

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 26th ANNUAL GENERAL MEETING OF NDA SECURITIES LIMITED WILL BE HELD ON THURSDAY, 27TH SEPTEMBER 2018, 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 31st March, 2018 and the Directors' and Auditors' Reports thereon, and
- (b) The Audited consolidated financial statement of the Company for the financial year ended 31st March, 2018.

2. To appoint a director in place of Smt. Deepti Agarwal (DIN: 00049250), who retires by rotation and being eligible offers herself for re-appointment.**SPECIAL BUSINESS****3. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:-**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 (as amended from time to time or any statutory modifications or re-enactments thereof, for the time being in force) and rules made thereunder read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, and subject to such other consents and permissions as may be necessary, and subject to such modifications, variations as may be approved and acceptable to the appointee Mr. Sanjay Agarwal (DIN:00010639) be and is hereby appointed as Managing Director of the Company for a period of three years from May, 1st 2018 to April, 30th 2021.

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

SALARY

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

PERQUISITES AND ALLOWANCES:

- i) Medical Reimbursement: For Self and family subject to a ceiling of one month salary in a year or three months salary over a period of three years.
- ii) Leave Travel Concession: Leave Travel Concession for self and family once in a year.
- iii) Club Fees: Fees of Clubs subject to maximum of two clubs excluding life membership fees.
- iv) Personal Accident Insurance: Premium for Personal Accident Policy shall be paid by the Company, in accordance with the rules of the Company.

- v) Conveyance and Telephone: Car with driver for use on Company's business and telephone at residence alongwith Mobile Phone will be provided. They will however, not to be considered as perquisites. Personal long distance calls on telephones and use of Car for private purpose, shall be billed by the Company.

NOTE: All the above perquisites shall be interchangeable, i.e. any excess in a particular perquisite may be permissible by a corresponding reduction in one or more of the other perquisites. The perquisites shall be evaluated as per Income Tax Rules, wherever applicable.

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

- i) Provident Fund: Company's contribution towards Provident Fund as per rules of the Company to the extent not taxable under the Income Tax Act, 1961.
- ii) Superannuation Fund: Company's contribution towards Superannuation Fund as per rules of the fund will not be included in computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.
- iii) Gratuity: Not exceeding half month's salary for each completed year of services.
- iv) Leave: As per rules of the Company but not exceeding one month's leave with full salary for every eleven months of services. Leave accumulated but not availed during the tenure as Managing Director may be allowed to be en-cashed at the end of the tenure.

RESOLVED FURTHER THAT Mr. Sanjay Agarwal shall be liable to retire by rotation.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, he shall be paid remuneration as decided above and as per the provisions contained in Schedule V to the Companies Act, 2013, as amended from time to time or any statutory modifications or re-enactments there for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is authorized to vary, alter, increase, expand, enhance, enlarge or widen the remuneration and perquisites, including the monetary value thereof within the aforesaid limits and subject to the conditions specified in Schedule V to the Companies Act, 2013, as amended from time to time or any statutory modifications or re-enactment thereof, for the time being in force and as may be agreed between the Board of Directors and Mr. Sanjay Agarwal.

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

By Order of the Board of Directors

Place: New Delhi

Date: 13.08.2018

Vanshika Rastogi

Company Secretary

ACS-36254

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 **21.09.2018 to 27.09.2018** (both days inclusive) for the purpose of Annual General Meeting.
3. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out of material facts concerning the items of special business specified above is annexed hereto.
4. 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 Directors have furnished the requisite declaration for their appointment/ re- appointment.
5. Electronic copy of the Annual Report for 2017-18 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 2017-18 are being sent in the permitted manner.
6. Electronic copy of the Notice of the 26th 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 26th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website 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.
7. The Notice of the Annual General Meeting and Annual Report will be available on the Company's website www.ndaindia.com. All relevant documents referred to in the accompanying Notice will be open for inspection at the Registered Office of the Company.
8. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the meeting.
9. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.
10. The Members may note that on account of the amendment made to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on 8th June, 2018, the Company will not be in a position to entertain the request for registration of physical transfer of shares on or after 5th December, 2018. Hence, Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding as well as trading.
11. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Company's Share Transfer Agents by sending a duly signed letter along with self- attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member printed on it. In the alternative Members are requested to submit a copy of bank passbook/ statement attested by the Bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

12. Voting through electronic means

Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is In300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
 - c. How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii. If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a. Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail (Scrutinizer mail ID - kapahiassociates@yahoo.com) to with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

Please note the following:

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.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

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 ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the 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 three days of the conclusion of the AGM, a consolidated scrutinizer’s 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

Other information:

- o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nSDL.com> or contact NSDL at the following toll free no.: 1800-222-990.

13. Mr. Surrinder Kishore Kapahi of M/s 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.
14. 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.
15. The Chairman shall at the AGM, at the end of discussion on the resolution 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.
16. The results declared along with the Scrutinizer's report shall be placed on the website of the Company 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

Place: New Delhi
Date:13.08.2018

Vanshika Rastogi
Company Secretary
ACS-36254

Details of Director Seeking Appointment / Re-Appointment at the 26th Annual General Meeting (Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

INFORMATION RELATED WITH SMT. DEEPTI AGARWAL

Name of the Director	Deepti Agarwal
Director Identification Number	00049250
Date of Birth	17.08.1973
Date of Appointment on the Board	01.05.2008
Nationality	Indian
Category	Executive, Whole Time Director
Relationship with other director	Wife of Sh. Sanjay Agarwal (MD)
Qualifications	Graduate
Expertise in Specific Functional Area	Capital Market
List of Directorships held in other Companies	1.NDA Realities Private Limited
Chairman/Member of the Committees of the Boards of other companies in which she is director as on 31.03.2018	NIL
Shareholding in NDA Securities Limited	28,451 Shares

INFORMATION RELATED WITH SH. SANJAY AGARWAL

Name of the Director	Sanjay Agarwal
Director Identification Number	00010639
Date of Birth	21.05.1969
Date of Appointment on the Board	25.09.2002
Nationality	Indian
Category	Executive, Managing Director
Relationship with other director	Husband of Smt. Deepti Agarwal (WTD)
Qualifications	MBA
Expertise in Specific Functional Area	Management and Capital Market
List of Directorships held in other Companies	1.NDA Share Brokers Limited 2.NDA Commodity Brokers Private Limited 3.NDA Research & Technologies Private Limited 4.NDA Realities Private Limited
Chairman/Member of the Committees of the Boards of other companies in which he is director as on 31.03.2018	NIL
Shareholding in NDA Securities Limited	180785 Shares

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

(Pursuant to Section 102(1) of the Companies Act, 2013)

Item No. - 3

Based on the recommendations of the Nomination and Remuneration Committee, the Directors at its meeting held on 14th February, 2018, re-appointed Sh. Sanjay Agarwal (DIN:00010639) as Managing Director of the Company, for a period of 3 years w.e.f 1st May, 2018 to 30th April, 2021, on the terms and conditions as set out in the resolution.

Your Directors recommend the resolution for your approval.

Sh. Sanjay Agarwal himself and Smt. Deepti Agarwal, Whole-Time Director of the Company and their respective relatives, financially or otherwise are concerned or interested in the said Resolution. None of the other Directors of the Company and Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the said Resolution.



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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 26th Annual General Meeting of the Company held on Thursday, the 27th September, 2018 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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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 26th Annual General Meeting of the company, to be held on Thursday, 27th September 2018 at 4:00 P.M. at Aggarwal Dharmshala, OCF Pocket 104, Kalkaji Extension, Near Punjsons Factory, New Delhi- 110019 and at any adjournment thereof in respect of such resolutions as are indicated herein:

Resolution No.	RESOLUTIONS
ORDINARY BUSINESS	
1.	Adoption of audited Balance Sheet of the Company as at 31st March 2018 and statement of Profit & Loss for the year ended on that date together with the Reports of the Auditors and Directors thereon
2.	Re-appointment of Mrs. Deepti Agarwal (DIN:00049250), who retires by rotation and being eligible offers herself for re-appointment
SPECIAL BUSINESS	
3.	Re- Appointment of Mr. Sanjay Agarwal (DIN: 00010639), as Managing Director of the Company

Signed this _____ day of _____ 2018.

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.

