

NAM SECURITIES LTD

Regd.Off:LGF,PLOT NO.410,SECTOR-31

CIN: L74899HRI994PLC053200

GURGAON-122001(HARYANA)

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTIETH ANNUAL GENERAL MEETING OF NAM SECURITIES LTD. WILL BE HELD AT “The Domus”, 410,Sector 31, Gurgaon-122001(Haryana) ON TUESDAY, THE 30th SEPTEMBER, 2014 AT 9:30 A.M. TO TRANSACT THE FOLLOWING

BUSINESSES:

ORDINARY BUSINESS:

1.To receive, consider and adopt the Audited Balance sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended on that date together with the Reports of the Directors and the Auditors thereon.

2. To appoint a Director in the place of Divya Goyal who retires by rotation and being eligible, offers herself for re-appointment.

3.To appoint Statutory Auditors of the company and fix their remuneration and in that connection to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section139 and other applicable provisions, if any, of the Companies Act, 2013 (“the act”) and rules made there under and pursuant to the recommendations of the Audit Committee, M/s. Sanjay Braharua & Associates, Chartered Accountants, (Regn.no.07144N) be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting(AGM) to the conclusion of the twenty third Annual General Meeting(subject to ratification of the appointment by the members at every AGM held after this AGM) at remuneration to be decided by the Board of Directors."

SPECIAL BUSINESS

4. To consider and if thought fit, to pass without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Ravi Berry (DIN: 00468594) Who is already an Independent Director in the company and who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and hereby appointed as Independent Director not liable to retire by rotation in terms of Section 149 and 152 of the Companies Act, 2013 and rules made there under to hold office initially for a term of 5 consecutive years w.e.f conclusion of this Annual General Meeting."

5. To consider and if thought fit, to pass without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Rekha Chauhan (DIN: 02783776) Who is already an Independent Director in the company and who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be

and hereby appointed as Independent Director not liable to retire by rotation in terms of Section 149 and 152 of the Companies Act, 2013 and rules made there under to hold office initially for a term of 5 consecutive years w.e.f conclusion of this Annual General Meeting.”

6. Alteration in Objects Clause

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 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactments thereof for the time being in force), and subject to the necessary approvals, required if any, in this regard from appropriate authorities, and subject further to such other terms, conditions, stipulations, alterations, amendments, or modifications, as may be required, specified, or suggested by any or such appropriate authorities:, which terms, conditions, stipulations, alterations, amendments, or modifications, the board of directors, (hereinafter referred to as “the Board”, which term shall include any of its duly authorized committee, or individual director), is hereby authorized to accept as it may deem fit : consent of the members of the company be and is hereby accorded for alteration of the existing main clause of the company, i.e. clause 3A of the memorandum of association of the company in the following manner:

The following new sub-clause (5) be inserted after the sub-clause 4 under the main object clause of the company i.e. Clause 3A(5) of the memorandum of association:

“5. To carry on the business of Depository Participant in India and/or abroad and to acquire membership of the Depository(ies) or any other organization(s) providing such or similar services, and to undertake all Activities, functions and responsibilities and such other activities, this is incidental or ancillary to the same”

RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by the appropriate authority and accepted by the board, be adopted as Memorandum of Association of the Company

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts,

deeds, matters and things, as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company“

IMPORTANT NOTES:

1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him /her such proxy need not be a member of the company. Proxies to be effective must be lodged at registered office of the company not less than 48 hours before commencement of meeting

A person can act as proxy on behalf of members not exceeding 50, and holding in the aggregate not more than 10% of the share capital of the company. Provided that a member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2) The register of members and share transfer books will remain closed from 29th September, 2014 to 30th September, 2014(both dates inclusive).

3) Explanatory statement pursuant to section 102 of the Companies act, 2013 relating to special business to be transacted at the meeting is annexed hereto.

4)Registrar and Transfer activity of shares held in physical and Demat form shall continue to be carried out by our Registrar:“Beetal Financial&Computer ServicesP.LTD

5) A brief profile of the Directors seeking appointment/ re-appointment is furnished in the Report on Corporate Governance.

6) Members are requested to notify any change in their address, mandate etc to: “BEETAL FINANCIAL & COMPUTER SERVICES P. LTD., at 3rd floor, 99, Madangir, behind local shopping centre, near dada Harsukhdas Mandir,New Delhi-110062

7) In terms of rule 18 of the companies(Management and Administration)Rules,2014, a company may give Notice through electronic mode addressing to the person entitled to receive such email as per the records of the company or as provided by the depository, provided that the company shall provide an advance opportunity at least once in a financial year, to the members to register his email address and changes therein and such request may be made by only those members who have not got their email id record or to update a fresh email id and not from the members whose email id’s are already registered.

In view of the above, the company hereby request members who have not updated the email id’s to update the same with the respective depository participants, or with “BEETAL FINANCIAL & COMPUTER SERVICES P. LTD., at 3rd floor, 99, Madangir, behind local shopping centre, near dada Harsukhdas Mandir, new delhi-110062, registrar and Transfer agents of the company. Further, members holding shares in an electronic mode are requested to ensure to keep their email addresses update with the

depository participant/R &T of the company. Members holding shares in physical mode are also requested to update their email addresses by writing to the R&TA of the company quoting their folio no(s).

8) In support of the “Green Initiative” announced by the Govt. of India and in terms of Section 101 of the Companies Act, 2013 and rule 18 of the companies (Management and Administration) Rules, 2014, electronic copy of the AGM notice of the company inter-alia indicating the process and the manner of e-voting along with attendance slip and proxy form is being sent to all the members whose email id’s are registered with company/DP for communication process. For members who have not registered their email address, physical copy of the Notice of the company along inter-alia the process and manner of e-voting with attendance slip and proxy form is being sent in the permitted mode.

In terms of Section 107 and 108 of the Companies Act, 2013, read with the companies (Management and Administration) Rules, 2014, the Company providing the facility to its members holding shares in physical or dematerialized format, to exercise their right to vote by electronic means on all of the business specified in the accompanying Notice. Details of the process and manner of e-voting are being sent to all the Members along with the Notice.

9) In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, e-voting upon poll being demanded, the Chairman of the Company may order a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for all business specified in the accompanying Notice. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act 2013, read with the Companies (Management and Administration) Rules, 2014.

10) Members holding shares in DEMAT form are requested to incorporate Client Id number and DP ID Number in attendance slip/proxy form for easy identification.

11) Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them. Shareholders desirous of making nomination are requested to send their request in Prescribed Form to the R&T agent “BEETAL FINANCIAL & COMPUTER SERVICES P. LTD., AT 3RD FLOOR, 99, MADANGIR, BEHIND LOCAL SHOPPING CENTRE, NEAR DADA HARSUKHDAS MANDHIR, NEW DELHI-62

E-Voting

In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to its Members in respect of the businesses to be transacted at the 20th Annual General Meeting (“AGM”). By electronic means and the business may be transacted thro’ e-voting platform

PLACE: Gurgaon

DATE: 1st September, 2014

Kiran Goyal
(Managing Director)

ANNEXURE TO THE NOTICE:

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4&5

The Board of Directors of the company include two independent directors:

Rekha Chauhan **DIN 02783776**

Ravi Berry **DIN 00468594**

All the two independent directors continue to be independent and have confirmed compliance with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. Declaration in this regard has been received in this regard from both of them as required U/S 149(7) the Companies Act, 2013. However, in order to ensure compliance with the provisions of section 149(4) of the Companies Act, 2013, which state that every listed company shall have at least 1/3 of total number of directors as independent directors, approval of shareholders I requested towards the Resolutions set out at item no(s) 3&4 for the appointment of the above mentioned board members as independent directors.

Further, Sec.149(13) provides that provisions pertaining to retirement of directors by rotation shall not be applicable to Independent directors. In terms of section 149(10) of the act, an independent director shall hold office for term of 5 consecutive years but shall be eligible for re-appointment on passing special resolution by company and disclosure of such appointment in board’s Report

Further, in the opinion of the board, all the independent directors of the company fulfills the conditions specified in the Companies Act, 2013 and the rules made there-under, and they are independent of the management.

No director or any of the key managerial personnel of the company or their relative, directly or indirectly, concerned or interested in the resolution set out at item no(s) 4 &5. None of the directors are related to each other.

Item no.6-Alteration in Objects Clause

Members are aware that NAM Securities Ltd. is a depository participant (DP) of National Securities depository Limited (NSDL) from the year 2000. The said registration as DP is due for renewal by 2015, and NSDL has requested the company to include specific Object entitling the company to undertake services of DP.

In view of the above and to enable the company to continue with the activities of the Depository participant, it is proposed to alter the Main Object Clause of the Memorandum of association of the company, by inserting certain new activities relating to Depository participant in the Main Object clause, i.e. Clause 3A (5) as stated in the proposed special resolution. This is in accordance with Section 13 of the Companies Act, 2013, and hence the special resolution is proposed for approval.

The proposed new Object will enable the company to carry on its business more economically and efficiently and by new improved means.

A copy each of the existing Memorandum of Association(MOA) and a new set of MOA after incorporating the proposed alteration in its Object clause will be available for Inspection of the member at the registered office of the company on all working days including the date of the meeting between 10.30AM to 1 PM, and during the meeting.

None of the directors of the company is, in any way, concerned or interested in the aforesaid special resolution.

Your Directors consider the said resolution in the interest of the company and therefore recommends the same for your approval.

BY ORDER OF THE BOARD OF DIRECTORS

PLACE: Gurgaon

(KIRAN GOYAL)

DATE: 1ST SEPTEMBER, 2014

MANAGING DIRECTOR

Details of directors seeking appointment/reappointment in 20th Annual General meeting 30th sep.,2014

Name	Mrs. Rekha Chauhan	Mr. Ravi Berry	Divya Goyal
DIN	02783776	00468594	01995354
Date of Birth	9-12-1960	15-12-1956	21.01.1983
Relationship with other Directors	NIL	NIL	Divya goyal
Qualification	Graduate	Graduate	Commerce grad,MBA
Expertise in area	14 Years	9 Years	7 years
No. Of shares held	NIL	NIL	222000
List of Director-ships held in other Companies	NIL	NIL	Nikiya exports p ltd Nam Credit & Investment Con.ltd Agile commodities P. Ltd
Chairman/Member ofcommittee of Board of companies in which he/she is Director	NIL	NIL	Audit committee

NAM SECURITIES LTD

Regd.Off:LGF,PLOT NO.410,SECTOR-31

CIN: L74899HRI994PLC053200

GURGAON-122001(HARYANA)

Website:www.namsecurities.in; Email:compliance@namsecurities.in

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.	

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 20th AGM of the Company, to be held on the 30th Sep., 2014 at 9:30 a.m. at "The Domus" 410, Sector 31, Gurgaon - 122001. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions
	Ordinary Business
1.	Audited Financial Statement of the Co.for the year ended 31st March, 2014 together with the Reports of the Directors and the Auditors thereon.
2.	Re-appointment of Ms. Divya Goyal as Director who retire by rotation.
3.	Appointment of Statutory Auditors and to fix their remuneration
	Special Business
4.	Appointment of Mr. Ravi Berry as an Independent Director.
5.	Appointment of Mrs. Rekha Chauhan as an Independent Director.
6.	Alteration in Object clause of Memorandum of Associations

Signature of Shareholder:

Signature of Proxy holder(s):

NOTES:This form of Proxy in order to be duly completed and deposited at Regd. Office of the Company, not less than 48 hours before the commencement of the meeting.

Affix Revenue Stamp

Signed this _____ day of _____, 2014

NAM SECURITIES LTD

CIN: L74899HRI994PLC053200

Website:www.namsecurities.in; Email:compliance@namsecurities.in

Regd.Off:LGF,PLOT NO.410,SECTOR-31

GURGAON-122001(HARYANA)

ATTENDENCE SLIP

DP ID*	
Client ID*	

*Applicable to shareholders holding shares in electronic form.

Folio No.	
No. of Shares	

Name and Address of the Shareholder: _____

I/We hereby record my presence at 20th ANNUAL GENERAL MEETING of the Company to be held on Tuesday, the 30th Sep., 2014 at 9:30AM at "The Domus", 410, Sector-31, Gurgaon-122001

(Signature of Shareholder)**Note: Please complete the Attendance Slip and hand over at the entrance.**

Book Post**If undelivered, please return****NAM SECURITIES LTD**

LGF,PLOT NO.410,SECTOR-31

GURGAON-122001(HARYANA)

NAM SECURITIES LIMITED

20TH ANNUAL GENERAL MEETING

2013-2014

BOARD OF DIRECTORS

KIRAN GOYAL	Managing Director	DIN:00503357
DIVYA GOYAL	Director	DIN:01995354
RAVI BERRY	Independent Director	DIN:00468594
REKHA CHAUHAN	Independent Director	DIN:02783776

BANKERS

HDFC BANK LTD
Asaf Ali Road, New Delhi – 110002

REGISTERED OFFICE

LGF, PLOT NO.410,SECTOR 31,
GURGAON-122001(HARYANA)

CORPORATE OFFICE

213, Arunachal Building,19,
Barakhamba Road,New Delhi-110001

AUDITORS

Sanjay Braharua & Associates
Chartered Accountants, Delhi

**20th ANNUAL GENERAL
MEETING**

DATE 30TH SEPTEMBER, 2014
DAY Tuesday
TIME 9.30 AM
PLACE **“The Domus”
410, Sector 31,
Gurgaon-122001
(Haryana)**

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DIRECTORS' REPORT AND MANAGEMENT ANALYSIS

Dear Members,

Your Director have pleasure in presenting the 20th Annual Report of the financial year ended 31, March, 2014.

FINANCIAL HIGHLIGHTS

Rs. In lacs

Particulars	Year ended Mar.31, 2014	Year ended Mar.31, 2013
Gross Income	47.59	45.60
Gross Profit before Dep. & I.TAX	15.15	13.80
Depreciation	8.14	8.20
Tax Expense	0.90	1.04
NET PROFIT AFTER TAX	6.11	4.56
Add: Balance b/f from Previous year	2.50	37.50
Less: transfer to General Reserves	NIL	35.00
Amount carried to Balance Sheet	8.61	2.50

DIVIDEND

During the Year 2013-14, the Board of Directors of the Company has not declared dividend.

CORPORATE GOVERNANCE

A detailed report on Corporate Governance together with a certificate from the statutory Auditors, in compliance with clause 49 of the Listing agreement, is attached as part of this report. Compliance reports in respect of all laws applicable to the company have been reviewed by the board of directors.

MANAGEMENT DISCUSSION AND ANALYSIS REVIEW OF PERFORMANCE

- 1) The Company recorded revenue of Rs.47.59 lacs for the year ended 31st March,2014 as against Rs.45.60lacs in the previous year ended 31.03.13
- 2) The profit before tax at Rs.7.00Lacs for the ended 31st March,2014 as against Rs.5.60lacs in the previous year ended 31.03.2013
- 3) Net profit after tax at Rs.6.11lacs for the year ended 31st Mar,2014 as against Rs.4.57 lacs in the previous year ended 31.03.2013

KEY FACTORS WHICH AFFECT THE PERFORMANCE OF THE COMPANY

- a. Economic factors like Inflation rate, Credit policy, GDP growth, Trade & Fiscal deficit
- b. Political Factors like stability, Expansion, liberalisation and FDI & Dis-investment Policy framework of the Government.

CAPITAL EXPENDITURE AND FUNDING

- I. The Capital incurred and funded for the year is Rs.4.98 lacs
- II. During the year under review, your company has not sold/deleted/adjusted any assets.

OUTLOOK OF THE INDUSTRY & FUTURE PROSPECTS

With the incoming of the NDA Government at Centre in the month of June,2014, there is hope for all round growth in the economy. GDP growth is highest of last 3 years low and more liberalization and expansion policies of the Government are being announced. The government has also announced Dis-investment in public sector undertakings for the substantial amounts. More IPO's are in the pipeline and all these shall have direct impact on the performance of your company during the current year.

SUBSIDIARY COMPANY

There is no subsidiary company.

INTERNAL CONTROLS SYSTEMS AND INTERNAL AUDIT

The Company maintains adequate internal Control Systems and the Internal audit is handled by a qualified chartered accountant and his team of subordinates.

DIRECTORS

1. Divya Goyal,non-independent director, retiring by rotation,being eligible,offers herself for re-appointment
2. Mrs. Rekha Chauhan who meets the criteria of Independence as provided under section 149(6) of the Companies Act, 2013 is appointed as Independent Director.
3. Mr. Ravi Berry who meets the criteria of Independence as provided under section 149(6) of the Companies Act, 2013 is appointed as Independent Director.

FIXED DEPOSITS

The company has not accepted deposits from the public during the year under review.

CEO/CFO CERTIFICATION

The compliance to the requirement of clause 49 of the Listing agreement entered with the stock exchanges, the managing director has submitted to the board a certificate relating to financial statements and other matters as envisaged in the said clause.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors, based on the representation received from the operating management, conform that:

1. In preparation of the Annual accounts, the applicable accounting standards have been followed;
2. In order to provide a true and fair view of the state of affairs of the Company as on March 31, 2014 and the profits for the year ended on that date, reasonable and prudent judgments and estimates have been made and generally accepted accounting policies have been selected and consistently applied.
3. For safeguarding the asset of the assets of the Company and preventing and detecting any material fraud and irregularities, Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provision of the Companies Act, 1956;
4. The annual accounts presented to the members have been prepared on a going concern basis.

CORPORATE GOVERNANCE

As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate section on Corporate Governance together with a certificate from the Company's Auditors confirming compliance is set out in the Annexure forming part of this report.

STATUTORY AUDITORS & AUDITOR'S REPORT

M/s Sanjay Braharua & Associates, Chartered Accountants, the present Statutory, Auditors retire at the ensuing Annual General Meeting and are eligible for re-appointment. The company proposes to re-appoint

M/s Sanjay Braharua & Associates, chartered accountants, as statutory Auditors of the company from the conclusion of the ensuing annual general meeting upto the conclusion of the twenty third annual general meeting of the company. In respect of the observations made by the auditors in their report, your directors wish to state that the respective notes to the accounts read with the relevant accounting policies are self-explanatory and therefore do not call for any further comments.

COST AUDITORS

The company does not require cost auditor.

LISTING OF SHARES

As your company's shares are listed on BSE Ltd., Delhi Stock Exchange Ltd. and Ahmadabad Stock Exchange Ltd. and is enjoying active status. Listing Fees for and upto the year 2013-14, has been paid to these stock exchanges.

SHAREHOLDER INITIATIVES

Your company adheres strictly to all the statutory and other legal compliances. Your company has been one of the first to implement any initiatives for shareholder benefit directed from SEBI. On occurrence of any event, which has a bearing on the share price or otherwise, your company intimates the stock exchanges, within stipulated period. Your company has in place regulations for preventing and regulating insider trading and has adhered to a code of conduct and business ethics by which the shareholder is treated at par with an employee on availability of information about the company.

Your company has been prompt and regular in its replies to your queries. Your company also replies within the stipulated time to all legal and statutory authorities. The total number of shares dematerialised as on 31st March, 2014 are shares which represent of the shares of the company.

PARTICULARS OF EMPLOYEES

There is no employee of the company requiring Information as prescribed under section 217 (2A) of the companies Act,1956, read with the Companies (Particulars of Employees) Rules, 1975, amended from time to time forms part of this report.

CORPORATE SOCIAL RESPONSIBILITY

Your company always places greater importance to manage its affairs with highest level of transparency, accountability and integrity and maintain high standards of corporate governance on sustained basis. Your company is committed to its social responsibilities.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

The information pursuant to Section 217(1) (e) of the companies Act, 1956, read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988, relating to the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and outgo are provided hereunder:-

(i) Your company is in the business of dealing in shares and DP. As such, information about CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION is not applicable on the company

(ii) There is NIL figure on account of Foreign exchange earnings and outgo during the year under review.

CAUTIONARY STATEMENT

Statements in this Management Discussion and analysis describing the Company's Objectives, projections, estimates and expectations may constitute "Forward looking statements" within the meaning of applicable Laws and regulations. Actual results might differ materially from those either expressed or implied.

ACKNOWLEDGEMENTS

Your Directors acknowledge the significant contribution made by the employees of the company at all levels towards its overall success. The Directors also take this opportunity to place on record their appreciation to all stakeholders, bankers and Clients for their continued support to the company.

For and on behalf of the Board

PLACE: Gurgaon

DATE: 1st September, 2014

(Kiran Goyal)
Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS

Business Outlook

Reports of various agencies and leading economists reflect that there is an early sign of revival of economic with strong positive sentiments. Growth in GDP numbers and other economic parameters being positive overall economic scenario looks favorable for coming years.

However Fiscal deficit, Inflation still remains a cause of concern and any negative news from global front may hurt the positive market sentiments. Despite the challenges, the outlook seems positive. There is a sense of optimism for the future.

Industry Performance

The Stock Broking Industry is a cyclical industry and performance of the industry is correlated to economy and broader equity market. After being beaten down for the past seven years, stocks of brokerage firms have finally witnessed an upswing, thanks to the positive market sentiment seen in the run-up to the election results. Expectations of better economic scenario the markets entering the first leg of bull phase that started in January have translated into increase in client activity resulting growth in revenue earnings.

Strength of the Company

i)Experienced top management

The promoter of NAM Group Mrs. Kiran Goyal is associated with financial market related services for over three decades. Our top management team comprises of qualified and experienced professionals, with proven track record.

ii)Complete Access to Capital Market

We cater to provide complete access to Capital Markets. We have presence in Equities, Derivatives, Currency, Depository, IPO Distribution, and Mutual Fund Distribution by obtaining membership of NSE, BSE, MCX-SX & NSDL.

iii)Quality research

Research is the solid foundation of any Brokerage firm and we believe in providing quality research reports to our client so that they can take informative and timely decisions. We are known for our expertise in market research and our research reports have received wide coverage in the media over the years.

Future Prospects

Improvement of overall economy and significant change in market sentiment future prospects of the business looks positive. Last few months have seen a revival in the number of clients trading per day, with increase in daily call,

trading volumes and new account opening. With policy changes and reforms from new government it is expected that there will be a greater participation by all investors in coming years which will be beneficial for company in long run.

Opportunities

- Overall economic outlook being positive, business is set for a growth.
- A greater participation by all class of investors is expected with change in overall market sentiment.
- Management is looking to expand by opening new branches.

Threats

- Cut throat competition thrown by local and global players.
- Unclear global scenario may impact investor's sentiment.
- Rapid technological developments.

Exchange Risks

Our business is mainly domestic based so we are not exposed to any risk associated with change in currency exchange rate.

Risk Management

Risk is an inherent part of any business but risk can be managed. We have a clearly formulated risk management system in place to identify both external and internal risk and to take appropriate corrective action on time.

Internal Control System and their Adequacy

The Company has an adequate system of internal control implemented by the management towards achieving efficiency in operations, optimum utilization of resources and effective monitoring thereof and compliance with applicable laws.

The company's Internal Controls are supplemented by sound internal audit practices conducted by Sanjay Braharua and Associates, to assess the adequacy of the internal controls procedures and processes, and their reports are reviewed by the Audit Committee of the Board. Policy and process corrections are undertaken based on inputs from the internal auditors.

Industrial Relation

The management and employees enjoy a cordial relationship and objective of both of them are in line to meet the overall objectives of the company.

PLACE: GURGAON

Dated: 1st September, 2014

By Order of the Board

**(Kiran Goyal)
Managing Director**

REPORT ON CORPORATE GOVERNANCE

1. COMPANY’S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company is committed to high standard of Corporate Governance in all its activities and processes. Through its Corporate Governance measures, the company aims to maintain transparency in its financial reporting and keep all its shareholders informed about its policies performance and developments. The key elements of Corporate Governance viz transparency, internal controls, risk management and communications are being scrupulously followed and being practiced.

The Company formed various committees to oversee the functions of the management. The Committees meet regularly and transact the business assigned to it.

2. BOARD OF DIRECTORS

The details of composition of the Board, attendance of each Director at the Board meeting held during the year under review as well as last Annual General Meeting and the number of other Directorship/Committee Membership held by them are as follows:

Name of the Director	Chairman /Director	Promoter/Indedependent/Nominee Director	No.ofother Co.inwhic a Director	Committee in which he is a Mem./chairman
Divya Goyal	Director	Promoter	3	2
Kiran Goyal	Director	Promoter	3	1
Ravi Berry	Director	Independent	-	3
RekhaChauhan	Director	Independent	-	3

a) BOARD MEETINGS & AGM-DIRECTORS’ ATTENDANCE

Name of the director	Category of Directorship	Board meeting		Last AGM	
		Held	Atten ded	Attended	Not Attended
1.Ravi Berry	Director	4	4	Yes	-
2.Divya Goyal	Director	4	1	Yes	-
3.Kiran Goyal	Managing Director	4	1	Yes	-
4.Rekha Chuahan	Director	4	4	Yes	-

b) Board Meeting and Procedures

Board meetings are held at least once in every quarter and the time gap between the two meetings is not more than four months, thereby complying with applicable statutory requirements. During the financial year ended March 31, 2014, the board met 4 times.

The board is regularly apprised and informed of important business-related information. The agenda papers are circulated in advance to all the board members.

Post meeting follow up mechanism

The important decisions taken at Board and Committee meetings are communicated to the respective departments after meetings for implementations of the decisions taken by the Board.

c) DIRECTORS SEEKING APPOINTMENT/AND RE-APPOINTMENT AT THIS

ANNUAL GENERAL MEETING

i) Mrs. Rekha Chauhan (DIN: 02783776) who meets criteria of independence as provided u/s 149(6) of the companies act, 2013, is appointed as Independent director.

ii) Mr. Ravi Berry (DIN: 00468594) who meets criteria of independence as provided u/s 149(6) of the Companies Act, 2013, is appointed as Independent director.

iii) Divya Goyal (DIN: 01995354), non-independent director, retiring by rotation, offers herself for re-appointment

Name	Mrs. Rekha Chauhan	Mr. Ravi Berry	Divya Goyal
DIN	02783776	00468594	01995354
Date of Birth	9-12-1960	15-12-1956	21.01.1983
Relationship with other Directors	NIL	NIL	Divya goyal
Qualification	Graduate	Graduate	Com. Grad., MBA
Expertise in area	14 Years	9 Years	7 years
No. Of shares held	NIL	NIL	222000
List of Director-ships held in other Companies	NIL	NIL	Nikiya exports p ltd Nam Credit & Investment Con.ltd Agile commodities P. Ltd
Chairman/Member of Committee of Board of other companies in which he/she is Director	NIL	NIL	Audit committee

AUDIT COMMITTEE

a) Composition and Meetings

There are three members of the Audit Committee. Audit Committee comprises of one non-independent director and two independent directors. The committee met four times during this year. The constitution of the committee and the particulars of attendance at the committee meetings are given below:

Name of the Director/Member	Category	Audit Committee Meeting	
		Held	Attended
Ravi Berry	Chairman	4	4
Divya Goyal	Member	4	1
Rekha Chuahan	Member	4	4

CHAIRMAN OF AUDIT COMMITTEE HAD ATTENDED THE LAST ANNUAL GENERAL MEETING

The Minutes of the Audit Committee Meetings were circulated to the Board, where it was discussed and taken note of. The Audit Committee considered and reviewed the accounts for the year 2013-2014, before it was placed in the Board.

TERMS OF REFERENCE

The Audit Committee periodically reviews the adequacy of internal control system of the company and reviews the reports of the Statutory Auditors and discuss their findings. The terms of reference made by the Board to the Audit Committee are in accordance with the items listed in clause 49(II) (D) of the Listing Agreement, inter alia, including

- a) Review of financial statement before submission to the Board of Directors.
- b) To initiate steps for implementing effective internal control systems to safeguard the asset of the Company.
- c) To investigate in to any matter, either in relation to the terms specified in section 292A of the Companies Act, 1956 or referred to it by the Board.
- d) Review the Company's financial and risk management policies.
- e) The Statutory Auditors of the Company were invited to attend the meeting.

REMUNERATION COMMITTEE

The Board of Directors constituted this committee which comprises of three members, two of them are independent directors, and one as Non-Independent as under:-

Name of the Director/Member	Member
Ravi Berry	Chairman
Rekha Chuahan	Member
Kiran Goyal	Member

During the year ended 31st March, 2014, only one meeting of this committee was held.

BRIEF DESCRIPTION OF TERMS OF REFERENCE

The broad terms of reference to the Remuneration Committee are to recommend to the Board regarding salary (including annual increments), Perquisites and commission/incentives to be paid to the company's Managing Director, Executive Director.

Details of remuneration paid to Mg./Exec.Director for year 2013-14 are given below:

Name of the Director	Salary Amt.in Rs.	Perquisites & Expenses Re- imbursement	Sitting fees	Amount Amt.in Rs.
Divya Goyal	3,00,000	60000	NIL	360000

SHAREHOLDER'S' & INVESTORS GRIEVANCE COMMITTEE

The Board of Directors constituted this committee which comprises of three members, one non-independent director and two independent directors

The Shareholders' and Investor Grievances committee specifically looks into redressing of shareholders and investors complaints such as transfer of shares, non-receipt of share certificates, non-receipt of dividends and to ensure expeditious share transfer process. The committee endeavors to settle all shareholders complaints in the minimum possible time.

The Committee consists of the following directors:-

Name of the Director/Member	Designation
Kiran Goyal	Chairman
Ravi Berry	Member
Rekha Chuahan	Member

During the year under review, the Committee met three times to deliberate on various matters referred above and also responsible for redressal of investors complaints.

Mrs. Neha Gupta, Company Secretary of the Company is the Compliance Officer of the Company and also responsible for redressal of investors complaints

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report forms part of this Annual Report

GENERAL BODY MEETINGS

Date	category	Venue	Time	No.of spl. Resolution	Members present
30.09.2013	AGM	H-20,Sainik Farms,N.del	9.30 M	3	37
31.08.2012	AGM	----Do---	9.30 AM	NIL	45
31.08.2011	AGM	---Do-----	9.30AM	NIL	52

The resolutions were passed on show of hands with requisite majority. Venue of the General Meeting of Company has been chosen for its location, prominence, and capacity.

Whether special resolutions were put through postal ballot last year- NIL

Details of non-compliance by the company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any authority on any matter related to capital markets, during last 3 years: NIL

MEANS OF COMMUNICATIONS

1	Half-Yearly report sent to each Shareholders	NIL
2	In which newspaper quarterly results normally published in	Naya India (Hindi) Fin.Express (English)
3	Any website where displayed	www.namsecurities.in
4	Whether it displays official news releases	Yes
5	Presentation made to institutional investors or to the analysts	NIL
6	Whether Management Discussions and Analysis is part of annual report or not	Yes, it is a part of the annual report

Shareholder's Information

- (a) As indicated in the Notice to our shareholders, the Annual General Meeting of the Company will be held on 30th September, 2014 at 9.30 A.M. at “The Domus”,410,Sector31,Gurgaon-122001.
- (b) **Book closure:** From 29th September,2014 to 30th September, 2014 (both dates inclusive) for the purpose of Annual General Meeting of the Company.
- (c) **Listing of company equity shares:** The shares of the Company are listed on:
 - i) BSE Ltd, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001
 - ii) Delhi Stock Exchange Ltd. Asaf Ali Road, N.Delhi-110002.
 - iii) The Stock Exchange, Kamdhenu Complex, Panjara Pole, Ahmedabad.

In the 19th Annual General Meeting of the company, Special resolution was passed for de-listing the shares of the company from Delhi stock Exchange Ltd. and The Stock Exchange,Ahmedabad. The company informed the decision of the shareholders to the above two stock exchanges, and the stock exchanges are yet to inform the company about their formalities for the delisting

Annual Listing fees has been paid to all the three stock exchanges for and upto the year 2013-14. No due are pending from any stock exchange as on date.

(d) **Financial Calender**

Tentative Financial Calender		
First Qr. Unaudited Financial Results 2014-15		14 th Sep.,2014
Fourth Qr. & Full Year Audited Financial Results 2013-14		31 st may,2014
19 th Annual General Meeting		30 th Sep.,2013
Second Qr. Results for 2014-15	on or before	15 th Nov.,2014
Third Qr. Results for 2014-15	on or before	15 th Feb.,2015

(e) **Share Price Movements**

The high and Low prices of the company share on BSE Ltd, between June, 2014 and August, 14, are as under. There is no quotation for period prior to June,14.

BSE LTD.

Month	High (Rs.)	Low (Rs.)	Quantity (Nos.)
JUNE, 2014	16.56	5.10	1862
JULY, 2014	29.50	17.35	7186
AUGUST, 2014	26.95	17.20	6107

- (f) **Stock Code/ISIN**
 BSE LTD. 538395
 NSDL & CSDL INE792G01011

(g) **Share Transfer System**

The Board delegated its authority to transfer shares to the committee of directors called Share Transfer Committee. The Company has appointed as Registrar & Share Transfer Agent, viz., Beetal Financial & Computer Services P. Ltd for carrying out all the work related to the Share department for both physical & electronic mode of Share Transfers etc and all the work of Share Department related activity is handled by the office of Registrar and Share Transfer Agent. The Committee oversees transfers, transmissions, dematerialization of shares.

A) Distribution of Shares according to the size of holding, as on 31.03.2014:

No. of Shares	No. of Shareholders	% of Shareholders	No. of Share held	% share holding
Upto 500	245	40.30	119600	3.92
501-1000	320	52.63	268800	8.81
1001-2000	10	1.64	16000	0.52
2001-3000	3	.49	8400	0.28
3001-4000	-	-	-	-
4001-5000	2	0.33	10000	0.33
5001-10000	19	3.13	178200	5.84
10001 & Above	9	1.48	2449100	80.30
TOTAL	608	100%	30501000	100%

Categories of shareholding as on 31.03.2014:

Category	Nos. of Shareholders	Nos. of Shares Held	Voting Strength
Promoters-Bodies Corporate	-	-	-
Promoters-Individual (PAC)	5	2271500	74.48%
Other Directors, their Relatives	-	-	-
Bodies Corporate (Domestic)/Trust	-	-	-
Banks	-	-	-
Mutual Funds	-	-	-
Financial Institutions	-	-	-
FII's	-	-	-
Non-resident individuals/FCB/OCB/Foreign bank	-	-	-
Resident Individuals	603	778600	25.52%
TOTAL:	608	3050100	100%

(h) Registrar and Share Transfer Agents

Beetal Financial & Computer Services P. Ltd., at 3rd floor,99, Madangir, behind Local shopping Centre, Near Dada Harsukhdas Mandhir, N.Delhi-62., for physical and electronic transfer of company’s shares.

(i) Dematerialisation of shares as on 31.03.2014

The Equity shares of the company are compulsorily traded in dematerialized form with NSDL and CDSL

Particulars	No. of shares	%(in share capital)
NSDL	2662800	87.30
CDSL	nil	nil

(j) COMPLIANCE OFFICER

Neha Gupta, Company Secretary
213, Arunachal Building, 19, Barakhamba Road, New Delhi-110001

(k) Share Transfer System Registrar

The Company's shares are covered under the compulsory dematerialization list & are transferable through the depository system of both NSDL & CSDL. All requests for demat of shares are processed and confirmed to the depositories, NSDL & CDSL within 4 working days. Shares received for physical transfers are registered within a maximum period of two weeks from the date of receipt, if the documents are clear in all respects. The share transfer are approved by the share Transfer committee which meets as and when required.

(l) OUTSTANDING GDR’S/ADR’S/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

----Nil----

(m) Consolidation of folios and avoidance of multiple mailing

In order to enable the company to reduce costs and duplicity of efforts for investing servicing, members who may have more than one folio in their individual name or jointly with other persons mentioned in the same order, are requested to consolidate all similar holdings under one folio. This would also help in monitoring the folios more efficiently.

(n) CODE OF CONDUCT

The company has in place a code of conduct applicable to the board members as well as the senior management and that the same has been hosted on the company’s website. All the board members and the senior management personnel have affirmed compliance with Code of conduct as on 31st Mar,2014. The company’s Mg.Director’s Declaration to this effect forms part of this report.

(o) Code for Prevention of Insider Trading

The company has framed a Code of conduct for prevention of Insider Trading based on SEBI (Insider Trading) Regulations, 1992. This Code is applicable to

all the directors/officers/designated employees. The Code ensures the prevention of dealing in shares by persons having access to unpublished price sensitive information.

(p) Non-Mandatory Requirements

i) Chairman of the Board

The company maintains the office of the chairman at its registered office.

ii) Remuneration Committee

The board has duly constituted a remuneration committee which determines the remuneration for the directors.

iii) Shareholders' rights

The Quarterly results are published in the newspaper as mentioned elsewhere in the report.

(q) Address for correspondence

All correspondence should be addressed to: Kiran Goyal, Managing Director,

Corporate office at: 213, Arunachal, 19, Barakhamba Road, New Delhi-110001

DECLARATION UNDER CLAUSE 49 OF THE LISTING AGREEMENT

I, KIRAN GOYAL, Managing Director of the company, hereby declare that the Board of Directors has laid down a Code of Conduct for its Board members and senior management personnel of the company and the Board members and senior Management personnel have affirmed compliance with the said Code of Conduct.

Place: Gurgaon

For: Nam Securities Ltd.

Date: 1st Sep., 2014

Divya Goyal
Director

Kiran Goyal
M. Director

CEO/CFO CERTIFICATION

We, Kiran Goyal, Managing director and Divya Goyal, Director & CFO of Nam Securities Limited, to the best of our knowledge and belief, certify that:

- a) We have reviewed financial statements and cash flow statement for the year ended 31st March 2014 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or which will violate the Company's Code of Conduct.

We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of internal control systems of the

- c) Company and we have disclosed to the Auditors and the Audit Committee, the deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that there is:
- i. Significant change in internal control over financial reporting during the year,
 - ii. significant change in accounting polices during the year under review and
 - iii. Instances of any fraud we have become aware and involvement therein, if any, of the management or an employee having significant role.

Place: Gurgaon
Date: 1st sep.,2014

Kiran Goyal
Managing Director

Divya Goyal
Director & CFO

Auditors' Compliance Certificate on Corporate Governances

To the Members of Nam Securities Ltd.,

We have examined the compliance of conditions of corporate governance by Nam Securities Ltd. ("the Company") for the year ended on 31st March, 2014, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance(s) was received, nor pending during the financial year 2013-14, against the Company as per the record maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company

Place: Gurgaon
Date: 1st September,2014

For: SANJAY BRAHARUA & ASSOCIATES
CHARTERED ACCOUNTANTS
(Firm Regn. No. 07144N)

(Sanjay Kumar Gupta)
Partner (Mem.no.084290)

Independent Auditor's Report**To The Shareholders of Nam Securities Limited****Report on the Financial Statements**

We have audited the accompanying financial statements of M/s Nam Securities Limited, regd. Office:LGF,Plot no.410,Sector 31,Gurgaon-122021,which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th Setember,2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act,2013 and in accordance with the accounting principles generally accepted in India.This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view & are free from material mis-statement,whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the standards on auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend upon the auditor's judgement, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial statements in order to design auditor procedures that are appropriate in the circumstances, but for not the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014.
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure, a statement on the matters specified in para(s) 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of accounts as required by law have been kept by Company so far as appears from our examination of books.
 - c) The Balance sheet, Statement of Profit and Loss, & Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the Balance sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the applicable Accounting Standards notified under the Act, read with General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013;
 - e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, we report that none of the directors are disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

Place: Gurgaon

Date: 1st September 2014

**For SANJAY BRAHARUA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn. No.: 07144N**

**(Sanjay Kumar Gupta)
Partner (M.No.084290)**

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in Paragraph I under the Heading of "Report on Other Legal and Regulatory Requirements" of our report of even date

As required by the Companies (Auditors' report) Order, 2003 made by the central Government under section 227 (4A) of the Companies Act, 1956, we state that:

1. a. The Company has maintained proper records showing full particulars including quantities details and situation of fixed assets.
b. The fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
c. Fixed assets of a substantial part affecting going concern, have not been disposed off during the year.
2. a. The management has carried out physical verification of inventories at reasonable intervals.
b. The procedure of verification of inventory followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
c. The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
3. The company during the year has not granted nor taken any secured or unsecured loans to companies firms or other parties covered in the Register maintained under Section 310 of the Companies act, 1956.
4. In our opinion and according to the Explanation and Information given to us, there is an adequate internal control system commensurate with the size of the company and nature of its business for the purchase of inventory, fixed assets and for sale of goods and services and there is no continuing failure to correct major weaknesses in internal control System.
5. a. The particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 have been entered in the registered maintained under that section.
b. Transaction made in pursuance of such contracts or arrangements have been made at prices which are reasonable, having regard to the prevailing market prices at the relevant time.
6. The Company has not accepted any public deposits.
7. In our opinion the company has an internal audit system commensurate with its size and nature of its business.
8. The Central Govt has not prescribed maintenance of Cost Records U/s 209 (1(d)) of the Companies Act, 1956.
9. According to the records and on basis of information/explanation given by the company, there are no statutory dues outstanding as at 31st march, 2014 for a for a period of more than six months from the date they become payable.

10. Based on our Audit Procedures and on the basis of information and explanation given to us by the Management, we are of the opinion that the company has not defaulted in repayment of dues to banks.
11. In our opinion and on the basis information and explanation given to us by the Management, no loans and advances have been granted on the basis of security by way of pledge of shares, debentures & other securities and hence maintenance of adequate documents and records for such cases does not arise.
12. The Company has no Accumulated Losses as on March 31st 2014 and has not incurred cash losses during the financial year ended on that date and also in the immediately preceding financial year.
13. According to the information and explanation given to us by the Management, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
14. The company is not a Chit Fund, Nidhi or Mutual Benefit Society. Hence the requirement of items (xiii) of paragraph 4 of the Order is not applicable to the company.
15. In respect of dealing/trading in shares, securities, debentures and other investments, in our opinion and according to the information and explanations given to us, proper records have been maintained of the transactions and contracts and timely entries have been made therein. The shares, securities, debentures and other investments have been held by the Company, in its own name.
16. As per the information and explanations given to us, there is no term loan borrowed by the company during the year.
17. As per the information and explanations given to us, funds raised on short term basis have not been used for Long Term Investments.
18. On the basis of the information and explanation furnished by the company, no fraud on or by the Company has been noticed or reported during the year.
19. According to the information and explanations given to us, no preferential allotment of shares has been made by the company to companies, firms, or parties listed in the register maintained under section 301 of the Companies Act, 1956.
20. The company has not issued any debentures. Hence the requirement of clause (xix) of paragraph 4 of the Order is not applicable to the company.
21. During the period covered by our audit report, the company has not raised any money by public issue.

For SANJAY BRAHARUA & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn. No.: 07144N

Place: Gurgaon
Date: 1st September, 2014

(SANJAY KUMAR GUPTA)
Partner (M.No.084290)

Balance Sheet as at 31st March, 2014			
Particulars	Note No	As At 31.03.2014 Rs.	As At 31.03.2013 Rs.
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	30501000	30501000
(b) Reserves and Surplus	2	10861712	10251104
(2) Non-Current Liabilities			
(a) Deferred Tax Liabilities(Net)	3	372165	375165
(3) Current Liabilities			
(a) Trade payables	4(a)	3753468	799265
(b) Other Current Liabilities	4(b)	638070	226519
Total		46126415	42153053
II.ASSETS			
(1) Non-current assets			
(a) Fixed assets	5		
I Tangible Assets		3594236	3910992
II Intangible Assets		NIL	NIL
(b) Non-current investments	6	9925000	9925000
(2) Current assets			
(a) Inventories	7(a)	14113455	10827652
(b) Trade Receivables	7(b)	810132	700757
(c) Cash & Bank Balance	7(c)	13094141	13105533
(d) Other current Assets	7(d)	4589451	3683119
(3) Other misc. expenditure (to the extent not written off)	8	NIL	NIL
Total		46126415	42153053

See accompanying notes forming an integral part of the financial statements.

AS PER OUR REPORT ATTACHED
FOR: SANJAY BRAHARUA & ASSOCIATES
CHARTERED ACCOUNTANTS
(Firm Regn..No.07144N)

FOR AND ON BEHALF OF THE BOARD

(SANJAY KUMAR GUPTA)
PARTNER.(M.NO.84290)

DIVYA GOYAL
DIRECTOR

KIRAN GOYAL
MANAGING DIRECTOR

PLACE: Gurgaon

DATE: 1st September, 2014

Statement Of Profit and Loss for the year ended 31st March, 2014

Particulars	Note No	Current Year (2013-14)	Previous Year (2012-13)
I. Revenue from operations		4439843	4269456
II. Other Income-Div.		318754	291138
III. Total Revenue (I +II)		4758597	4560594
<i>IV. Expenses:</i>			
Employee benefit expense	9	1309467	1292387
Financial costs	10	20866	7872
Depreciation and amortization expense		814256	819927
Other expenses			
-Administration & other Expenses	11	1913862	1879927
Total Expenses		4058451	4000113
V. Profit before tax		700146	560481
VI. Tax expense:			
(1) Current tax		110000	100000
(2) Deferred tax		(3000)	3850
(3) taxes of Earlier years		(17462)	NIL
VII. Profit after tax (V-VI)		610608	456631
XIII. Earning per equity share:	12		
(1) Basic		0.20	0.15
(2) Diluted		0.20	0.15

See accompanying notes forming an integral part of the financial statements.

**AS PER OUR REPORT ATTACHED
FOR: SANJAY BRAHARUA & ASSOCIATES
CHARTERED ACCOUNTANTS
(Firm Regn..No.07144N)**

FOR AND ON BEHALF OF THE BOARD

**(SANJAY KUMAR GUPTA)
PARTNER.(M.NO.84290)**

**DIVYA GOYAL
DIRECTOR**

**KIRAN GOYAL
MANAGING DIRECTOR**

PLACE: Gurgaon

DATE: 1st September, 2014

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

	Current Year	Previous Year
	(Rs. In Lacs)	(Rs. in Lacs)
A) CASH FLOW FROM OPERATION ACTIVITIES:		
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS	7.00	5.60
DEPRECIATION	8.14	8.20
FOREIGN EXCHANGES	---	---
INVESTMENTS	---	---
INTEREST/DIVIDEND (NOT SEPARATELY CONSIDERED COMPANY BEING INVESTMENT COMPANY)	---	---
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	15.14	13.80
ADJUSTMENT FOR :		
TRADE AND OTHER RECEIVABLES	(23.27)	(31.95)
INVENTORIES	(32.85)	110.49
TRADE PAYABLE	33.63	(89.92)
CASH GENERATED FORM OPERATIONS	(7.35)	2.42
INTEREST PAID	---	---
DIRECT TAXES PAID	(0.90)	(1.04)
EXTRAORDINARY ITEMS (PREL. & PUBLIC ISSUE EXPS.)	--	00.69
EARLIER YEAR ADJUSTMENTS	---	---
NET CASH FROM OPERATING ACTIVITIES	(8.25)	2.07
B) CASH FLOW FROM INVESTMENTS ACTIVITIES		
PURCAHSE OF FIXED ASSETS	(4.98)	(6.36)
SALE OF FIXED ASSETS	---	---
ACQUISITION OF COMPANIES (AS PER ANNEXURE)	---	---
PURCHASE OF INVESTMENTS	---	---
SALE OF INVESTMENTS	---	---
INTEREST RECEIVED'	---	---
DIVIDEND RECEIVED	---	---
NET CASH USED IN INVESTING ACTIVITIES	(4.98)	(6.36)
C) CASH FLOW FROM FINANCINGACTIVITIES		
PROCEEDS FROM ISSUE OF SHARE CAPITAL	---	---
PROCEEDS FROM LONG TERM BORROWINGS	---	---
REPAYMENTS OF FINANCIAL LEASE LIABILITIES	---	---
DIVIDENDS PAID	---	---
NET CASH USED IN FINANCIAL ACTIVITIES	---	---
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS	(13.23)	(4.29)
CASH AND CASH EQUIVALENTS AS AT 01.04.2013 (OPENING BALANCE)	16.17	20.46
CASH AND CASH EQUIVALENTS AS AT 31.03.2014 (CLOSING BALANCE)	2.94	16.17

Note: Figures in brackets indicate cash outflow

This is the Cash Flow Statement referred to in our Report of even date.

AS PER OUR REPORT ATTACHED

FOR: SANJAY BRAHARUA & ASSOCIATES
CHARTERED ACCOUNTANTS
(Firm Regn..No.07144N)

FOR AND ON BEHALF OF THE BOARD

(SANJAY KUMAR GUPTA)
PARTNER.(M.NO.84290)

DIVYA GOYAL
DIRECTOR

KIRAN GOYAL
MANAGING DIRECTOR

PLACE: Gurgaon

DATE: 1st September, 2014

Notes forming part of the financial statements for the year ended 31.03.2014 the Act b)
 Note no.1 :SHARE CAPITAL

	2014		2013	
	No. of Shares	Amount Rs.	No. of Shares	Amount Rs.
<u>(a) Authorized share capital</u>				
Equity Share Capital of Rs. 10 Each	3250000	32500000	3250000	32500000
<u>(b) Issued, Subscribed and fully paid-up share capital</u>				
Equity share of Rs, 10 each fully paid-up	3050100	30501000	3050100	30501000

(c) Rights of shareholders

The company has only one class of equity shareholders. Each holder of equity shares is entitled to one vote per share.

(d) Reconciliation of the share outstanding at the end of the year

Equity share capital	2014		2013	
	No. of Shares	Amount Rs.	No. of Shares	Amount Rs.
At the beginning of the year	3050100	30501000	3050100	30501000
Add: sub-division of shares	NIL	NIL	NIL	NIL
Add: issue of bonus shares	NIL	NIL	NIL	NIL
At the end of the year	3050100	30501000	3050100	30501000

(e) Shareholders holding more than 5% shares in the company

NAME	2014		2013	
	No. of Shares	Amt.Rs.	No. of Shares	Amount Rs.
ASHWANI GOYAL	1221000	12210000	1221000	12210000
DIVYA GOYAL	222000	2220000	222000	2220000
DIVYANSHU GOYAL	395000	3950000	395000	3950000
ASHWANI GOYAL & SONS(HUF)	433000	4330000	433000	4330000

Note No. 2: Reserves and Surplus

	2014	2013
General reserves		
Opening balance	10000000	6500000
Add: during the year	Nil	3500000
Closing balance	10000000	10000000
Profit & Loss account-Opening balance	251104	3294473
Add: during the year	610608	456631
Total	861712	3751104
Less: Transferred to General Reserves	Nil	3500000
Closing balance	861712	251104
Total reserves & surplus	10861712	10251104

Note no. 3: Deferred Tax Liabilities

Net Deferred Tax Liability/ Asset is on account of:

Difference between Book & Tax WDV of depreciable Fixed Assets	2014	2013
As per last balance sheet:	375165	371315
Unabsorbed Deferred Tax	(3000)	3850
TOTAL	372165	375165

Note No. 4: Current liabilities

(a) Particulars	2014	2013
Trade payables	3753468	799265
Total	3753468	799265
(b) Particulars	2014	2013
Other Current Liabilities -Expenses Payable	638070	226519
Total	638070	226519

i) Current liabilities do not include any amount to be credited to Investor.

ii) No interest payments have been made during the year

Note No. 5: Fixed Assets

Description	Gross Block at cost				Depreciation				Net Block	
	01.04.13	Addition during the year	Deduction during the year	31.03.2014	1.4.2013	Addition during the year	Deduction during the year	31.03.2014	31.03.2014	31.03.2013
FURNITURE & FIXTURES	641010	Nil	--	641010	211180	32980	--	244160	396850	429830
OFFICE EQUIPMENT	988134	Nil	--	988134	740280	69861	--	810141	177993	247854
COMPUTER EQUIPMENT	5081566	497500	---	5579066	3717007	359089	---	4076096	1502970	1364559
VEHICLES	3708697	NIL	---	3708697	1839948	352326	---	2192274	1516423	1868749
TOTAL	10419407	497500	---	10916907	6508415	814256	---	7322671	3594236	3910992
PRE. YEAR	9783457	635950	---	10419407	5688488	819927	---	6508415	3910992	3189131

Note: There are no intangible assets accounted for in the balance sheet

Note No.6:Non-Current Investments

PARTICULARS	2014	2013
Deposit under Membership with Stock Exchanges	9925000	9925000
Total	9925000	9925000

Note No. 7: Current Assets

a) Inventories: Stock-in-trade	2014	2013
Shares&Debentures-Valued at Cost,(As valued,verified&certifiedby management)	14113455	10827652
Total	14113455	10827652
b)Trade Receivables (Unsecured,considered good)		
-Less than six months old	698983	617261
-more than six months old	111149	83496
Total	810132	700757
c) Cash & Bank balances		
i) Cash and Cash Equivalents		
Bank Balance-on Current account	248882	195938
-Cash on hand	45553	1421393
Total-i)	294435	1617331
ii)Other Bank Balances:		
-Balances with bank in fixed deposit		

(more than 3 months old) -Interest accrued on fixed deposits	11859319	11091347
	940387	
Total-ii)	----- 12799706	396855 -----
Grand Total-i) +ii)	----- 13094141	11488202 ----- 13105533
d) Other Current Assets		
Security Deposit & Misc. Advances	4589451	3683119
Total	----- 4589451 -----	----- 3683119 -----

Note No.8: Miscellaneous Expenditure

(To the extent not written off or adjusted))	2014	2013
Preliminary Expenses	NIL	69245
Less: written off during the year	NIL	69245
Total	NIL	NIL

Note No.9: Employee Benefit Expense

PARTICULARS	2014	2013
Salaries & allowances	901865	921935
Directors remuneration & reimbursement of expenses	360000	300000
Staff welfare	47602	70452
Total	1309467	1292387

Note no. 10: Financial Costs

PARTICULARS	2014	2013
Bank charges	20866	7872
Total	20866	7872

Note No. 11: Other Expenses-Administrative & Other expenses

PARTICULARS	2014	2013
Printing & stationery	27915	34197
Office expenses	39518	68676
Postage & courier	27100	25226
Conveyance	39952	64549
Telephone expenses	98234	117366
Listing Charges	561800	----
AGM expenses	51250	59500
Preliminary expenses written off	Nil	69245
Membership subscriptions	111975	168385
Vehicle expenses	83804	105230
VSAT & TXN charges	357366	564908
Rate, taxes & legal expenses	126875	101520
Audit fees	50000	50000
Newspaper & periodicals	10610	17725
Traveling expenses	14632	17080
Insurance	26124	37915
Software expenses	Nil	8989
Stock exchange & DP charges	16247	67043
NSDL fees	131901	126968
Electricity expenses	100732	131220
Repair & maintenance	37827	44185
Total	1913862	1879927

Note No. 12: Earning per Equity Share

The following table sets forth the computation of basic and diluted earnings per share:

	2014	2013
Net profit after tax:	Rs.610608	Rs. 456631
a) Weighted average number of equity shares	3050100	3050100
b) i) Nominal Value of shares(Rs.)	10	10
ii) Earnings per share-basic & diluted (Rs.)	0.20	0.15

There is no change in share capital during the year.

Note-13: Significant Accounting policies**i. Basis of Preparation of Financial Statements:**

The accompanying financial statements are consistently prepared under the historical cost convention, on the accrual basis of accounting and comply with the accounting standards as notified under the Companies Act, 1956, read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry

of the corporate affairs in respect of section 133 of the companies act,2013 and in accordance with the generally accepted accounting principles, the provisions of the Companies Act and regulations of RBI India to the extent applicable.

ii. Use of Estimates:

The preparation of the financial statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent assets and liabilities. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements. Any differences of actual results to such estimates are recognized in the period in which the results are known / materialized.

iii. Fixed Assets & Depreciation

Fixed Assets are stated at cost less accumulated depreciation thereon. The cost of fixed assets comprises purchase price and any attributable cost of bringing the asset to its working condition for its intended use. The Company provides pro-rata depreciation from the date on which asset is acquired/ put to use. In respect of assets sold, pro-rata depreciation is provided up to the date on which the asset is sold. On all assets, except as mentioned below, depreciation has been provided using the Straight Line method at the rates specified in Schedule XIV to the Companies Act, 1956.

- a) Assets costing R 5,000/- or less are fully depreciated in the year of purchase.
- b) Improvements to leased Assets are depreciated over the initial period of lease. Expenditure which are attributable to Construction of a project are included as part of the cost of the construction project during construction period and Included under capital work in progress which is allocated to the respective fixed assets on the completion of the Construction period.

iv. Borrowing Cost:

Interest and other costs in connection with the borrowing of the funds to the extent related/ attributed to the acquisition/ construction of qualifying fixed assets are capitalized up to the date when such assets are ready for its intended use and other borrowing costs are charged to Profit & Loss account.

v. Investments:

Investments are classified into long-term investments and current investments. Investments that are intended to be held for one year or more are classified as long-term investments and investments that are intended to be held for less than one year are classified as current investments. Long term investments are valued at cost. Provision for diminution in value of long term investments is made if in the opinion of management such a decline is other than temporary. Current investments are valued at cost or market/fair value, whichever is lower.

Units of Mutual Funds (Non - Exchange traded funds) are valued at cost or market value whichever is lower. Net asset value of units declared by mutual funds is considered as market value for non-exchange traded Mutual Funds.

vi. Revenue Recognition:

- a) Interest Income is recognized on the time proportionate basis starting from the date of disbursement of loan. In case of Non Performing Assets, interest income is recognized on receipt basis, as per NBFC Prudential norms. Dividend income is recognized when the right to receive payment is established.
- b) Income from investment in Private Equity Funds ("the fund"), is booked as and when the same is distributed by the Fund Return of capital contribution is reduced from the original cost of investment.
- c) Income from arbitrage and trading in securities and derivatives comprises profit/loss on sale of securities/currency held as stock-in-trade and profit/loss on related derivative instruments.
- d) Profit/loss on sale of securities is determined based on the Weighted Average cost of the securities sold.
- e) The company has designated the securities as financial assets at "fair value through Statement of Profit or loss". Such designations are considered by the Company to eliminate/significantly reduce measurement / recognition inconsistency that would otherwise arise. These instruments are measured at fair value and changes therein are recognised in the Statement of Profit or Loss.

vii. Stock In Trade:

- a) Shares are valued at cost price. Cost is considered on Weighted Average Basis.
- b) Units of Mutual Funds (Exchange traded funds) are valued at cost or market value whichever is lower.

viii. Retirement Benefits

None of the employees is covered under the provisions of the provident Fund, Family Pension Fund, or the Payment of Gratuity Act, during year

ix. Taxation:

Income-tax expense comprises current tax (i.e. amt. of tax for the period determined in accordance with I T Law), deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the period).

Current Tax: Provision for current tax is made on the basis of estimated taxable income for the accounting year in accordance with I.T Act, 1961.

Deferred taxation: The deferred tax charge or credit and the corresponding deferred tax liabilities and assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is

reasonable certainty that the asset can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realisation of the assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonable/virtually certain to be realised.

Minimum Alternate Tax : In case the company is liable to pay income tax u/s 115 JB of the Income Tax Act, 1961, the amount of tax paid in excess of normal income tax is recognized as asset (MAT credit Entitlement) only if there is convincing evidence for realization of such asset during the specified period. MAT credit entitlement is reviewed at each Balance Sheet date.

x. Provisions and Contingencies:

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, the asset and related income are recognized in the period in which the change occurs.

xi. Impairment of Assets:

The company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit which the asset belongs to, is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

Sr.	Name	2014	2013	Description
i)	Nikiya Exports P. Ltd	9.30	440	Dealing in shares
ii)	Nam Credit & Investment Consultants Ltd	13.99	92.82	Dealing in shares
iv)	Divya Goyal	3.60	3.00	Directors' remuneration

(e)Description of relationship between the parties

Presumption of significance influence

Note no. 15: Auditors Remuneration

Auditors remuneration comprises of fees to statutory auditors Rs.30000 (previous year: Rs.30000), & for services & expenses reimbursement:Rs.20000 (previous year: Rs.20000)

Note no.16.Foreign Currency Transactions

There is no foreign currency transaction made by the company during the current and the previous year.

	2013-14	2012-13
i) Expenditure in foreign Currency	NIL	NIL
ii) CIF Value of Imports	NIL	NIL

Note No.17:

The company is principally engaged in a single business segment viz: Broking & Trading in Shares, Mutual Funds & Depository services. Accordingly there are no separate reportable segments as per accounting standard 17 on "Segment reporting"

Note no.18:The figures have been rounded off to the nearest rupee. The previous' years figures have been re-grouped, re-arranged, re-classified wherever necessary to facilitate comparison with the current years' figures.

Signatories to Notes 1 to 18 forming an integral part of the financial statements

AS PER OUR REPORT ATTACHED
FOR: SANJAY BRAHARUA & ASSOCIATES
CHARTERED ACCOUNTANTS
(Firm Regn..No.07144N)

FOR AND ON BEHALF OF THE BOARD

(SANJAY KUMAR GUPTA)
PARTNER.(M.NO.84290)

DIVYA GOYAL
DIRECTOR

KIRAN GOYAL
MANAGING DIRECTOR

PLACE: Gurgaon
DATE: 1st September, 2014