

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

POSTAL BALLOT NOTICE

Dear Members,

Notice Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below for Sell, Transfer or Disposal of the Shares held by the Company i.e. NDA Securities Limited, in its Subsidiary i.e. NDA Share Brokers Limited, through postal Ballot/ electronic voting ("e-voting").

According to Section 180 (1) (a) of the Companies Act, 2013, Sell, Transfer or Disposal of the whole or substantially the whole of an undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, requires the approval of the Members by way of Special Resolution.

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the said resolution setting out the material facts concerning the item and the reasons thereof is annexed hereto for your consideration, along with a postal ballot form.

The Board of Directors of the Company, at its meeting held on February 01, 2018, has appointed Mr. Surrinder Kishore Kapahi of M/s Kapahi & Associates, Practicing Company Secretaries (M.No. –FCS-1407 and CP No.- 1118), as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. Members have the option to vote either by Postal Ballot or through e-voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply envelope. A Postal Ballot Form sent by courier or by registered post/ speed post at the expense of the Member(s) will also be accepted.

The duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 PM on March 13, 2018 to be eligible for being considered, failing which it will be considered that no reply has been received from the Member. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the Section "General information and instruction relating to e-voting." References to Postal Ballot in this Postal Ballot Notice include votes received electronically. The Scrutinizer will submit his report to The Managing Director of the Company, after completion of scrutiny of the postal ballots (including e-voting). The result shall be declared on or before March 15, 2018 and communicated to M/s BSE Limited, M/s National Securities Depository Limited (NSDL) and M/s Beetal Financial & Computer Services Pvt. Ltd. ("Registrar and Share Transfer Agents") and would also be displayed on the Company's website www.ndaindia.com. The date of declaration of the result of the Postal Ballot shall be the date on which the appended resolution would be deemed to have been passed, if approved by requisite majority. The Members are requested to consider and, if thought fit, pass the following resolution as a Special Resolution.

The Resolution will be deemed to have been passed on the date of declaration of the result of the Postal Ballot, if approved by the requisite majority.

SPECIAL RESOLUTION:

SELL, TRANSFER OR DISPOSAL OF THE SHARES HELD BY THE COMPANY IN ITS SUBSIDIARY

To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time and in accordance with Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), the rules thereunder, including any statutory modifications and amendments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India or other government or statutory authorities, and subject to the Memorandum and Articles of Association of the Company, the requisite approvals of any relevant statutory, regulatory or government authorities, if any, subject to such terms and conditions as may be prescribed by any other aforesaid authorities while granting such approvals, the consent of the Members be and is hereby accorded to sell or transfer or otherwise dispose of its investment in its subsidiary i.e. NDA Share Brokers Limited, from time to time, in one or more tranches, either partly or wholly, to any person (s) and/ or entity (ies) as may be, at a consideration of not lower than Rs. 14.30/- in cash per equity share of Rs. 10/- each and on such terms and conditions and in such manner as the Board may in its discretion decide or as it may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized, to do and perform or cause to be done all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto, and to settle, approve, ratify and finalise all issues that may arise in this regard, finalising and executing any agreements, writings, papers, memoranda, deed(s) of assignment/ conveyance, undertaking and/ or such other document(s) as may be necessary or expedient in their own discretion, and to delegate all or any of the powers or authorities herein conferred to the Managing Director, Director (s) or other official(s) of the Company, as may be deemed necessary and to do all necessary and incidental acts to give effect to this resolution."

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

By order of the Board
Vanshika Rastogi
Company Secretary
ACS-36254
Date: 01.02.2018
Place : New Delhi

NOTES:

1. An Explanatory Statement pursuant to provisions of Section 102 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ list of Beneficial Owners from the Depositories as on February 02, 2018.
3. Members may also note that the Notice of the Postal Ballot and Postal Ballot Form will also be available on the Company's website www.ndaindia.com
4. The Members whose names appear on the Registrar of Members/ List of Beneficial Owners as on February 02, 2018 will be considered for the purpose of voting.
5. Resolution passed by the members through Postal ballot is deemed to have been passed as if have been passed at a General Meeting of the Members.
6. The Members can opt for only one mode of voting, i.e., either by Postal ballot or e-voting. In case members cast their votes through both the modes, votes cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Form will be treated as invalid.
7. A member may request for a duplicate Postal Ballot Form, if so required, from M/s Beetal Financial & Computer Services Private Limited, Beetal House, 3rd Floor, 99 Madangir behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062. (Tel:011-29961281-82) email: beetalrta@gmail.com or download the same from the Company's website i.e. www.ndaindia.com.
8. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on February 02, 2018.
9. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by RTA. The instructions for e-voting are annexed to this Postal Ballot Notice.
10. The vote in this Postal Ballot cannot be exercised through proxy.
11. The Scrutinizer will submit his report to the Managing Director of the Company after the completion of scrutiny, and the result of the voting by Postal ballot will be announced by the Managing Director of the Company on or before March 15, 2018 at the registered office and will also be displayed on the website of the Company i.e. www.ndaindia.com, besides being communicated to the BSE Limited, NSDL and Registrar and Share Transfer Agents.
12. The resolution will be deemed to have been passed on the date of declaration of the result of the Postal Ballot, if approved by the requisite majority.
13. All the material documents referred to in the explanatory statement will be available for inspection of the Members at the registered office of the Company during the office hours on all working days till the date of closure of Postal Ballot.

General information and instructions relating to e-voting

1. In accordance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 (the Rules) (including any statutory modification or re-enactment thereof for the time being in force), the Company is pleased to provide facility to its members, to cast their vote electronically for the resolution proposed to be passed by way of Postal Ballot. The Company has appointed National Securities Depository Limited (NSDL) to provide e-voting facility to its members.
2. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut-off date February 02, 2018.
3. The voting period begins on February 12, 2018 at 09.00 A.M. and ends on March 13, 2018 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of February 02, 2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
4. Mr. Surrinder Kishore Kapahi, Practicing Company Secretary of M/s Kapahi & Associates has been appointed by the Board of Directors of the Company, as the Scrutinizer to scrutinize the e-voting and postal ballot process in a fair and transparent manner.

The process and manner in which e-Voting is to be carried out is given below:

1. Open the attached PDF file 'NDA Securities Limited.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.
2. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
3. Click on Shareholder - Login.
4. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com
In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
5. If you are logging in for the first time, please enter the user ID and password provided in the attached PDF file 'NDA Securities Limited.pdf' as initial password.
6. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
7. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
8. Select "EVEN" (E-Voting Event Number) of NDA Securities Limited which is 108165 Now you are ready for e-voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
10. Upon confirmation, the message "Vote cast successfully" will be displayed.
11. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
12. 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, with a copy marked to evoting@nsdl.co.in.

Further, NSDL is pleased to inform you that NSDL has now integrated its e-Services website (<https://eservices.nsd.com/>) with the aforesaid e-Voting system of NSDL, which enables you as a registered User of IDeAS facility to also access e-Voting system of NSDL for casting your votes by using your existing login credentials viz.; User ID and password of IDeAS facility. Thus, you would not be required to log-in to e-Voting system separately for casting votes in respect of the resolutions of companies.

It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential. Please note that login to e-Voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com.

It may be noted that shareholders can opt for only one mode of voting i.e. either by Physical Ballot or e-Voting. In case of receipt of vote by both the modes, voting done through e-Voting shall prevail and voting done by Physical Ballot shall be treated as invalid.

In case of any queries you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the "downloads" section of <https://www.evoting.nsd.com> or contact NSDL by email at evoting@nsdl.co.in or call on: 1800 222 990.

Please note that you can use this login exclusively for voting on the Resolution placed by the companies of which you are a shareholder.

Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com.

Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-Voting system of NSDL.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

NDA Securities Limited is in the Business of Share Broking. In such type of business, sufficient liquidity is always required. The Board is of the opinion that NDA Securities Limited (Holding Company) should disinvest its holding in its subsidiary company i.e. NDA Share Brokers Limited. The Subsidiary Company is inactive and there is no income generation in the Company. The Subsidiary company was a member of Delhi Stock Exchange doing Share Broking Business. However, for the last many years, there is no business in Delhi Stock Exchange. It is advisable that holding of NDA Securities Limited in its subsidiary company i.e. NDA Share Brokers Limited be disinvested. The money received through disinvestment could be utilized for business needs, e.g. working capital requirements, repayment of debts etc. of NDA Securities Limited and thus improving the profitability of the Company.

NDA Securities Limited is holding 18,68,515 Equity shares of Rs. 10/- each aggregating to Rs. 1,86,85,150 (Rupees One Crore Eighty Six Lacs Eighty Five Thousand One hundred fifty only) in NDA Share Brokers Limited representing 55.89 % of total paid up capital of the company.

The Board intends to disinvest/ sell/ transfer of shares of NDA Share Brokers Limited not lower than @ Rs.14.30 /- per equity share of Rs. 10/-. The said price of Rs. 14.30/- per equity share is based on the valuation report dated 29-01-2018 submitted by the Mr. Subash C Gupta, Chartered Accountants, Partner of M/s Gupta Rustagi & Aggarwal, Statutory Auditors of NDA Share Brokers Limited.

The Board of Directors in its meeting held on 1st February, 2018 approved to sell, transfer or otherwise disposes of the holding of the Company in its subsidiary i.e. NDA Share Brokers Limited, from time to time, in one or more tranches, either partly or wholly, to any person (s) and/ or entity (ies) as may be, at a consideration of not lower than Rs. 14.30/- in cash per equity share of Rs. 10/- each.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice requires approval of the Members by Special Resolution through Postal Ballot. The Board recommends the resolution of the notice for approval of the members by a Special Resolution through Postal Ballot.

The Valuation Report along with relevant documents of Mr. Subash C Gupta, Chartered Accountants, Partner of M/s Gupta Rustagi & Aggarwal, Statutory Auditors of NDA Share Brokers Limited is available for inspection of the Members at the registered office of the Company during the office hours on all working days till the date of closure of Postal Ballot.

Directors, Key Managerial Personnel and their relatives who are members of the Company, may be deemed to be concerned or interested in the Resolution of the accompanying notice to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

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

By order of the Board
Vanshika Rastogi
Company Secretary
ACS-36254
Date: 01.02.2018
Place : New Delhi