

KAPAH AND ASSOCIATES

(COMPANY SECRETARIES)

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

E-mail : kapahiassociates@yahoo.com

SCRUTINIZER'S REPORT

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

Dear Sir,

Sub: Report on the E-Voting conducted by the Company to pass the items on the agenda as contained in the AGM Notice dated August 12, 2014.

I submit my Report as under:

1. Pursuant to the provisions of Clause 35B of the Listing Agreement and pursuant further to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), I was appointed as Scrutinizer by the Company on August 12, 2014, to scrutinize the E-Voting process for transacting the items of business as stated in the Notice dated August 12, 2014 of 22nd Annual General Meeting scheduled to be held on September 29, 2014.
2. On the basis of the Register of Members and the list of beneficiary owners made available by the Depositories viz, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on August 29, 2014, the Cutoff date for the purpose of E-Voting, the Company completed dispatch of the notice of E-Voting;
 - By email to Members, who had registered their email ids with the Company or Depository Participant(s); and
 - By Speed Post/Courier/Registered Post to Members, whose email id is not registered.
3. In terms of the aforesaid Notice, E-Voting was open for three days from 9:00 A.M. on September 23, 2014 to 6:00 P.M. on September 25, 2014 and members were required to cast their votes electronically conveying their Assent or Dissent in respect of the Ordinary / Special Resolutions, on E-Voting platform provided by National Securities Depository Limited (NSDL).
4. As required in the Rules, I unlocked the E-Voting on the platform provided by NSDL after the Completion of the E-Voting process on September 26, 2014 in the presence of Mr. Darshan Bisht and Mr. Himanshu Bhatt.
5. Based on the results made available to me, 9 Members have cast their votes on the E-Voting Platform and I have annexed with this Report, the details and analysis of



the E-Voting Results for each of the 8 agenda items contained in the aforesaid Notice.

6. The total paid up equity capital of the company as on date is 50,92,200 Equity Shares of Rs. 10 each.

Analysis of Results

Agenda No.	1
Subject	Adoption of audited Balance Sheet of the Company as at 31 st March 2014 and statement of Profit & Loss for the year ended on that date together with the Reports of the Auditors and Directors thereon
Type of Resolution	Ordinary Resolution

Sr. No.	Particulars	No. of Shareholders voted through electronic means	No. of Shares	% to total paid up equity capital	% to total shares of valid ballots
A	Total Votes cast by electronic mode	9	621907	12.21	
B	Less: Invalidated Votes (as per Register)				
C	Net Valid Votes (as per Register)	9	621907	12.21	
D	Votes with Assent for the Resolution	7	593256	11.65	95.39
E	Votes with Dissent for the Resolution	2	28651	0.56	4.61

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

Sr. No.	Particulars	No. of Shareholders voted through electronic means	No. of Shares	% to total paid up equity capital	% to total shares of valid ballots
A	Total Votes cast by electronic mode	9	621907	12.21	
B	Less: Invalidated Votes (as per Register)				
C	Net Valid Votes (as per Register)	9	621907	12.21	
D	Votes with Assent for the Resolution	7	621657	12.21	99.96
E	Votes with Dissent for the Resolution	2	250	0.00	0.04



Agenda No.	3
Subject	Appointment of M/s Gupta Rustagi & Aggarwal as Statutory Auditors of the Company for period of 3 Years
Type of Resolution	Ordinary Resolution

Sr. No.	Particulars	No. of Shareholders voted through electronic means	No. of Shares	% to total paid up equity capital	% to total shares of valid ballots
A	Total Votes cast by electronic mode	9	621907	12.21	
B	Less: Invalidated Votes (as per Register)				
C	Net Valid Votes (as per Register)	9	621907	12.21	
D	Votes with Assent for the Resolution	7	593256	11.65	95.39
E	Votes with Dissent for the Resolution	2	28651	0.56	4.61

Agenda No.	4
Subject	Appointment of Mr. Uma Shanker Gupta as an Independent Director for period of 5 Years
Type of Resolution	Ordinary Resolution

Sr. No.	Particulars	No. of Shareholders voted through electronic means	No. of Shares	% to total paid up equity capital	% to total shares of valid ballots
A	Total Votes cast by electronic mode	9	621907	12.21	
B	Less: Invalidated Votes (as per Register)				
C	Net Valid Votes (as per Register)	9	621907	12.21	
D	Votes with Assent for the Resolution	7	620357	12.18	99.75
E	Votes with Dissent for the Resolution	2	1550	0.03	0.25



Agenda No.	5
Subject	Appointment of Mr. Lalit Gupta as an Independent Director for period of 5 Years
Type of Resolution	Ordinary Resolution

Sr. No.	Particulars	No. of Shareholders voted through electronic means	No. of Shares	% to total paid up equity capital	% to total shares of valid ballots
A	Total Votes cast by electronic mode	9	621907	12.21	
B	Less: Invalidated Votes (as per Register)				
C	Net Valid Votes (as per Register)	9	621907	12.21	
D	Votes with Assent for the Resolution	7	591956	11.62	95.18
E	Votes with Dissent for the Resolution	2	29951	0.59	4.82

Agenda No.	6
Subject	Appointment of Mr. Ram Kishan Sanghi as an Independent Director for period of 5 Years
Type of Resolution	Ordinary Resolution

Sr. No.	Particulars	No. of Shareholders voted through electronic means	No. of Shares	% to total paid up equity capital	% to total shares of valid ballots
A	Total Votes cast by electronic mode	9	621907	12.21	
B	Less: Invalidated Votes (as per Register)				
C	Net Valid Votes (as per Register)	9	621907	12.21	
D	Votes with Assent for the Resolution	7	620357	12.18	99.75
E	Votes with Dissent for the Resolution	2	1550	0.03	0.25

Agenda No.	7
Subject	Re-appointment of Mrs. Deepti Agarwal as Whole-time Director for a period of 3 Years
Type of Resolution	Special Resolution



Sr. No.	Particulars	No. of Shareholders voted through electronic means	No. of Shares	% to total paid up equity capital	% to total shares of valid ballots
A	Total Votes cast by electronic mode	9	621907	12.21	
B	Less: Invalidated Votes (as per Register)				
C	Net Valid Votes (as per Register)	9	621907	12.21	
D	Votes with Assent for the Resolution	7	591956	11.62	95.18
E	Votes with Dissent for the Resolution	2	29951	0.59	4.82

Agenda No.	8
Subject	Adoption of new set of Articles of Association in place of existing Articles of Association of the Company
Type of Resolution	Special Resolution

Sr. No.	Particulars	No. of Shareholders voted through electronic means	No. of Shares	% to total paid up equity capital	% to total shares of valid ballots
A	Total Votes cast by electronic mode	9	621907	12.21	
B	Less: Invalidated Votes (as per Register)				
C	Net Valid Votes (as per Register)	9	621907	12.21	
D	Votes with Assent for the Resolution	7	620357	12.18	99.75
E	Votes with Dissent for the Resolution	2	1550	0.03	0.25

Thanking You,



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



Place: Delhi
Date: 26th September, 2014