NDA SECURITIES LIMITED

Member
National Stock Exchange of India Limited
Bombay Stock Exchange Limited
National Securities Depository Limited

NDA
WE MAKE INVESTMENT EASIER

CIN : L74899DL1992PLC050366

Date: 20.02.2026

To
The Manager – Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001

Scrip Code:

Subject: Intimation of 2nd Extraordinary General Meeting of the Company under Regulation 30 of SEBI (LODR) Regulations, 2015

Dear Sir / Madam,

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the 2nd Extraordinary General Meeting ("EGM") of the Members of **NDA Securities Ltd** will be held on **Monday, 16th March, 2026**, through **Video Conferencing (VC) / Other Audio-Visual Means (OAVM)**, in compliance with the applicable provisions of the Companies Act, 2013 and relevant circulars issued by the Ministry of Corporate Affairs and SEBI.

The members of the Company shall consider and approve, inter alia:

- **Issue of Equity Shares and/or other eligible securities on a preferential basis**, in accordance with the provisions of the Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, subject to statutory and regulatory approvals.

The Notice convening the said EGM along with the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed herewith.

Kindly take the above information on record.

Thanking You,

For **NDA Securities Ltd**

SHALINI CHAUHAN
Digitally signed by SHALINI CHAUHAN
Date: 2026.02.20 19:04:25 +05'30'

Shalini Chauhan
Company Secretary
M.No. 71998.

Registered & Corporate Office
307, 3rd Floor, D-Mall, Netaji Subhash Place, Pitampura, New Delhi - 110034
011-46204000 (30 Lines)
info@ndaindia.com www.ndaindia.com

Mumbai Office
40, 3rd Floor, Prospects Chamber Annexe, Dr. D. N. Road, Fort, Mumbai - 400001
(022) 22834099, 22842694, 22851387
+91-9322294954 Fax : (022) 22837301

NOTICE OF THE 2ND EXTRA ORDINARY GENERAL MEETING ("EGM") OF THE FY (2025-26)

NOTICE IS HEREBY GIVEN THAT THE 2ND EXTRA-ORDINARY GENERAL MEETING ("EGM") OF THE FY 2025-26 OF THE SHAREHOLDERS OF "NDA SECURITIES LIMITED" (THE "COMPANY") WILL BE HELD ON MONDAY, 16TH MARCH, 2026 AT 04:00 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESSES:

Item No. 1. ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE PROMOTER, PROMOTER GROUP AND NON-PROMOTER CATEGORY

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 applicable provisions of Sections 23, 42, 62 and other provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force) (hereinafter referred to as the "Companies Act"), Chapter V and the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, modifications or re-enactments thereof for the time being in force) ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) ("SEBI Listing Regulations"), and in accordance with provisions of the Memorandum and Articles of Association of the Company, as amended, and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), or any other statutory or regulatory authority, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities, the consent of the members be and is hereby accorded to create, offer, issue and allot up to 1,75,00,000 (One Crore Seventy Five Lakhs) fully paid-up equity shares of face value of Rs. 10/- (Ten Rupees) each at a price of Rs. 36.60/- (Thirty Six Rupees and Sixty Paise) per equity share, aggregating to Rs. 64,05,00,000/- (Rupees Sixty Four Crore Five Lakhs Only) ("Subscription Shares") on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations, to the "Proposed Allottees", who belongs to the promoter(s) and Promoter Group and also non- Promoter category of the Company by way of preferential issue, the detailed particulars of the Proposed Allottees is set out below, in accordance with applicable law:

Sr. No.	Names of the Proposed Allottees	Details of the Proposed Allottees	No. of equity shares proposed to be issued and allotment
1	Mr. RAM GOPAL JINDAL	Promoter	4,00,000
2	TITANIUM HOLDINGS INDIA PRIVATE LIMITED	Promoter Group	55,00,000
3	BIR FOODS & RESTAURANTS PRIVATE LIMITED	Promoter Group	55,00,000
4	REGENCI WEALTH MANAGEMENT & ADVISORY PRIVATE LIMITED	Non- Promoter	17,00,000
5	OSGOOD TIE-UP PRIVATE LIMITED	Non- Promoter	17,00,000
6	NEVIGATING MERCHANTS PRIVATE LIMITED	Non- Promoter	10,00,000
7	BLACKBURG ASSET MANAGEMENT PRIVATE LIMITED	Non- Promoter	17,00,000
	TOTAL	**Non- Promoter**	**1,75,00,000**

RESOLVED FURTHER THAT the Subscription Shares being offered, to be issued and allotted to the Proposed Allottees by way of a preferential allotment shall inter-alia be subject to the following:

- The Subscription Shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within the timeline prescribed under Regulation 170 of the SEBI (ICDR) Regulations.
- The "**Relevant Date**" as per the SEBI ICDR Regulations, for determination of floor price of the Subscription Shares shall be 16.02.2026, being the date 30 (thirty) days prior to the date of this meeting on which this special resolution is being passed;
- The Subscription Shares shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations;
- No partly paid-up equity shares shall be issued/ allotted;
- Allotment of equity shares shall only be made in dematerialized form;
- The Subscription Shares so offered, issued and allotted will be listed on the STOCK EXCHANGE Limited, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- The Subscription Shares allotted to the Proposed Allottees shall rank pari passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting rights);
- The Proposed Allottees shall be required to bring in 100% of the consideration for the Subscription Shares on or before the date of allotment hereof.

Without prejudice to the generality of the above, the issue of the Subscription Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT any of the directors of the company be and are hereby authorized to sign and circulate the letter of offer in Form PAS-4 along with the application form the "Proposed Allottees".

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution."

Item No. 2. APPROVAL FOR INCREASE IN BORROWING LIMITS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

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

RESOLVED THAT, In accordance with Section 180(1)(c) of the Companies Act, 2013, the members of the Company be and is hereby **authorized the board to borrow moneys, from time to time, up to an aggregate limit of ₹5,00,00,00,000 (Rupees Five Hundred Crores only)**, notwithstanding that to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital, free reserves and securities premium, (apart from temporary loans obtained from the company's bankers in the ordinary course of business).

RESOLVED FURTHER THAT Members of the company be and are hereby authorised the Board of the Company to:

- Determine the terms and conditions of such borrowings, including rate of interest, tenure, security, and repayment schedule;
- Execute all such deeds, agreements, undertakings, and documents as may be necessary in connection with such borrowings; and
- Do all such acts, deeds, and things as may be necessary, proper, or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any of the director /**Company Secretary** of the Company be and is hereby authorized to take all necessary steps to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and other regulatory authorities, as may be required.

For NDA Securities Limited

Kajal Goel Digitally signed by Kajal Goel Date: 2026.02.20 16:34:26 +05'30'

Kajal Goel
Managing Director
DIN: 10634514

RAM GOPAL JINDAL Digitally signed by RAMGOPAL JINDAL Date: 2026.02.20 16:33:59 +05'30'

Ram Gopal Jindal
Director
DIN: 06583160

Date: 18.02.2026
Place: New Delhi

NOTES:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.

2. The 2nd Extra-Ordinary General Meeting ("EGM") will be held Monday , 16th March, 2026 at 04:00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), in compliance with the applicable provisions of the Companies Act, 2013 read with Ministry of Corporate Affairs' ("MCA") General Circular no. 14/2020 dated 8th April, 2020, MCA General Circular no. 17/2020 dated 13th April, 2020, MCA General Circular No. 20/2020 dated 5th May, 2020, MCA General Circular No. 22/2020 dated 15th June, 2020, MCA General Circular No. 02/2021 dated 13th January, 2021 and Circular No. 02/2022 dated 5th May, 2022 and SEBI Circulars dated 12th May, 2021 and 15th January, 2021, Circular No. 02/2022 dated 5th May, 2022 and 10/2022 dated 28th December, 2022 and in compliance with the provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The deemed venue for this EGM shall be the Registered Office of the Company.

3. The Company is sending this Notice to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories and the Company's Registrars and Transfer Agent ("RTA") as on Friday, 13th February, 2026 . The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Monday, 9th March, 2026.

4. Members whose e-mail addresses are registered with the Company/ RTA/ Depositories will receive the notice of 2nd Extra-Ordinary General Meeting ("EGM") in electronic form.

5. Only those Members whose names are appearing in the Register of Members/ List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.

6. Since this 2nd EGM is being held through VC/OAVM pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. ***Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.*** The Members can join the 2nd Extra-Ordinary General Meeting ("EGM") in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Extra-Ordinary General Meeting through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Extra-Ordinary General Meeting without restriction on account of first come first served basis.

7. The attendance of the Members attending the Extra-Ordinary General Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote E-voting to its Members in respect of the business to be transacted at the Extra-Ordinary General Meeting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote E-voting system as well as venue voting on the date of the Extra-Ordinary General Meeting will be provided by NSDL.

8. In line with the Ministry of Corporate Affairs ("MCA") Circular No. 17/2020 dated April 13, 2020, the Notice calling the Extra-Ordinary General Meeting has been uploaded on the website of the Company at www.ndaindia.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited ("BSE") at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote E-voting facility) i.e. www.evoting.nsdl.com

9. M/S. C. PRASAD & CO. (M.NO.71905 and COP: 27459), 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.

10. The Scrutinizer will submit his consolidated report to the Chairperson, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting will be announced by the Chairperson or any other person authorized by him. The Scrutinizer's decision on the validity of votes cast will be final.

11. The Results declared along with the Scrutinizer's Report shall be communicated to the Stock Exchange, where the equity shares of the Company are listed on BSE and be made available on its website viz. www.bseindia.com.

12. During the 2nd EGM of the FY 2025-26, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 2nd EGM of the FY 2025-26, formally propose to the Members participating through VC/ OAVM Facility to vote on the resolutions as set out in the Notice of the EGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/ OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 2nd EGM of the FY 2025-26.

13. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 5 (five) days prior to meeting mentioning their name, demat account number/ folio number, email ID, mobile number at Company email: legal@ndaindia.com. The Shareholders who do not wish to speak during the AGM but have queries, may send their queries in advance 5 (five) days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at legal@ndaindia.com. These queries will be replied to by the Company suitable by email.

14. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

15. General instructions for accessing and participating in the 2nd EGM through VC/ OVAM facility and voting through electronic means including remote e-voting:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 13th March, 2026 at 09:00 A.M. and ends on 15th March, 2026 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. 9th March, 2026 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 9th March, 2026.

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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 2. 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.jsp 3. 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. 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. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 user 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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. 1800-21-09911

B) Login Method for e-Voting 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 user 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.

<u>Step 2: Cast your vote electronically on NSDL e-Voting system.</u>

<u>How to cast your vote electronically on NSDL e-Voting system?</u>

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 is in active status.

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 cscp211121@gmail.com 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 Mr. Nitin 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.

<u>**ANNEXURE TO THE NOTICE**</u>

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

This Explanatory Statement sets out all material facts relating to the Special Business to be transacted at the Extra-Ordinary General Meeting ("EGM") of the Members of NDA Securities Limited (the "Company") scheduled on Monday, 16th March, 2026, through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

The Board of Directors of the Company recommends the passing of the resolutions set out in Item Nos. 1 to 2 of the accompanying Notice.

Item No. 1 – ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO PROMOTER, PROMOTER GROUP AND NON-PROMOTER CATEGORY

Background:

The board of directors of the company (" Board") as its meeting held on 18th February 2026 approved the issuance of up to 1,75,00,000 (One Crore Seventy Five Lakhs) equity shares of face value Rs. 10/- each at a price of Rs. 36.60 per equity share ("Subscription Shares") in order to meet the funding requirements for the Company's growth and expansion plans.

The board also approved the list of proposed allottees who have expressed their commitment to subscribe under the preferential issue. Theses individuals/ entities have confirmed their eligibility in accordance with the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the " ICDR Regulations, 2018").

The requisite disclosure as required to be given under the aforesaid rules and regulation are as under :

- **Objects of the Issue/ Rationale:**
    - **To strengthen the capital base of the NDA Group, comprising its wholly owned subsidiaries, namely NDA Capital Advisors Private Limited (formerly known as NDA Commodity Brokers Private Limited), NDA Research and Technologies Private Limited, and Alternative Securities Marketplace Limited;**
    - **To meet and maintain the working capital requirements of the NDA Group; and**
    - **For general corporate purposes.**

- **The total number of securities, kind of securities and price at which security is being offered :** Issuance of 1,75,00,000 equity shares of the company having face value of Rs. 10/- at an issue proce of Rs. 36.60/- per equity shares aggregating of Rs. 64,05,00,000/- (Rupees Sixty Four Crores and Five Lakhs).

  Proposed Allottees:

Sr. No	Name	Category	No. of Shares
1	MR. RAM GOPAL JINDAL	Promoter	4,00,000
2	TITANIUM HOLDINGS INDIA PRIVATE LIMITED	Promoter Group	55,00,000
3	BIR FOODS & RESTAURANTS PRIVATE LIMITED	Promoter Group	55,00,000
4	REGENCI WEALTH MANAGEMENT & ADVISORY PRIVATE LIMITED	Non-Promoter	17,00,000
5	OSGOOD TIE-UP PRIVATE LIMITED	Non-Promoter	17,00,000
6	NAVIGATING MERCHANTS PRIVATE LIMITED	Non-Promoter	10,00,000
7	BLACKBURG ASSET MANAGEMENT PRIVATE LIMITED	Non-Promoter	17,00,000
Total			**1,75,00,000**

- **Relevant Date:** 16th February, 2026 (30 days prior to EGM)
- **Lock-in:** As per SEBI ICDR Regulations.
- **Mode of Allotment:** Fully paid-up, in dematerialized form only.
- **Ranking:** Pari-passu with existing equity shares.
- **Time within which allotment shall be completed (15 days if approval pending) :** The allotment shall be completed within a period of 15 days from the date of passing of the Special Resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).
- **Undertaking that shares shall be listed: :** The shares be list on BSE limited and shall be Pari-passu with existing equity shares.

Confirmation that allottee not barred by SEBI: Theses individuals/ entities have confirmed their eligibility in accordance with the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the " ICDR Regulations, 2018") and not barred by SEBI.

The justification for the allotment proposed to be made for consideration other than cash together with Valuation Report of Registered Valuer: Not applicable

Name and address of monitoring agency: Not Applicable

Basis on which the minimum price (including the premium, if any) has been arrived at:

Since the Equity shares of the company are frequently traded shares on BSE limited, the price shall be in accordance with the provisions of ICDR regulation, 2018 and valuation report.

Regulation 164 of the ICDR Regulation 2018: Where the equity shares of the issuer have been listed on a recognised stock exchange for a period of ninety trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall not be less than higher of the following:

(a) the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or

(b) the 10 trading days' volume weighted average price of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Name and Address of the valuer who performed valuation as mentioned above: Mr. Manish Manwani, Registered Valuer (Securities or Financial Assets), IBBI Registration No.: IBBI/RV/03/2021/14113, Off: - Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector-49, Gurugram, Haryana-122018

Interest of Directors / Key Managerial Personnel:

- The Promoter and Promoter Group entities may be deemed to be interested in this resolution.
- Mr. Gaurav Jindal and Ms. Kajal Goel is concerned or interested in this resolution.
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Identity of the natural person who are the ultimate benficial owners of the shares proposed to be allotted/ proposed allottees: Annexed as Annexure I to this explanatory statement.

Shareholding pattern of the company before and after the preferential issue: Annexed as Annexure II to this explanatory statement.

The Change in control, if any, in the company that would occur consequent to the preferential offer: The proposed Preferential Issue will not result in any change in the control of the Company.

Intent of the Promoters, Directors, Key Managerial Personnel of the Company to subscribe to the Preferential Issue: The Proposed Allottees includes Promoter and entity belonging to the promoter group as well.

Board Recommendation:
The Board recommends passing the Special Resolution as set out in Item No. 2 of the Notice for approval by the Members.

ITEM NO. 2 – APPROVAL FOR INCREASE IN BORROWING LIMITS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

Background:
Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company requires prior approval of shareholders by way of a Special Resolution to borrow moneys exceeding the paid-up share capital and free reserves of the Company.

Details:

- The Board proposes to borrow funds up to an aggregate limit of ₹5,00,00,00,000 (Rupees Five hundred Crores only) from banks, financial institutions, or other lenders to meet the working capital requirements, business expansion, and general corporate purposes.
- The Board is authorized to determine terms, interest rates, security, and repayment schedule.

Interest of Directors / Key Managerial Personnel:
None of the Directors or Key Managerial Personnel of the Company is concerned or interested in this resolution, except to the extent of their shareholding, if any.

Rationale:

- Enhances financial flexibility and ensures availability of funds for operations and growth.
- Compliance with the provisions of Section 180(1)(c) of the Companies Act, 2013.

Board Recommendation:
The Board recommends passing the Special Resolution as set out in Item No. 3 of the Notice for approval by the Members

Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 read with Section 62 of the Companies Act, 2013, a preferential offer requires specific material disclosures to be included in the explanatory statement to the notice for the 2nd EGM of FY 25-26.

<u>Annexure I for Item No. 1:</u>

Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	No. of securities to be allotted	Allottee is: *QIB/ Non QIB	Post issue % of capital that allottee will hold on fully diluted basis
MR. RAM GOPAL JINDAL	Promoter	MR. RAM GOPAL JINDAL	4,00,000	Non QIB	14.03
TITANIUM HOLDINGS INDIA PRIVATE LIMITED	Promoter Group	Mr. Gaurav Jindal and Mr. Ankit Gupta	55,00,000	Non QIB	23.46
BIR FOODS & RESTAURANTS PRIVATE LIMITED	Promoter Group	Mr. Gaurav Jindal, Mr. Ram Gopal Jindal Ms. Madhu Jindal	55,00,000	Non QIB	23.46
REGENCI WEALTH MANAGEMENT & ADVISORY PRIVATE LIMITED	Non-Promoter	Mr. Gaurav Agarwal and Ms. Pooja Agarwal	17,00,000	Non QIB	7.25
OSGOOD TIE-UP PRIVATE LIMITED	Non-Promoter	Mr. Shymal Rajan Dam, Mr. Yogeshwari Deal Trade LLP and Binay Kumar Jaiswal.	17,00,000	Non QIB	7.25
NAVIGATING MERCHANTS PRIVATE LIMITED	Non-Promoter	Ms. Rita Devi Jaiswal, Dalia Bose and Mr. Pradip Jhanpri	10,00,000	Non QIB	4.26
BLACKBURG ASSET MANAGEMENT PRIVATE LIMITED	Non-Promoter	Mr. Sachin Thakur and Mr. Sanjay Thakur	17,00,000	Non QIB	7.25

Annexure II for Item No. 1:

Pre Issue SHP			Post Issue SHP		
Promoter and Promoter Group:	**holding**	**%**	**Promoter and Promoter Group:**	**holding**	**%**
Ram Gopal Jindal	2888764	48.56	**Ram Gopal Jindal**	3288764	14.03
Gaurav Jindal	610250	10.26	Gaurav Jindal	610250	2.60
			Titanium Holdings India Private Limited	55,00,000	23.46
			Bir Foods & Restaurants Private Limited	55,00,000	23.46
Total Promoter and Promoter Group	**3499014**	**58.82**		**14899014**	63.54
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Public holding	2449350	41.18	other public holding	2449350	10.45
			Regenci Wealth Management & Advisory Private Limited	1700000	7.25
			Osgood Tie-Up Private Limited	1700000	7.25
			Navigating Merchants Private Limited	1700000	7.25
			Blackburg Asset Management Private Limited	1000000	4.26
Total Public holding	**2449350**	41.18	**Total Public holding**	**8549350**	36.46
Total Holding	**5948364**	100.00	**Total Holding**	**23448364**	100.00