

KAPAH AND ASSOCIATES

(COMPANY SECRETARIES)

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

E-Mail : kapahiassociates@yahoo.com

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records, books and papers of **M/s. NDA SECURITIES LIMITED** (the Company), (CIN:- **L74899DL1992PLC050366**) as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made thereunder for the Financial year ended on 31st March, 2023. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of the following:
 1. Its status under the Act is a Listed Company.
 2. The Company has maintained the registers/records in the prescribed format and entries therein were made within the prescribed time.
 3. Forms and Returns filed by the Company, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities are in compliance with the provisions of the Act.
 4. The Company has called/convened and held the meetings of Board of Directors, its committees and the meetings of the members of the company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minute Books/registers maintained for the purpose and the same have been signed. The Company has not passed any resolution by way of Postal Ballot, and no Resolution as Circulation Resolution.
 5. The Register of Members of the Company remained closed from 23rd September, 2022 to 29th September, 2022 (both days inclusive) in compliance with the provisions of section 91 of the Act.
 6. The company has not given any advances or loans to its directors and/or persons or firms or companies referred in section 185 of the Act.
 7. As per the explanation given to us, all related party transactions were negotiated on an arms-length basis and were in ordinary course of business.
 8. During the reporting period, there was no issue or allotment or buy back of securities/redemption of preference shares /alteration or reduction of share capital/conversion of shares/securities. The Company has not received any cases for Transfer and Transmission of share.

9. There were no transactions necessitating the company to keep in abeyance the right to dividend, right shares, and bonus shares pending registration of Transfer/Transmission of Shares.
10. During the reporting period, the Company has not declared the dividend. As nothing was pending, the Company has not transferred unpaid /unclaimed dividend/other amount as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act.
11. The Company has signed Audited financial statement for the Financial Year ended on March 31st, 2022 as per the provisions of section 134 of the Act and report of Directors is as per sub sections (3), (4) and (5) and section 135 of the Act.
12. During the reporting period, there is no change in the composition of the Board and key Managerial Personnel except the following :
 - i. Miss Vanshika Rastogi, resigned as Company Secretary w.e.f. 23.8.2022. In her place, Miss Isha Malik, joined as Company Seretary w.e.f. 24.8.2022.

Further, The remunerations were paid to the Managing Director, Whole Time Director and KMPs. The remuneration paid were in accordance with their respective terms of their appointment and in compliance with the provisions the Act, Schedule and rules framed thereunder.

13. M/S J M and Associates were appointed as Statutory Auditors for five years w.e.f. conclusion of 30th AGM i.e 29.9.2022 till the conclusion of 35th AGM.
14. As per the explanation given to us, there were no instances which required the approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.
15. The company has not accepted /renewed any deposit during the financial year 2022-2023.
16. The Company has not borrowed any sum from its Directors/Members.
17. The Company has complied with provisions of section 186 of the Act in respect to Loans/Guarantees/Investments made.
18. During the period under review, the Company has not altered the provisions of the Memorandum and Article of Association of the company.

**For Kapahi and Associates
Company Secretaries**



**(Surrinder Kishore Kapahi)
Proprietor
FCS No. 1407
CP No. 1118
UDIN: F001407E001209801**

**Date: 07.10.2023
Place: New Delhi**