



NDA SECURITIES LIMITED
(CIN: L74899DL1992PLC050366)

Regd. Office: E-157, Second Floor, Kalkaji, New Delhi-110019
Tel: 011-46204000, E-mail:legal@ndaindia.com,
Website: www.ndaindia.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 each as amended, and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time]

| VOTING STARTS ON | VOTING ENDS ON |
|---|--|
| Friday, May 31, 2024 at 9:00 a.m. (IST) | Saturday, June 29, 2024 at 5:00 p.m. (IST) |

To all the Members of **NDA Securities Limited**

Notice is hereby given pursuant to the provisions and in compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 (**the “Act”**), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Act and read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (“the Rules”) read with the General Circular Nos. 14/2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020 with all the subsequent circulars issued in this regard, including the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India (“**ICSI**”) and pursuant to other applicable laws and regulations (including any statutory modification or reenactment thereof for the time being in force, and as amended from time to time), if any, that the resolutions appended below for the appointment of independent directors i.e. Mr. Akshay Saxena and Ms. Naina Singh are proposed for approval of the shareholders of the Company through postal ballot by remote e-voting process (“**e-voting**”). The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions are annexed hereto for your consideration.

Members are requested to read the instructions in the Notes under the section ‘Voting through Electronic Means’. The communication of the assent or dissent of the Members would only take place through the remote e-Voting facility.

In compliance with MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail address are registered with the Company/ its Registrar and Share Transfer Agent (“**RTA**”) / Depositories as on Friday, May 24, 2024 (“**Cut-off date**”). If any Member’s e-mail address is not registered with the Company/ Depositories, then please follow the process provided in the Notes to receive this Notice, login ID and password for remote e-Voting.

Members are requested to read the instructions in the notes under the section ‘General information and instructions relating to e-Voting’ in this Notice to cast their votes electronically from their respective locations.

The Board of Directors (“**Board**”) of the Company, at its meeting held on Wednesday, May 29, 2024 has appointed **Mr. Rishabh Gupta, proprietor of G Rishabh & Co. Practicing Company Secretaries**, as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner and he has communicated her willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. Further, the Company has engaged **National Securities Depository Limited (“NSDL”)** to provide e-Voting facility to the Members of the Company.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions mentioned under the head 'Information and Instructions for e-voting' in this Notice and record their assent (“**FOR**”) or dissent (“**AGAINST**”) on the proposed resolution through the remote e-voting process within the Remote e-Voting Period not later than 5:00 p.m. (IST) on Saturday, June 29, 2024, failing which it will be strictly considered that no vote has been received from the concerned Member.

The Scrutinizer will submit the results of the e-voting to the Managing Director of the Company after completion of the scrutiny of the e-voting. The results shall be declared within two working days of the conclusion of the Postal Ballot process through remote e-Voting. Also note that pursuant to SS-2 the results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.ndaindia.com, on the website of NSDL at

www.evoting.nsdl.com and shall also be displayed at the Registered Office of the Company, simultaneously being communicated to BSE Limited where the equity shares of the Company are listed.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. Saturday, June 29, 2024.

ORDINARY BUSINESS:

1. Appointment of Mr. Akshay Saxena (DIN: 10558168) as an Independent Non-Executive Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and 161(1) read with Schedule IV and other applicable provisions if any, of the Companies Act, 2013 (“Act”), and rules notified thereunder (including any statutory modification or re-enactment thereof for the time being in force), Regulation 17 read with Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions of Listing Regulations and Articles of Association of the Company and based on the recommendation of the Board of Directors and Nomination and Remuneration Committee, and subject to approval of the exchanges where the Company is a trading/clearing member, Mr. Akshay Saxena (DIN: 10558168) who was appointed as an Additional Director Independent Non-Executive Director by the Board of Directors in their meeting held on 29th March, 2024, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act, 2013 be and is hereby appointed as an Independent Non-Executive Director of the Company for a period of Five (5) years which shall be effective from the date approval of the exchanges where the Company is a trading/clearing member i.e. 1st April, 2024 and shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby authorized severally to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution.”

2. Appointment of Ms. Naina Singh (DIN: 10558307) as an Independent Non-Executive Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and 161(1) read with Schedule IV and other applicable provisions if any, of the Companies Act, 2013 (“Act”), and rules notified thereunder (including any statutory modification or re-enactment thereof for the time being in force), Regulation 17 read with Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions of Listing Regulations and Articles of Association of the Company and based on the recommendation of the Board of Directors and Nomination and Remuneration Committee, and subject to approval of the exchanges where the Company is a trading/clearing member, Ms. Naina Singh (DIN: 10558307) who was appointed as an Additional Director Independent Non-Executive Director by the Board of Directors in their meeting held on 29th March, 2024, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act, 2013 be and is hereby appointed as an Independent Non-Executive Director of the Company for a period of Five (5) years which shall be effective from the date approval of the exchanges where the Company is a trading/clearing member i.e. 1st April, 2024 and shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby authorized severally to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution.”

By Order of the Board
For **NDA Securities Limited**
Sd/-
Shalini Chauhan
Company Secretary
(ACS-71998)

Place: New Delhi
Dated: 29.05.2024

NOTES:

1. The Explanatory statement pursuant to Sections 102(1) and 110 of the Act and other applicable provisions, if any, setting out all material facts and the reasons for the proposals set out in resolution is annexed herewith.
2. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, May 24th, 2023 (“Cut-Off Date”) received from Depositories i.e. Central Depository Services (India) Limited (“CDSL”) and National Securities Depository Limited (“NSDL”) and whose e-mail addresses are registered with the Company/ its Registrar and Share Transfer Agent M/s Beetal Financial & Computer Services Private Limited, at BEETAL HOUSE, 3rd Floor, 99, Madangir, Behind LSC, New Delhi – 110062 ((the “RTA”) / the Depositories. The physical copy of the Notice, postal ballot forms and postage pre-paid reply envelope will not be sent to the Members for this Postal Ballot in accordance with the MCA Circulars.
3. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.ndaindia.com , website of the Bombay Stock Exchange i.e. BSE Limited at www.bseindia.com. The Postal Ballot Notice shall also be available on the website of National Securities Depository Limited (“NSDL”).
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent: M/s. Beetal Financial & Computer Services Pvt. Ltd.
5. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 24th May 2024 will be considered for the purpose of e-voting.
6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date of 24th May, 2024. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to do e-Voting on the resolution included in the Postal Ballot Notice **A person who is in receipt of this Notice but was not a member on the cut-off date should treat this Notice for information purpose only.**
8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by National Securities Depository Limited (“NSDL”). Accordingly, the communication of the assent or dissent of the Members would take place through remote e-Voting only. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting” in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 5.00 p.m. IST on Saturday, 29th June, 2024 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
10. The e-voting period commences at **9:00 a.m. (IST) on Friday 31st May, 2024 and ends at 5:00 p.m. (IST) on Saturday 29th June, 2024**. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
11. **A Member cannot exercise his/her vote by proxy on Postal Ballot.**
12. The Scrutinizer will submit his report to the Managing Director after the completion of scrutiny, and the result of the voting by postal ballot will be declared within two working days of the conclusion of the Postal Ballot process through remote e-Voting and will also be displayed on the website of the Company at www.ndaindia.com , besides being communicated to the Stock Exchange, Depositories and Registrar and Share Transfer Agent.
13. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Saturday 29th June, 2024, i.e., the last date specified for receipt of votes through the e-voting process.

14. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) setting out material facts concerning the business under Item No. 1 and 2 of the accompanying Notice, are annexed hereto.
15. Members holding shares in dematerialized form are requested to register their latest Bank Account details (Core Banking Solutions enabled Account Number, 9 digit MICR and 11 digit IFSC code) with their Depository Participant. Members holding shares in physical form are requested to provide the above details, along with their Folio Number, to the Company's Registrar and Transfer Agents, M/s. Beetal Financial & Computer Services Pvt Ltd.
16. Members holding shares in dematerialized form are requested to intimate any changes pertaining to their name, address, registered email Id, bank details, NECS, mandates, nomination, power of attorney etc. to their Depository Participant. Changes intimated to the Depository Participant will be automatically reflected in the Company's records. Members holding shares in physical form are requested to intimate any of the above mentioned changes, alongwith the request for merging of folio etc., to the Company's Register and transfer Agents, M/s Beetal Financial & Computer Services Private Limited.
17. Members may please note that SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/CIR/2023/70 dated 17th May, 2023 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.ndaindia.com and on the website of the Company's RTA, M/s Beetal Financial & Computer Services Private Limited.
18. However, as per above SEBI circular, the Company/Company's RTA will issue Letter of Confirmation (LOC) in lieu of share certificate, which should be dematerialised within 120 days from the date of issue of LOC. It may be noted that any service request can be processed only after the folio is KYC Compliant.
19. SEBI vide circular no. SEBI/HO/MIRSD_RTAMB/P/CIR/22021/655 dated November 3, 2021 has made it mandatory for all shareholders holding shares in physical form to furnish nomination details to the Company/RTA. Shareholders can register their nomination details in Form SH-13 or they can choose to give declaration to opt out of nomination by filing Form ISR-3. In case of shareholders holding shares in physical form wishes to change the nominee or cancel the nomination then Form SH-14 needs to be filled. The forms mentioned above are available on the website of the Company as well as on the website of RTA.
20. SEBI vide its Circular no. SEBI/ HO/ MIRSD_RTAMB/PCIR/2021/655 dated November 3, 2021 has made it mandatory for all holders holding shares in physical form to furnish the following documents/ details to the RTA:
 - PAN
 - Contact details, Postal address with PIN, Mobile number, Email Address
 - Bank account details (bank name and branch, Bank account number, IFS code)
 - Specimen Signature
 - For furnishing the abovementioned details, shareholders must submit FORM-ISR-1 and/or ISR-2 in hard copy form to the Company/ RTA. The Forms are available on the website of the Company as well as on the Website of RTA.
21. Mr. Rishabh Gupta, Practising Company Secretary (Membership No. 71947) of M/s. G Rishabh & Co., has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
22. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agents of the Company at the address: M/s Beetal Financial & Computer Services Private Limited, at BEETAL HOUSE, 3rd Floor, 99, Madangir, Behind LSC, New Delhi – 110062.
23. SEBI vide its Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/14 dated 11th August 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The ODR portal can be accessed at <https://smartodr.in/login/login>.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 31st May, 2024 at 9:00 A.M. and ends on 29th June, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 24th May, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 24th May, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none">Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. |

| | |
|---|---|
| | <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| 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. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 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.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 to csrshab98@gmail.com (e-mail ID of Scrutinizer) with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.
3. 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 download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Pallavi Mahtre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to legal@ndaindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to legal@ndaindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

5. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to legal@ndaindia.com.
6. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to legal@ndaindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
7. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
8. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

{PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, READ WITH RULE 22 OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014}

Item No. 1:

Based on the recommendations of the Nomination and Remuneration Committee and Board meeting held on 29th March, 2024, the Directors recommend the following resolutions to be approved through Special Resolution by the members.

Item No. 1: Appointment of Mr. Akshay Saxena (DIN: 10558168) as an Independent Non-Executive Director of the Company.

The Board of Directors of the Company (“**the Board**”) at its meeting held on 29th March, 2024, based on the recommendation of the Nomination & Remuneration Committee (“**the Committee**”), recommended for the approval of the Members, the appointment Mr. Akshay Saxena as an Independent Non-Executive Director of the Company. In this regard, as the Company is a trading and clearing member of various stock exchanges, the approval for appointment of any director on the Board is required from the stock exchanges. Accordingly, the Company sought the approval of the exchanges where the Company is a trading/ clearing member and the appointment of Mr. Akshay Saxena shall be effective from the date of the last approval of the exchanges i.e. 1st April, 2024. In terms of the amended Regulation 17(1C) of the Listing Regulations, a listed entity has to ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In order to comply with the aforementioned provisions, the approval of the shareholders is sought by way of special resolution for appointment of Mr. Akshay Saxena as a Non-Executive Independent Director of the Company.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

He is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority. In terms of Section 160 of the Act, the Company has received a notice in writing from a member signifying his intention to propose the name of Mr. Akshay Saxena as a candidate from the office of Director.

The Board, based on the recommendation of Nomination and Remuneration Committee, considers that given his skills, integrity, expertise and experience, the association of Mr. Akshay Saxena would be beneficial to the Company and it is desirable to avail his services as an Independent Director. Further details and current directorships as required under SEBI Listing Regulations and Secretarial Standard-2 for General Meetings are provided in Annexure to this Notice.

Except Mr. Akshay Saxena and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution set out in the Notice. Mr. Akshay Saxena is not related to any other Director or Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel of the Company including their relatives are concerned or interested in the resolutions.

The Board, accordingly, recommends the passing of special resolution as set out at Item No. 1 of this notice, for the approval of the members.

Item No. 2: Appointment of Ms. Naina Singh (DIN: 10558307) as an Independent Non-Executive Director of the Company.

The Board of Directors of the Company (“**the Board**”) at its meeting held on 29th March, 2024, based on the recommendation of the Nomination & Remuneration Committee (“**the Committee**”), recommended for the approval of the Members, the appointment Ms. Naina Singh as an Independent Non-Executive Director of the Company. In this regard, as the Company is a trading and clearing member of various stock exchanges, the approval for appointment of any director on the Board is required from the stock exchanges. Accordingly, the Company sought the approval of the exchanges where the Company is a trading/ clearing member and the appointment of Ms. Naina Singh shall be effective from the date of the last

approval of the exchanges i.e. 1st April, 2024. In terms of the amended Regulation 17(1C) of the Listing Regulations, a listed entity has to ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In order to comply with the aforementioned provisions, the approval of the shareholders is sought by way of special resolution for appointment of Ms. Naina Singh as an Independent Non-Executive Director of the Company.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge his duties. In the opinion of the Board, she fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

she is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority In terms of Section 160 of the Act. the Company has received a notice in writing from a member signifying his intention to propose the name of Ms. Naina Singh as a candidate from the office of Director.

The Board, based on the recommendation of Nomination and Remuneration Committee, considers that given her skills, integrity, expertise and experience, the association of Ms. Naina Singh would be beneficial to the Company and it is desirable to avail her services as an Independent Director. Further details and current directorships as required under SEBI Listing Regulations and Secretarial Standard-2 for General Meetings are provided in Annexure to this Notice.

Except Ms. Naina Singh and her relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution set out in the Notice. Ms. Naina Singh is not related to any other Director or Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel of the Company including their relatives are concerned or interested in the resolutions.

The Board, accordingly, recommends the passing of special resolution as set out at Item No. 2 of this notice, for the approval of the members.

Annexure A to the Notice

Details of Directors seeking approval for the appointment through Postal ballot [Pursuant to the provisions of Companies Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India]

| Particulars | Ms. Naina Singh (DIN: 10558307) | Mr. Akshay Saxena (DIN: 10558168) |
|--|---|--|
| Age | 32 Years | 33 Years |
| Qualifications | CS | CS |
| Brief Resume | Ms Naina Singh is working as Company Secretary in Lucky Star Entertainment Limited since 01 st February, 2022. Ms. Naina Singh holds the membership of the Institute of Company Secretaries of India (ICSI) holding membership No: 52547 She is having a close experience of the working and regulatory environment. | Mr. Akshay Saxena is working as Company Secretary in Zenlabs Ethica Limited currently and previously he was CS in Sangeet Audio India Private Limited for approximate 3 years Mr. Akshay Saxena holds the membership of the Institute of Company Secretaries of India (ICSI) holding membership No: 52388 He is having a close experience of the working and regulatory environment. |
| Experience (including expertise in specific functional area) | She has rich experience in the field of Law. | he has rich experience in the field of Law. |
| Terms and Conditions of Appointment/ Reappointment | Pursuant to the Section 149, 152, 161 & other relevant provisions of Companies Act, 2013. | |
| Remuneration last drawn (including sitting fees, if any) | NA | NA |

| | | |
|---|--|--|
| Remuneration proposed to be paid | No Remuneration is paid or payable apart from Sitting Fees. | |
| Date of first appointment on the Board | 29.03.2024, Subject to approval of the exchanges where the company is trading Member, this appointment shall be effective from the last date of Approval received from the exchanges i.e received on 01 st April, 2024. | 29.03.2024, Subject to approval of the exchanges where the company is trading Member, this appointment shall be effective from the last date of Approval received from the exchanges i.e received on 01 st April, 2024. |
| Shareholding in the Company as on March 31, 2024 | NA | NA |
| Relationship with other Directors/ Key Managerial Personnel | NA | NA |
| Number of meetings of the Board attended during the year | NA | NA |
| Names of Entities in which the person also hold directorship | NA | NA |
| Membership/ Chairmanship of Committees of other Boards as on March 31, 2024 | NA | NA |
| Listed entities from which the person has resigned in the past three years. | NA | NA |
| Position of Chairman/Member held in mandatory Committees of other companies. | NA | NA |
| Directorships held in other listed entities and memberships of Committees of the Board of the listed entity | NA | NA |
| Skills and capabilities required for the role | <p>The role and capabilities as required in the case of an independent director are well defined in the Company's Nomination and Remuneration Policy.</p> <p>Further, the Board has details of core skills/ expertise/competencies, in context of its business and sector for it to function effectively. The Nomination and Remuneration Committee and the Board has evaluated the profile of Mr. Akshay Saxsena, and Ms. Naina Singh and concluded that Mr. Akshay Saxsena, and Ms. Naina Singh possess the relevant skills and capabilities to discharge the role of Independent Directors.</p> | |

Place: New Delhi
Dated: 29th May 2024

For NDA Securities limited
Sd/-
Shalini Chauhan
Company Secretary
ACS-71998