant to first proviso to sub- section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)**

**Part "A": Subsidiaries**

(Amount in Rs.)

1.	Sl. No.	(A)	(B)
2.	Name of Subsidiary	NDA Share Brokers Limited	NDA Commodity Brokers Private Limited
3.	The date since when subsidiary was acquired	06.12.1996	28.03.1996
4.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.
5.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.	N.A.
6.	Share Capital	3,34,31,050	55,00,030
7.	Reserves & Surplus	(2,74,47,339)	22,20,513
8.	Total Assets	12,82,486	1,51,31,850
9.	Total Liabilities	1,10,28,725	1,24,65,443
10.	Investments	1,57,29,950	50,54,136
11.	Turnover	8,86,779	48,12,542
12.	Profit before Taxation	36,211	1,83,074
13.	Provision for taxation	5,510	-
14.	Profit after taxation	30,701	1,92,118
15.	Proposed Dividend	-	-
16.	Extent of Shareholding (%)	65.31%	100%

**"Part B": Associates and Joint Ventures**

Not Applicable

<p><b>For Gupta Rustagi &amp; Aggarwal</b> Chartered Accountants</p> <p><b>S.C. Gupta</b> Partner M. No. 086839 FRN 008084N</p>	<p><b>Sanjay Agarwal</b> Managing Director DIN: 00010639</p> <p><b>Arun Kumar Mistry</b> Chief Financial Officer</p>	<p style="text-align: right;">For and on behalf of the Board <b>For NDA Securities Limited</b></p> <p><b>Deepti Agarwal</b> Whole Time Director DIN: 00049250</p> <p><b>Vanshika Rastogi</b> Company Secretary</p>
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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

**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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**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, KalkajiExtension, Near Punjsons Factory, New Delhi- 110019 and at any adjournment thereof in respect of such resolutions as are indicated herein:

<b>Resolution No.</b>	<b>RESOLUTIONS</b>
<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): \_\_\_\_\_



**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.

