

# CONTINENTAL SECURITIES LIMITED

**28<sup>th</sup>**

**Annual Report 2017-18**

Registered Office: 301, Metro Plaza ,Gopalbari , Jaipur-302001  
CIN NO L67120RJ1990PLC005371

**BOARD OF DIRECTORS**

Shri. M.L. Khandelwal (Chairman)

Shri. Rajesh Khuteta (Managing Director)

Shri. Suresh Kumar Gupta (Independent Director)

Shri .Vishnu Dusad (Independent Director)

Smt. Ruchi Gupta (Independent Director)

**COMPANY SECRETARY**

J.C. Kedawat

**CHIEF FINANCIAL OFFICER**

Hemant Gupta

**Auditors:**

M/S B. L. Dusad & Company, Jaipur  
(Chartered Accountants)

**Bankers :**

State Bank of India  
Bank of Baroda

**Registered & Corporate Office**

301, Metro Plaza, Gopalbari, Jaipur (Raj.)  
Phone No: 0141-2377301

**Registrar & Share Transfer Agent:**

Beetal Financial & Computer Service Pvt. Ltd.  
Beetal House 3rd Floor, 99, Madangir,  
Behind Local Shopping Centre,  
Near Dada Harsukhdas Mandir, New Delhi

**Company Website:**

[www.continentalsecuritiesltd.com](http://www.continentalsecuritiesltd.com)

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## NOTICE

NOTICE is hereby given that 28th Annual General Meeting of the Member of CONTINENTAL SECURITIES LIMITED Will be held on Tuesday , 25th September, 2018 at 2:00 P.M at Registered office of the company 301, METRO PLAZA, PARIVAHAN MARG JAIPUR, RAJASTHAN to transact the following business:-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2018, together with the Board's Report and Auditors Report thereon of the Companies Act, 2013
2. To appoint Director in place of Shri M.L. Khandelwal (DIN- 00414717) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s Gopal Sharma & Co., Jaipur as Statutory Auditor and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Pursuant to the provisions of Section 139 of the Companies Act ,2013 Rule 3 of the Companies (Audit and Auditors ) Rules , 2014 M/s Gopal Sharma & Co., Chartered Accountants , (Firm Registration No. 002803C) , who are eligible to be appointed as Statutory Auditors of the Company and who have given their consent to act as Statutory Auditor of the Company, be and hereby are appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting of the Company held for the Financial Year ending on 31st March ,2018 until the conclusion of annual general meeting of the Company to be held for the financial year ending on 31st March, 2023 ( subject to ratification of their appointment of in an every annual general meeting.

Resolved further that Board of Directors of the Company be and is hereby authorized to fix the remuneration payable to M/s Gopal Sharma & Co., Chartered Accountants , (Firm Registration No. 002803C) Statutory Auditors of the Company for financial year ending 31st March , 2019.

### SPECIAL BUSINESS:

4. To fix minimum fee for serving various documents on the members of the company and in this regard ,to consider and if thought fit, to pass ,with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:



**RESOLVED THAT** pursuant to section 20 and other applicable provisions, if any, of the Companies act 2013 read with the rules made there under (including any statutory modification (s) or re-enactments(s) thereof, for the time being in force), the company may serve documents on its members under the act by post or by speed post or by courier or such electronic or other mode as may be prescribed, depending on event and circumstance of each case from time to time.

**RESOLVED FURTHER THAT** the board of directors of the company or its duly constituted committee be and is hereby authorized to decide, in respect of any advance request for sending documents in a particular mode of delivery by any member provided at least one week in advance of the dispatch of the documents by the company along with requisite fee duly received by the company and that no such request shall be entertained by the company post-dispatch of such documents by the company to the member, the charges payable for such delivery, as prescribed below for each mode of dispatch.

Sl.No.	Mode of Dispatch	Minimum rate per document at the minimum slab of the weight of the document in each category in Rs.	
		Within india	International
1.	Ordinary Post	10	1.2 times of the actual charges in each case
2.	Registered post	50	
3.	SpeedPost	50	
4.	Courier	50	
5.	Electronic mail(email)	10	20

**RESOLVED FURTHER THAT** the Board of Directors of the company or its duly constituted committee be and is hereby authorized to amend or alter such charges from time to time either keeping in view the change of charges as applicable to that mode or in any situation so warrants and to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

5. To re-appoint Shri Suresh Kumar Gupta as an Independent Director and in this regard, pass the following resolution as an Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Suresh Kumar Gupta (DIN: 00217474), who was appointed as an Independent Director and who holds office of Independent Director up to the date of 3rd December 2018 and being eligible, and in respect



of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the Board of the Company With effect from 4th December 2018 ."

6. To re-appoint Shri Vishnu Dusad as an Independent Director and in this regard, pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Vishnu Dusad (DIN: 03041606), who was appointed as an Independent Director and who holds office of Independent Director up to the date of 28th March 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the Board of the Company With effect from 29th March 2019."

7. To re-appoint Mrs. Ruchi Gupta as an Independent Director and in this regard, pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Ruchi Gupta (DIN: 06827155), who was appointed as an Independent Director and who holds office of Independent Director up to the date of 28th March 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the Board of the Company. With effect from 29th March 2019 "

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**

### **ITEM 4:**

Section 20 of the Companies Act , 2013 which deals with service of documents , inter -alia , enables the company to dispatch any document to a member as per his preferred mode on receipt of specific request subject to deposit of such fee as determined by the members in the Annual General Meeting . Accordingly, consent of the members is sought for passing a resolution authorizing the board of directors to decide the fees payable as set out at item no. 4 of the notice on dispatch of document as per the choice of mode selected by any member of the Company.

The board recommends the resolution for approval of the members in the best interest of the company. The rate indicated in the resolution is minimum rate per document at the minimum slab of the weight in the respective category of each mode of dispatch as mentioned there at.

### **ITEM 5:**

Mr. Suresh Kumar Gupta was appointed as an Independent Director of the company by the board of directors as on 04.12.2013 and his term is expiring on 4th December, 2018 and the Board on recommendation by Nomination and Remuneration committee hereby propose his re-appointment for a second term of 5 years W.E.F FOURTH December , 2018 and the term is not liable for retirement by rotation

Mr. Suresh Kumar Gupta has submitted a declaration to the company to the effect that he meets the criteria of Independence as provided under sec 149(6) of the act.

Mr. Suresh Kumar gupta is not disqualified from being appointed as a director in terms of sec 164 of the act and given his consent to act as a director.

He shall continue to hold office as independent director of the company after approval of members accorded by passing special resolution as proposed in accompanying notice.

None of the Directors except Shri Suresh Kumar Gupta, Key Managerial Personnel of the Company or their relatives or any other officials of the Company is, in any way, financially or otherwise, concerned or interested in the resolution.

### **ITEM 6:**

Mr. Vishnu Dusad was appointed as an Independent Director of the company by the board of directors as on 29.03.2014 and his term is expiring on 29.03.2019 and the Board on



recommendation by Nomination and Remuneration committee hereby propose his appointment for a second term of 5 years and the term is not liable for retirement by rotation

Mr. Vishnu Dusad has submitted a declaration to the company to the effect that he meets the criteria of Independence as provided under sec 149(6) of the act.

Mr. Vishnu dusad is not disqualified from being appointed as a director in terms of sec 164 of the act and given his consent to act as a director.

He shall continue to hold office as independent director of the company after approval of members accorded by passing special resolution as proposed in accompanying notice.

None of the Directors except Shri Vishnu Dusad, Key Managerial Personnel of the Company or their relatives or any other officials of the Company is, in any way, financially or otherwise, concerned or interested in the resolution.

#### **ITEM 7:**

Mrs. Ruchi Gupta was appointed as an Independent Director of the company by the board of directors as on 29.03.2014 and her term is expiring on 29.03.2019 and the Board on recommendation by Nomination and Remuneration committee hereby propose her appointment for a second term of 5 years and the term is not liable for retirement by rotation

Mrs. Ruchi Gupta has submitted a declaration to the company to the effect that she meets the criteria of Independence as provided under sec 149(6) of the act.

Mrs. Ruchi Gupta is not disqualified from being appointed as a director in terms of sec 164 of the act and given her consent to act as a director.

She shall continue to hold office as independent director of the company after approval of members accorded by passing special resolution as proposed in accompanying notice.

None of the Directors except Mrs. Ruchi Gupta, Key Managerial Personnel of the Company or their relatives or any other officials of the Company is, in any way, financially or otherwise, concerned or interested in the resolution.

For and on behalf of the Board of Directors

PLACE: JAIPUR

DATE: 30th August, 2018

**J.C.Kedawat**  
Company Secretary



**NOTES**

1. Additional Information required pursuant to Regulation 36(3) of the SEBI(Listing and disclosure Requirements) Regulation,2015 with regards to director seeking re-appointment at the Annual General Meeting is annexed here to.
2. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total value of share capital of the Company carrying voting rights. A member holding more than ten percent 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.
3. The instrument appointing proxy must reach the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.
4. Corporate members intending to send their authorized representative to attend the meeting pursuant to Section 113 of Companies Act, 2013 are requested to send to the company a certified copy of the relevant Board resolution together with the specimen signature of their authorized representatives to attend and vote on their behalf at the meeting .
5. The Register of the members and share transfer books of the Company will remain closed from 19th September, 2018 to 25th September, 2018 (both days inclusive).
6. The Members holding shares in physical form are requested to intimate quoting their Folio Number and the change of address immediately to M/s Beetal Financial Services and Computers Pvt. Ltd (the registrar and transfer Agent) Beetal House,3rd Floor, 99 Madangir, Behind LSC, New Delhi 110062.
7. The shareholders holding shares in demat form and have not registered their e-mail IDs with their Depository Participant are requested to register their e-mail address, to enable the Company to use the same for serving documents electronically. Shareholders holding shares in physical form shall provide their e-mail address to RTA .
8. Pursuant to Section 72 of Companies Act,2013 , shareholders holding shares in physical form may file nomination in form SH-13 with the Registrar & share transfer agents of the Company .In respect of shares held in electronic /demat form the nomination form may be filed with respective depository participant .
9. Members desirous of obtaining any information required concerning the accounts of the company and any other information are requested to address their queries to the Company at least seven days in advance of the date of meeting.
10. The Securities and exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to depository participants with whom they maintain their accounts. Members holding shares in physical form have to submit their PAN number and AADHAAR Card Copy to Registrar and Share Transfer Agents of the Company .
11. Members may note that the notice of the Annual General meeting and Annual Report for the year 2017-18 will also be available on the Company website [www.continentalsecuritiesltd.com](http://www.continentalsecuritiesltd.com) for their download .The physical copies of the aforesaid documents will also be available for inspection at Registered office of the company for inspection during normal business hours on working days .Even after registering for e -



communication ,members are entitled to receive copy of above documents in physical form , upon making a request for the same at free of cost .

12. In accordance with rule 20 of the Companies (Management and Administration) amendment Rules 2015, the Company has fixed 18th September, 2018 as the cutoff date to determine the eligibility to vote by electronic means or in the general meeting. A person whose name is recorded in register of members or in the register of beneficiary owners maintained by depositories as on the cutoff date, i.e 18th September 2018 shall be entitled to avail facility of e-voting as well as voting at the general meeting.

### 13. VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013, the Company is pleased to provide members facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means

The members whose names appear in register of members as on cut-off date i.e. 18th September, 2018 will be entitled for E-Voting. The remote e- voting period will commence at 9.00 A.M. on **22nd September, 2018 and will end at 5.00 P.M. on 24th September, 2018**. The members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through Postal ballot paper. The Ballot Paper will be made available to the members at AGM. The members who had casted their vote through E-Voting shall not be entitled to vote at Annual General Meeting . However such members may attend Annual General Meeting. The company has appointed Shri Ajay Khandelwal, a partner of M/S Ajay Khandelwal & Associates, Chartered Accountants, A practicing Chartered Accountant firm to act as scrutinizer to scrutinize the ballot papers and remote e- voting process in a fair and transparent manner . The detailed procedure for remote e-voting is given below:

#### The instructions for e-voting are as under:

- (i) The shareholders should Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on "Shareholders" tab.
- (iii) now enter your user ID
  - a) for CDSL: 16digits beneficiary ID
  - b) for NSDL : 8 character DP ID followed by 8 digit client ID
  - c) members holding shares in physical form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For members holding shares in demat form and physical form

**PAN:** Enter your 10 digit alpha numeric PAN issued by Income Tax department (Applicable for both demat and physical shareholders.

Members who have not up dated their PAN with the Company/depository participant are requested to use the first two letters of their name and the 8 digits of sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in capital letters i.e. if your name is Ramesh Kumar with sequence No.1, than enter RA00000001 in the PAN field.



**DOB:** Enter the date of birth as recorded in your demat account or in the Company records for the said demat account or folio in DD/MM/YY format.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on EVSN for CONTINENTAL SECURITIES LIMITED on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO".
- (xii) Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Notes for Non Individuals and custodians shareholders:
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user using the admin login and password. The compliance user would be able to link the accounts for which they wish to vote on.
  - The list of accounts linked in to login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.



- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions
  - (xx) ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - (xxi) The shareholders can opt for only one mode of voting, i.e. either physically by attending AGM or e-voting. If any shareholders opt for e-voting, he/she will not be eligible to vote physically in AGM.
  - (xxii) Mr. Ajay Khandelwal, Practicing Chartered Accountants (**Membership No. 403532**) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer from the conclusion of the e-voting period unlock the votes in presence of two witnesses not in employment of the company make a scrutinizer's report within forty eight hours of the conclusion of the AGM, of the votes casted in favour or against, if any, forthwith to the Chairman of the Company.
  - (xxiii) The Results of e-voting shall be declared on or after the AGM of the Company and the Results declared with Scrutinizer Report shall be placed on the Website of the Company i.e. [www.continentalsecuritieslimited.com](http://www.continentalsecuritieslimited.com) and also on the website of CDSL viz. [www.cdslindia.com](http://www.cdslindia.com) within two days of passing of the Resolution at the AGM of the Company.
14. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.

Chairman has to declare the results on resolutions by 25th September, 2018.

For and on behalf of the Board of Directors

PLACE: JAIPUR  
DATE: 30th August, 2018

**J.C.Kedawat**  
Company Secretary

**ADDITIONAL INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATION & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 WITH REGARDS TO THE DIRECTOR SEEKING RE-APPOINTMENTS AT 28th ANNUAL GENERAL MEETING**

(1)

Name Of Director :-	M.L.Khandelwal
Date of Birth :-	02-03-1945
Date of Appointment :-	30-03-1990
Qualifications :-	M.tech
Chairmanship/Directorship	
In other Companies :-	1. Continental Petroleums Limited



Number of Shares Held in the Company: 70,400

(2)

Name Of Director :-	Suresh Kumar Gupta
Date of Birth :-	03-03-1964
Date of Appointment :-	04-12-2013
Qualifications :-	CA
Chairmanship/Directorship In other Companies :-	1. Satiny Construction Limited 2. A.H. Stock Broking Company Private Limited 3. Satiny Project Consultant Private Limited 4. Synergy Buildcon Private Limited 5. Indo Thai Developers Private Limited 6. Satiny Infraheights Private Limited

Number of Shares Held in the Company: NIL

(3)

Name Of Director :-	Vishnu Dusad
Date of Birth :-	16-12-1963
Date of Appointment :-	29-03-2014
Qualifications :-	Graduate
Chairmanship/Directorship In other Companies :-	1. Varshit Electricals Private Limited 2. Varshit CSC Engineers India Private Limited

Number of Shares Held in the Company: NIL

(4)

Name Of Director :-Ruchi Gupta  
Date of Birth :-03-03-1986  
Date of Appoinment :- 29-03-2014  
Qualifications :-CS  
Chairmanship/Directorship : NIL  
Number of Shares Held in the Company: 0

For and on behalf of the Board of Directors

PLACE: JAIPUR

DATE: 30thAugust 2018

**J.C.Kedawat**

Company Secretary



## DIRECTORS REPORT

Your Directors have pleasure in presenting the 28th Annual Report together with Audited Accounts for the year ended 31st March, 2018.

### FINANCIAL RESULTS

Rs in Lacs

Particulars	Year Ended 31 <sup>st</sup> March, 2018	Year Ended 31 <sup>st</sup> March, 2017
Income	42.88	39.58
Total Expenditure	34.56	20.37
Profit before Interest, Dep. And tax	8.32	16.76
Interest	0.02	0.45
Depreciation	1.91	3.64
Taxation	3.95	3.06
Net profit	2.44	9.61
Profit (Loss) brought forward	17.95	10.35
Net Profit (Loss) carried forward	17.80	17.95

### DIVIDEND

No dividend was declared during the financial year 2017-18 as the company has utilized or used its profits in other activities for promoting its business.

### RESERVES

A sum of Rs. 1.41 Lacs has been transferred by company to Reserve out of which Rs.0.62 Lacs has been transferred to Reserve Fund as per guidelines prescribed by Reserve Bank of India.

Also a provision of Rs. 79,296 @ .25% on the standard assets of the Company was made during the year.

### OPERATIONS

During the year under review the Company has registered a gross income of Rs. 42.88 Lacs as compared to the income of Rs. 39.58 Lacs in the previous year. The net profit of the company was Rs. 2.44 lacs as against net profit of Rs. 9.61 lacs in the previous year.

### PROSPECTS

The year 2017-18 has seen downfall in some of the areas of the Indian economy. One of the major features of the fiscal year was the unfavorable financial market condition. However, the company expect good performance even after stiff competition with big players. The Company is still in process of consolidation and efforts are being made to enhance the net worth of the Company through renewed focus on core competence on Leasing and





Investments. However, the finance is major problem in expending the business of the Company for which Company is making due efforts.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

This Management Discussion and Analysis Report is framed in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Indian economy is now recovering and growth is on track. The financial position of banks and corporates have been deteriorated. There are numerous factors which may affect business of finance companies. The performance of the company, its profitability, attitude of consumers etc. are some of them. Company is taking cautious view and formulate policies accordingly

### **1. Industry Structure and Developments.**

India is not only among the world's fastest growing major economies, underpinned by a stable macro-economy with declining inflation and improving fiscal and external balances, rather, it was also one of the few economies enacting major structural reforms. The financial year 2017-18 has been marked by several historic economic policy developments.

Various other transformational reforms were also undertaken, including Enactment of the Insolvency and Bankruptcy Act by Government of India which will encourage fast recovery of bad loans made by NBFC'S

The Non Banking Financial Companies (NBFCs) have been complementing the banking sector in reaching out credit to the un-banked segments of the society. The key to its growth lies in having in place, adequate risk management systems and procedures before entering into risky areas. It is the constant endeavour of Reserve Bank of India (RBI), to enable prudential growth of the sector, keeping in view the multiple objectives of financial stability, consumer and depositor protection, and need for more players in the financial market, addressing regulatory arbitrage concerns while not forgetting the uniqueness of NBFC sector.

### **2. Opportunities and threats.**

The competition in the **NBFC** division is intensifying on account of rise in number of players. Also, rising stringent restrictions by the RBI on the NBFCs are restricting their borrowing abilities. However, as a matter of deliberate policy, the Reserve Bank has been discouraging NBFCs from engaging in public deposit mobilisation activities. This is being done with a view to protecting depositors' interests and for fostering financial stability. Thus, the opportunity of being a well regulated participation the financial system is likely to outweigh the costs associated with greater regulations in the long run. The opportunities of the Company further depends on introduction of fresh funds.

### **3. Segment-wise or product-wise performance.**

The Company is operating in one segment only .i.e making loans to the small borrowers .there is a slighty growth in the business of the Company The Company Is of the view that the financing business of the Companies of the NBFC will improve in future . The Company



is making due efforts to introduce new finance to enlarge its business.

#### **4. Risks and concerns.**

##### **RISK MANAGEMENT**

Company has implemented an integrated risk management approach through which it reviews and assesses significant risk on a regular basis to ensure there is a robust system of risk controls and mitigation in place.

Senior management periodically review the risk management. The management however, of the view that no risk element is identified which in opinion of the board may threaten the existence of the company.

The Risk Management Committee of the Company monitors and reviews the risk management plan of the Company, in accordance with the Risk Management Policy of the Company.

##### **RESERVE BANK OF INDIA**

The Company has continued to follow all applicable guidelines issued by the Reserve bank of India for NBFCs regarding Capital Adequacy, Asset Classification, provisioning and income recognition on non-performing asset as applicable to category of NBFCs not accepting Public Deposits.

##### **DEPOSITS**

The Company has not accepted any deposits within the meaning of the Companies (Acceptance of Deposits) Rules, 2014 or Chapter V of the Companies Act, 2013 and guidelines and directions of Non-Banking Financial Companies (Acceptance of Public Deposits) (Reserve Bank) Directions, 2016 as prescribed by RBI in this regard and as such no details are required to be furnished.

##### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY**

Details of loans, guarantees and investments, if any, covered under the provisions of section 186 of the Companies Act, 2013 are given in the notes to the financial statements.

##### **SIGNIFICANT AND MATERIAL ORDERS**

No significant or material order has been passed by the Regulators/Courts or Tribunals which can impact the going concern status and Company's operation in future.

##### **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There were no material changes occurred subsequent to the close of financial year of the company to which the balance sheet relates and the date of the report which can affect the financial position of the Company.

##### **DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The company has zero tolerance for sexual harassment at work places and has in place a





policy on prevention , prohibition and redressal of sexual harassment at work place in the line of provisions of Sexual Harassment of women at work place (Prevention , prohibition and redressal ),Act,2013and the rules framed there under .

### **CORPORATE SOCIAL RESPONSIBILITY**

Provisions of companies act, 2013 relating to Corporate social responsibility does not apply to the company.

### **DOCUMENTS PLACED ON THE WEBSITE**

([www.continentalsecuritiesltd.com](http://www.continentalsecuritiesltd.com))

The following documents have been placed on the website in compliance with the Act:

- Financial statements of the Company .
- Code of conduct for insider trading and corporate disclosure practices.

### **RELATED PARTY TRANSACTIONS:**

All the related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no material / significant related party transaction made by the Company which has a potential conflict with the interest of the Company at large and disclosure is made at note No. 11 of notes to the accounts annexed to the financial statements of the Company as required. The Board has framed a policy on related party transaction.

### **EXTRACTS OF ANNUAL RETURN:**

Pursuant to section 134(3) and section92(3) of the Companies Act,2013(hereinafter referred as "Act") read with Rule 12 of the Companies (Management and Administration ) Rules ,2014 as amended ,an extract of Annual Return as on 31st March ,2018 in form MGT-9 has been prepared and enclosed as Annexure -Iwhich form part of this report.

### **STATUTORY AUDITORS**

M/S Gopal Sharma & Co., Chartered Accountant, Jaipur has been proposed for appointment as Statutory Auditors by Board of Directors for the Year 2018-19 at the forth coming Annual General Meeting. The Remuneration of the said Auditors is proposed to be fixed by The Board for each financial year based on recommendation of Audit Committee. The said Auditor will be paid out of pocket expenses in connection with the audit . Your Directors recommend their appointment as Statutory Auditors.

M/S B.L. Dusad & Company . Jaipur has resigned from Auditors work of the Company on account of being busy in other occupations.

The notes on Financial Statement referred to the Auditors Report are self explanatory and do not call for further comments. The Auditors Report does not contain any qualification , reservation adverse remark or disclaimer

### **INTERNAL AUDITORS**

M/S Ajay Khandelwal & Associates were appointed internal Auditors of the Company for the year ended 31st March, 2018 under the provisions of Companies act,2013 .The Company



proposes to continue their services for the year 2018-19.

### **VIGIL MECHANISM**

In Accordance of Section 177 of the Companies act, 2013 the Company has constituted a Whistle Blower policy/ Vigil Mechanism to establish a vigil mechanism for the Directors and employees to report genuine concerns in such manner as may be prescribed and to report to the management instances of unethical behavior, actual or suspected fraud or violation or violation of company's code of conduct.

### **RISK MANAGEMENT**

Company has implemented an integrated risk management approach through which it reviews and assesses significant risk on a regular basis to ensure that there is a robust system of risk controls and mitigation in place.

Senior management periodically review the risk management. The management however, of the view that no risk element is identified which in opinion of the board may threaten the existence of the company.

### **INTERNAL CONTROL SYSTEM**

The Company has an internal control system commensurate with the size and complexity of operations. The Company has appointed M/S Ajay Khandelwal & Associates, Chartered accountants Jaipur as internal auditors of the Company. The Audit committee has also taken effective steps to review internal control system from time to time.

### **SECRETARIAL AUDITORS**

Pursuant to provisions of Section 204 of the companies act, 2013 M/S MKGP & Associates Company Secretaries Jaipur were appointed as Secretarial auditors of the company for the year ended 31st March, 2018. The Secretarial Audit report submitted by them is annexed. The report does not contain any qualification.

### **DIRECTORS**

Shri M.L Khandelwal Director of the Company, is retiring by Rotation in ensuring Annual General Meeting and being eligible, offers himself for appointment

Shri Suresh Gupta Director of the Company, who is not liable to retire by Rotation in ensuring Annual General Meeting and being eligible, offers himself for appointment as an independent Director

Shri Vishnu Dusad Director of the Company, who is not liable to retire by Rotation in ensuring Annual General Meeting and being eligible, offers himself for appointment as an independent Director

Smt. Ruchi Gupta Director of the Company, who is not liable to retire by Rotation in ensuring Annual General Meeting and being eligible, offers herself for appointment as an independent Director

### **Key Managerial Personnel**

There was no change in the Key Managerial Personnel during the year under review.

**BOARDS COMMITTEES:-**

The Boards of Directors of the Company has constituted various Committees in Compliances with the Provision of the Companies and SEBI listing Regulations, such as Audit Committee, Nomination Remuneration and Compensation Committee, Shareholder Grievance Committee.

All Decision pertaining to the constitution of the Committees, appointment of members and fixing of the terms of reference /role of the committees are taken by the Board of Directors.

**AUDIT COMMITTEE**

The Audit Committee comprises Independent Director namely Shri Suresh Kumar Gupta (Chairman) Shri Vishnu Dusad and MrsRuchi Gupta During the year, all the recommendation made by the Audit Committee were accepted by the Board.

Committee Meetings held during the year on 29th May 2017,08th August,2017,14th November 2017,12th February,2018.

**NOMINATION AND REMUNERATION COMMITTEE**

The Board on the recommendation of the Nomination remuneration and compensation Committee has adopted a policy for Selection, appointment and remuneration of Directors, key Managerial personnel and Senior Management. Committee Meeting held during the year on 04th JULY,2017

**SHARE TRANSFER COMMITTEE**

The Share transfer Committee meeting comprises Independent Director namely Shri Suresh Kumar Gupta (Chairman) Shri Vishnu Dusad and MrsRuchi Gupta. During the year, all the recommendation made by the Audit Committee were accepted by the Board.

Committee Meetings held during the year on 17th July 2017,04th August,2017,25th August 2017,15th February,2018.

**MEETING OF BOARD OF DIRECTORS**

The meetings of board of directors held during the year under review on 10th APRIL 2017,29th MAY 2017,04th JULY 2017,08th AUGUST 2017,26th AUGUST 2017,14th NOVEMBER 2017,12th FEBRUARY 2018

**INDEPENDENT DIRECTORS MEETING**

During the year under reference one meeting of Independent directors was held on 12th February 2018 in compliance with the requirement of Schedule IV of the Companies Act, 2013. At the said meeting performance of non-independent Directors, Board as a whole and Chairman of the Company was reviewed.

**DECLARATION BY INDEPENDENT DIRECTORS:**

The Company has obtained a declaration from independent Directors the said independent Director meets the criteria of independence as mentioned in Section 149 (6), of the Companies Act,2013 and Schedule IV of the Companies Act 2013.



## PREVENTION OF INSIDER TRADING

The Company has adopted a code of conduct for fair disclosure and prevention of insider trading in order to regulate and control trading in securities by Directors and designated employees of the Company. The code requires pre-clearance for dealing in the Company shares and prohibits the purchase and sales of Company shares by Directors and designated employees while in possession or unpublished price sensitive information in relation to Company and during the period of closure of trading window.

### (i) Demat/Remat of shares

No request was received for Remat during the financial year. Details of Demat as follows;

- a) Number of shares Dematerialized - 1830800
- b) Percentage of Shares Dematerialized as on 31st March, 2018-56.32

### (ii) Disclosures

- a) There were no transactions of material nature with its related parties that may have the potential conflict with the interest of the company at large. Transactions with related parties are disclosed in Note No 12 of the financial statements.
- b) There were no instances of non compliance nor have any penalties imposed by Stock Exchanges or SEBI or any other statutory authority on any other matter related to capital market during the last financial years.
- c) Managing Director of the company has certified to the Board with regard to the compliance made by them in terms of Clause 49 of the listing agreement and the certificate form part of this report.

## Disclosures on Remuneration of Directors and Key Managerial Personnel

S.No	Name of Director/KMP and its designation	Remuneration (or Sitting Fees) to the Director/KMP for the Financial Year 2017-18	Percentage Increase/Decrease in remuneration in the Financial Year 2017-18	Ratio of Remuneration of each director to the Median Remuneration of Employees
1.	Mr. M.L. Khandelwal (Chairman)	8250	83.33	0.084:1
2.	Mr. Rajesh Khuteta	8,13,440.00	51.48	8.37:1
3.	Mr. Vishnu Dusad (Independent Director)	8250	83.33	0.084:1
4.	Mr. Suresh Kumar Gupta (Independent Director)	8250	83.33	0.084:1
5.	Mrs. Ruchi Gupta (Independent Director)	8250	83.33	0.084:1
6.	Mr. J.C. Kedawat (Company Secretary)	240000	66.67	2.47:1
7.	Mr. Hemant Gupta (C.F.O)	228000	5.55	2.35:1



- a) Managing Director of the company has certified to the Board with regard to the compliance made by them in terms of Clause 49 of the listing agreement and the certificate form part of this report.

### REMUNERATION OF NON-EXECUTIVE/EXECUTIVE DIRECTORS

Details pertaining to remuneration as required under Section 197(12) of the companies act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) 2014 :

\*Only sitting fee is paid to Independent and non executive Directors.

- i. The number of employees on the roll of the company are two.
- ii. The median remuneration of employees( MRE ) of the Company is Rs.97125.00 .The MRE for the year is increased by 21.10 %compared to previous year.
- iv. There is no variable component in remuneration of Directors of the Company.
- v. The ratio of the remuneration of the highest paid director to that of the employees who are not Directors but receive remuneration in excess of the highest paid director during the year -None .
- vi. It is hereby affirmed that the remuneration paid is as per the remuneration policy of the company.

Performance Evaluation as per Corporate Governance

### DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134 ((3) (c) of the Companies Act, 2013,your Directors state that :

1. That in preparation of the annual accounts for the financial year ended 31st March, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. That they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31st march ,2018 and of the profit or loss of the Company for that period ;
3. That they have taken proper and sufficient care for the maintenance of proper accounting records in accordance with the provisions of the companies Act, 2013 and rules made there under for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. That they have prepared the annual accounts for the financial year ended 31st March,



2018 on a going concern basis. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

5. The directors had devised proper and systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively .

### **SUBSIDIARIES/ASSOCIATED COMPANIES**

There is no subsidiary/associate of the company.

### **PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO**

The information required under Section 134(3)(m) of the Companies Act, 2013 relating to conservation of energy and technology absorption, is not given, since the Company is not engaged in manufacturing activity. The inflow and outgo of the foreign exchange was nil during the year.

### **CORPORATE GOVERNANCE**

As per to SEBI (Listing Obligation & Disclosure Requirements ) Regulations, 2015 Company is not in perviewof Corporate governance regulation .Hence Corporate Governance Report is not enclosed with Directors Report

### **ACKNOWLEDGMENT**

The Board would like to place on record its sincere appreciation to all the employees for their continued efforts towards the growth of the company. The Board also wishes to place on record the support extended by its Bankers and the trust reposed in it by its shareholders.

For and on behalf of the Board of Directors,

PLACE: JAIPUR

DATE: 30th August, 2018

**M.L. Khandelwal**

Chairman

**ANNEXURE -I TO THE DIRECTORS REPORT  
EXTRACT OF ANNUAL RETURN  
FORM MGT-9**

**As on financial year ended on 31.03.2018**

**Pursuant to Section 92(3) of the companies Act, 2013 and Rule 12(1) of Company (Management & Administration) Rules, 2014**

**MGT 9**

Extract of Annual Return

As on the Financial Year 31.03.2018

[Pursuant to section 92(3) of the Companies Act 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

I	CIN	L67120RJ1990PLC005371
ii	Registration Date	30 <sup>th</sup> March 1990
iii	Name Of The Company	Continental Securities Limited
iv	Category/Sub-Category of the Company	Company limited by shares/Indian Non - Government Company
V	Address of the Registered office and contact details	301, Metro Plaza, Gopalbari, Parivahanmarg, Jaipur-302001 Contact No : 9414077226
Vi	Whether listed company Yes/No	Yes
Vii	Name, Address and Contact Details of Registrar and Transfer Agent , if any	M/S Beetal Financial & Computer Services Pvt. Ltd. , BEETAL HOUSE , 3 <sup>rd</sup> Floor , 99, Madangir, Behind LSC , New Delhi - 110062 Ph : 011 -29961281-282 , Fax : 011 - 29961284

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Name and Description of main products/services	NIC Code	% to total turnover of the company
1. Finance	-	100 %

**III. PARTICULARS OF HOLDING , SUBSIDIARY AND ASSOCIATE COMPANIES**

Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
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Company has no subsidiary/associate company.



#### IV. SHARE HOLDING PATTERN (Equity Share Capital Break-up as percentage of Total Equity)

### Share Holding Pattern

Category of Share Holder	No of Shares held at the beginning of the year 1st April 2017				No of Shares held at the End of the year 31st March 2018				Change during the Year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
INDIAN									
(a) Individual /Huf	384900	593600	978500	30.1	657600	252000	909600	27.98	(7.04)
(b) Central Govt /State Govt									
(c) Bodies Corporate	91500	230000	321500	9.89	160400	230000	390400	12.01	21.43
(d) Banks/FI									
(e) Any Other									
Sub Total (A) 1	476400	823600	1300000	39.99	818000	482000	1300000	39.99	0
Foreign									
(a)NRIs Individual	-	-	-	-	-	-	-	-	-
(b)other Individual	-	-	-	-	-	-	-	-	-
(c) Bodies Corporate	-	-	-	-	-	-	-	-	-
(d) Banks/FI	-	-	-	-	-	-	-	-	-
(e) Any Other	-	-	-	-	-	-	-	-	-
Sub Total (A)2	-	-	-	-	-	-	-	-	-
TOTAL SHARE HOLDING OF PROMOTER (A)1+(A)2	476400	823600	1300000	39.99	818000	482000	1300000	39.99	0
<b>B.Public Holding</b>									
<b>A.INSTITUTIONS</b>									
(a) Mutual Fund	-	-	-	-	-	-	-	-	-
(b) Central Govt /State Govt	-	-	-	-	-	-	-	-	-
(d) Banks/FI	-	-	-	-	-	-	-	-	-
(e) Any Other	-	-	-	-	-	-	-	-	-
(f) Venture Capital Fund									
(g) FLLs	-	-	-	-	-	-	-	-	-
(h) Foreign Venture Capital Fund	-	-	-	-	-	-	-	-	-
(i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub Total (B)1	-	-	-	-	-	-	-	-	-
<b>B. NON INSTITUTIONS</b>									
<b>A)BODIES CORPORATION</b>									
i) Indian	-								-
ii) Overseas	-								-
<b>B) INDIVIDUALS</b>									
i) Individual shareholders holding nominal shares capital upto Rs2 lacs	112138	881338	993476	30.56	93616	873400	967016	29.75	-2.65
ii) Individual shareholders holding nominal shares capital in exceeds Rs 2 lacs	876523	0	876523	26.96	894683	8300	902983	27.78	3.04
<b>C) OTHERS (SPECIFY)</b>									
1.NRI	0	56100	56100	1.73	0	56100	56100	1.73	0
2.HUF	24501	0	24501	0.75	24501	0	24501	0.75	0




**3. CLEARING MEMBERS**

Sub Total (B)2	1013162	937438	1950600	60.01	1012800	937800	1950600	-
TOTAL PUBLIC HOLDING B=(B)(1)+(B)(2)	1013162	937438	1950600	60.01	1012800	937800	1950600	
<b>C SHARES HELD BY CUSTODIAN FOR GDRS ZND ADRS</b>	-	-	-	-	-	-	-	-
<b>GRAND TOTAL (A+B+C)</b>	<b>1489562</b>	<b>1761038</b>	<b>3250600</b>	<b>100</b>	<b>1830800</b>	<b>1419800</b>	<b>3250600</b>	

**PROMOTER SHARE Holding**

SHARE HOLDER'S NAME	No of Shares held at the beginning of the year 1st April 2017				No of Shares held at the end April 2016 of the year 31st March 2018				Change during the Year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
SUNIDHI KHUTETA	161000	-	161000	4.95	161000	-	161000	4.95	0.00
HEMLATA KHADELWAL	-	152300	152300	4.69	-	152300	152300	4.69	0.00
RAJ KHUTETA	138500	-	138500	4.26	138500	-	138500	4.26	0.00
VIKARANT KHADELWAL	-	79600	79600	2.45	79600	-	79600	2.45	0.00
MADAN LAL KHADELWAL	-	70400	70400	2.17	70400	-	70400	2.17	0.00
HEMANT GUPTA	68900	-	68900	2.12	49000	-	49000	1.51	-28.88
NAVNEET KHADELWAL	-	62600	62600	1.93	62600	-	62600	1.93	0.00
ORCHID SECURITIES (P) LTD	91500	-	91500	2.81	160400	-	160400	4.93	75.30
UNIQUE -TECHNO ASSOCIATES (P) LTD	-	170000	170000	5.23	-	170000	170000	5.23	0.00
CENTURY PROJECTS INDIA (P) LTD	-	60000	60000	1.85	-	60000	60000	1.85	0.00
BHAGWATI KHADELWAL	-	48400	48400	1.49	-	48400	48400	1.49	0.00
DINESH KHADELWAL	-	34000	34000	1.05	-	0	0	0	100.00
RAMESH CHAND RAWAT	-	24600	24600	0.76	-	0	0	0	100.00
MURARI LAL KHADELWAL	-	22400	22400	0.69	-	0	0	0	100.00
MADHU KHADELWAL	-	17600	17600	0.54	-	0	0	0	100.00
RAJESH KHUTETA	-	16500	16500	0.51	96500	0	96500	2.97	484.85
JAGDISH PRASAD KHADELWAL	-	14300	14300	0.44	-	14300	14300	0.44	0
GIRIRAJ PRASAD KHADELWAL	-	12400	12400	0.38	-	0	0	0.38	0
RADHIKA DANGAYACH	-	11900	11900	0.37	-	11900	11900	0.37	0
RAMSWAROOP RAWAT	-	10800	10800	0.33	-	0	0	0.33	0
GEETA DEVI MAMODIA	-	10000	10000	0.31	-	10000	10000	0.31	0
ASHOK MAMODIA	-	7600	7600	0.23	-	7600	7600	0.23	0
RAJEEV KHADELWAL	-	7500	7500	0.23	-	7500	7500	0.23	0
GORDHAN DAS SETHI	-	7200	7200	0.22	-	0	0	0	100

**Share holding of Top 10 Promoters**

	No of Shares held at the beginning of the year 1st April 2017		No of Shares held at the beginning of the year 31st March 2018	
SUNIDHI KHUTETA	161000	4.95	161000	4.95
HEMLATA KHADELWAL	152300	4.69	152300	4.69
RAJ KHUTETA	138500	4.26	138500	4.26
VIKARANT KHADELWAL	79600	2.45	79600	2.45
MADAN LAL KHADELWAL	70400	2.17	70400	2.17
NAVNEET KHADELWAL	62600	1.93	62600	1.93



ORCHID SECURITIES (p) LTD	91500	2.81	160400	4.93
Unique -techno Associates (p) Ltd	170000	5.23	170000	5.23
Century Projects India (P) Ltd	60000	1.85	60000	1.85
RAJESH KHUTETA	16500	0.51	96500	2.97

SHARE HOLDER'S NAME	No of Shares held at the beginning of the year 1st April 2016				No of Shares held at the end April 2016 of the year 31st March 2017				Change during the Year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
PRABHA GUPTA	162000	-	162000	4.98	162000	-	162000	4.98	-
MAHENDRA KHANDELWAL	99800	-	99800	3.07	99800	-	99800	3.07	-
VIBHA GUPTA	158033	-	158033	4.86	158033	-	158033	4.86	-
DIPTANSHU GUPTA	150916	-	150916	4.64	150916	-	150916	4.64	-
VIJAY LAXMI GUPTA	77700	-	77700	2.39	77700	-	77700	2.39	-
RINKU KHANDELWAL	69300	-	69300	2.13	69300	-	69300	2.13	-
KAUSHALYA DEVI GHIYA	55800	-	55800	1.72	55800	-	55800	1.72	-
RISHI TAMBHI	52874	-	52874	1.63	52874	-	52874	1.63	-
NAVAL BIHARI KHANDELWAL	50100	-	50100	1.54	50100	-	50100	1.54	-
MURARI LAL VYAS	-	-	-	-	26460	-	26460	0.81	0.81

**SHARE HOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:-**

Name of the Directors and KMP	Share Holding at the beginning of the year 1st April 2017		No of Shares held at the End of the year 31st March 2018	
	No of Shares	% of Total Shares of the Company	No of Shares	% of Total Shares of the Company
M.L KHANDELWAL	70400	2.17	70400	2.17
RAJESH KHUTETA	16500	0.51	96500	2.97
VISHNU DUSAD	-	-	-	-
SURESH KUMAR GUPTA	-	-	-	-
Mrs RUCHI GUPTA	-	-	-	-
HEMANT GUPTA	68900	2.12	49000	1.51
JAGDISH CHAND KEDAWAT	-	-	-	-



## I INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i. Principal amount	62665	----	----	62665
ii. Interest due but not paid	-----	----	----	-
iii. Interest accrued but not due	-----	----	----	-----
Total (i+ii+iii)	62665	----	----	62665
Change in indebtedness during the financial year Reduction	62665	----	----	62665
Net change	62665	----	----	62665
Indebtedness at the end of the financial year	----	----	----	
i. Principal amount	----	----	----	-----
ii. Interest due but not paid	----	----	----	-
Total (i+ii+iii)	-	NIL	NIL	-

## II Remuneration of Directors and Key Managerial Personnel

### A. Remuneration to Directors whole-time Director and/or Manager

Particulars of Remuneration	Name of MD/WTM/ Manager	Total Amount
	<b>Rajesh Khuteta</b>	
<b>1. Gross Salary</b> (a) Salary as per the provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	<b>813440</b>	<b>813440</b>
<b>2. Stock Option</b>		
<b>3. Sweat Equity</b>		
<b>4. Commission –as % of profit</b> - others , specify ____		
<b>5. Others, please specify ____</b>		
<b>6. Total</b>	<b>8,13,440</b>	<b>8,13,440</b>



## B. Remuneration to other Directors

Particulars of Remuneration	Name of Director				Total Amount
	Suresh Gupta	Ruchi Gupta	Vishnu Dusad	M.L. Khandelwal	
<b>Independent Directors</b>					
(i) Fees for attending board/committee meetings	8250	8250	8250	8250	33000
(ii) Commission-Others please specify					
<b>Total (1)</b>					
<b>Other Non-Executive Directors</b>					
(i) Fees for attending board/committee meetings					
(ii) Commission-Others please specify					
<b>Total (2)</b>					
Total(B)=(1+2)	8250	8250	8250	8250	33000
Total Managerial Remuneration Overall ceiling as per the Act	Yes	Yes	Yes	Yes	Yes

## A. Remuneration to Key Managerial Personnel other than MD/Manager/

Particulars of Remuneration	Key Managerial Personnel			Total Amount
	CEO	Company Secretary	CFO	
<b>1. Gross Salary</b>		2,40,000	2,28,000	4,68,000
(a) Salary as per the provisions contained in section 17(1) of the Income-tax Act, 1961				
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961				
<b>2. Stock Option</b>				
<b>3. Sweat Equity</b>				
<b>4. Commission –as % of profit - others , specify ____</b>				
<b>5. Others, please specify ____</b>				
<b>Total</b>		2,40,000	2,28,000	4,68,000



#### IV. Penalties/Punishment/Compounding Of Offences :

Type	Section of the Companies Act	Brief Description	Details of Penalty Punishment/ Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal mode,if any (give details)
<b>A.COMPANY</b>					
Penalty	----	----	----	----	----
Punishment	----	----	----	----	----
Compounding	----	----	----	----	----
<b>B.DIRECTORS</b>					
Penalty	----	----	----	----	----
Punishment	----	----	----	----	----
Compounding	----	----	----	----	----
<b>C.OTHER OFFICERS IN DEFAULT</b>					
Penalty	----	----	----	----	----
Punishment	----	----	----	----	----
Compounding	----	----	----	----	----

For and on behalf of the Board of Directors,

Place: Jaipur

Date: 30th August 2018

**M .L. Khandelwal**

(Chairman)

**CEO/CFO CERTIFICATION**

To  
The Board of Directors  
CONTINENTAL SECURITIES LIMITED  
301, Metro Plaza, Parivahan Marg, Jaipur  
Rajasthan-302001

We, Rajesh Khuteta, Managing Director and Hemant Gupta, Chief Financial Officer certify to the Board that:

- (A) We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2018 and that to the best of my knowledge and belief:
- i. These statements do not contain any material 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 violative of the Company's Code of Conduct.
- (C) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, 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:
- i. There has not been any significant change in internal control over financial reporting during the year under reference;
  - ii. There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - iii. There has not been any instance during the year of significant fraud of which we had become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: 27.05.2018

Place: Jaipur

sd/-  
RAJESH KHUTETA  
(Managing Director)  
DIN: 00167672

sd/-  
HEMANT GUPTA  
(Chief Financial Officer)  
PAN: AMOPG2025R

**SECRETARIAL AUDIT REPORT**

**Form No. MR-3**

**FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2018**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
CONTINENTAL SECURITIES LIMITED  
Flat No. 301, Metro Plaza, Parivahan Marg,  
Jaipur, Rajasthan- 302001

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by CONTINENTAL SECURITIES LIMITED (herein after called "The Company"). Secretarial Audit was conducted in the manner that provided us a reasonable basis for evaluating the corporate conduct/ statutory compliance and expressing our opinion thereon.

Based on the verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion; the Company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions Listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minutes' book, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018, to the extent applicable, according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under;
- II. The Securities Contract (Regulation) Act, 1956 (SCRA) and Rules made there under;
- III. The Depositories Act, 1996 and Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; if any;
- V. The following Regulations and Guidelines prescribed under the Securities & Exchange



Board of India Act, 1992 ("SEBI Act") to the extent applicable;

- A. SEBI (Substantial Acquisition of Shares and Takeover) Regulation, 2011;
- B. SEBI (Prohibition of Insider Trading) Regulations, 1992;
- C. SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- D. SEBI (Employee Stock Option Scheme and Employee Stock purchase Scheme) Guidelines, 1999;
- E. SEBI (Issue and listing of Debt securities) Regulations, 2008;
- F. SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;
- G. The SEBI (Delisting of Equity Shares) Regulations, 2009;
- H. The SEBI (Buyback of Securities) Regulations, 1998;
- VI. As identified by the management, following laws are specifically applicable to the Company:
  - A. Reserve Bank of India, 1934
  - B. Guidelines of Fair Practice Code for NBFC
  - C. Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998
  - D. Negotiable Instrument Act, 1881
  - E. NBFC Auditors Directions, 2008
  - F. Guidelines, Directions and Instructions issued by RBI through notifications and circulars
  - G. The Right to Information Act, 2005
  - H. Any other applicable laws.

We have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.  
(Notified SS-1 and SS-2 hence applicable to the Company during Audit Period);
- b) The Listing Agreements entered into by the Company to get itself listed with





BSE Limited.

In my observation, during the period under review, the Company has-complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except following:-

1. Due date of filling the outcome of Board Meeting to the exchange is 30 minutes, but outcome of the meeting held on 14th November 2017 was filed beyond the stipulated time.
2. As per LODR Compliance, due date of shareholding pattern for the third quarter of the financial year 2017-2018 (i.e. October to December) is 21.01.2017 but Company has filed on 22.01.2017 which is not a good practice.
3. There are some clerical mistake relating to figures and Dates in the documents.

**I Further Observe that-**

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- d) Company has constituted Share Transfer Committee, consisting of Mr. Suresh Kumar Gupta, Mr. Vishnu Dusad and Mrs. Ruchi Gupta as members of the committee to consider and approve the registration of Transfer of Shares.
- e) During the financial year. Company has adopted New Set of Article of Association as per Companies Act, 2013 by way of passing Special Resolution in the 27th Annual General Meeting.
- f) Further, during the year Company has increased the Authorized Share capital from Rs. 4,00,00,000/to Rs. 10,00,00,000/- by creation of 60,00,000 Equity Shares by way of passing Ordinary Resolution in the 27th Annual General Meeting.
- g) The Company has called its AGM 27/09/2017 and is regular in filling its return to the ROC and complying with all the rules and regulation from time to time except the following:



- Delay in filing form MGT-14 regarding the disclosure of interest of directors.
- Delay in filing form MGT-10 regarding the changes in promoters shareholding.
- h) The company has duly closed its trading window when approved its financials and discussing any price sensitive information by giving proper notice of such closure in the newspaper and intimates the same to BSE.

**For MKGP & ASSOCIATES**  
Company Secretaries

Date: 27.05.2018  
Place : Jaipur

Mahendra Prakash Khandelwal  
(Partner)

FCS No.: 6266  
CP No.: 4459

This report is to be read with my letter of even date which is annexed as Annexure - I which forms an integral part of this report.

**Annexure - I**

To,  
The Members,  
CONTINENTAL SECURITIES LIMITED

My report of even date is to be read along with this letter.

1. It is management's responsibility, to identify the Laws, Rules, Regulations, Guidelines and Directions which are applicable to the Company depending upon the industry in which it operates and to comply and maintain these records with same in letter and in spirit. My responsibility is to express an opinion on those records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management's Representation about the compliance of Laws, Rules, Regulations, Guidelines and Directions and happening events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For MKGP & Associates  
Company Secretaries

Date: 27.05.2018

Place: JAIPUR

Mahendra Prakash Khandelwal

(Partner)

FCS No.: 6266

CP No.: 4459

## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF CONTINENTAL SECURITIES LIMITED**

#### **Report on the Financial Statements**

We have audited the accompanying financial statements of CONTINENTAL SECURITIES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

#### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, 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 have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are



appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, of the state of affairs of the Company as at 31st March, 2018, and its profit/loss and its 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, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.



- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For B.L DUSAD & CO.  
Chartered Accountants  
FRN: 001435C

Place:- Jaipur`  
Date: 28/05/2018

(B.L. DUSAD)  
Partner  
Membership No. 070107

**Annexure 'A'**

The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".

We report that:

- i. In respect of Company's Fixed Assets :
  - a. The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
  - b. As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
  - c. The title deeds of immovable properties are held in the name of the company.
- ii. In respect of loans, secured or unsecured granted by the company to companies, firms or other parties in the register maintained under section 189 of the companies Act.
  - a. According to the information and explanations given to us, the company has not granted any loan to the parties listed in the register maintained under section 189 of the Act,
  - b. The company has also given advances in the nature of loans of its employees which are recovered regularly together with interest if applicable as per company policy.
- iii. In respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- iv. The company has not accepted any deposits from the public covered under sections 73 to 76 of the Companies Act, 2013.
- v. As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- vi.
  - a. According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues to the extent applicable, have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2018 for a period of more than six months from the date they became payable.
  - b. According to the information and explanations given to us, there is no amount payable in respect of income tax, service tax, sales tax, customs duty, excise duty, value added tax and cess whichever applicable, which have not been deposited on account of any disputes.
- vii. In our opinion and according to the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank, Government or debenture holders, as applicable to the company.
- viii. Based on our audit procedures and according to the information given by the management, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) or taken any term loan during the



- year.
- ix. According to the information and explanations given to us, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
  - x. According to the information and explanations given to us, we report that managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
  - xi. The company is not a Nidhi Company. Therefore clause xii) of the order is not applicable to the company.
  - xii. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.
  - xiii. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
  - xiv. Company has not entered into non-cash transactions with directors or persons connected with him and hence provisions of section 192 of the Act are not applicable.
  - xv. The company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the registration has been obtained.

For B.L DUSAD & CO.  
Chartered Accountants  
FRN: 001435C

Place:- Jaipur`  
Date: 28/05/2018

(B.L. DUSAD)  
Partner  
Membership No. 070107



## **Report on Internal Financial Controls Over Financial Reporting**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of CONTINENTAL SECURITIES LIMITED ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of



the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become



inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Qualified Opinion**

In our opinion, on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note. We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2018 financial statements of the Company, and these material weaknesses does not affect our opinion on the financial statements of the Company.

For B.L DUSAD & CO.  
Chartered Accountants  
FRN: 001435C

Place:- Jaipur`  
Date: 28/05/2018

(B.L. DUSAD)  
Partner  
Membership No. 070107

**AUDITOR'S ADDITIONAL REPORT**

To,  
Board of Directors,  
Continental Securities Limited  
Jaipur

**REPORT ON COMPLIANCE WITH THE NON-BANKING FINANCIAL COMPANIES  
AUDITOR'S REPORT (RESERVE BANK) DIRECTIONS, 2008.**

Pursuant to the Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2008 (the "Directions"). We have examined the matters specified in the Directions in respect of Continental Securities Limited (the "Company") for the year ended March 31, 2018.

**MANAGEMENT'S RESPONSIBILITY**

The Management is responsible for the design and implementation of the internal procedures, systems, processes and controls to ensure compliance with the Directions on an ongoing basis. This responsibility also includes reporting non-compliances, if any, to the Reserve Bank of India, Board of the Company and its Audit Committee.

**AUDITOR'S RESPONSIBILITY**

Our responsibility is to report on the matters specified in the Directions based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India (ICAI). Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether there are any identified non-compliances. An audit involves performing procedures to obtain audit evidence about the compliance with the Directions. The procedures selected depend on the Auditor's Judgment, including the assessment of the risks of material misstatement of the information and records, whether due to fraud or error. In making those risk assessments, the Auditor considers internal controls relevant to the Company's compliance with the Directions in order to design audit procedures that are appropriate in the circumstances. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our certificate. We conducted our examination in accordance with the Guidance Note on Special Purpose Audit Reports and Certificates issued by the Institute of Chartered Accountants of India.

**CONCLUSION**

Based on our examination of the books and records of the Company as produced for our examination and the information and explanations given to us we further report that:

1. The Company is engaged in the Business of non-banking financial institution and has obtained a Certificate Of Registration (COR) No. 10.00022 dated march, 3 , 1998 from the Reserve Bank Of India ("the Bank") Department of Non-Banking Supervision, Jaipur Regional Office.
2. The Company is entitled to continue to hold such COR in terms of its asset/income



pattern as on 31st March, 2018.

3. The Company during the year is not an Asset Finance Company (AFC) as defined in Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions 1998.
4. The Company during the year is not a Non-Banking Financial Company - Micro Finance Institutions (NBFC-MFI) as defined in Non-Banking Financial Company Micro Finance Institutions (Reserve Bank) Direction, 2011 dated December 02, 2011 (MFI Directions).
5. The Board of Directors has passed a resolution for non-acceptance of public deposits.
6. The Company has not accepted any public deposits during the year ended 31st March, 2018.
7. The Company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it in terms of Systematically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015.
8. The annual statement of Capital funds, risk assets/exposures and risk asset ratio (NBS-7) has been furnished to the Bank within the stipulated period based on the un-audited books of account. The Company had correctly arrived at and disclosed the capital adequacy ratio, based on the un-audited books of account, in the return submitted to the Bank in Form NBS-7 and such ratio is in compliance with the minimum CRAR prescribed by the Bank.

### RESTRICTION ON USE

This report is issued pursuant to our obligations under Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2008 to Reserve Bank of India and should not be used by any other person or for any other purpose. B.L DUSAD & CO. neither accepts nor assumes any duty or liability for any other purpose or to any other party to whom our report is shown or into whose hands it may come without our prior consent in written.

For B.L DUSAD & CO.  
Chartered Accountants  
FRN: 001435C

Place:- Jaipur  
Date: 28/05/2018

(B.L. DUSAD)  
Partner  
Membership No. 070107

**ANNEXURE TO THE AUDITOR'S REPORT**

[Referred to in our report of even date to the Member of Continental Securities Ltd]:

(i)

- a. The Company is in the process of compiling fixed assets records to show full particulars, including quantitative details and situation of fixed assets.
  - b. We were informed that all major items of fixed assets were physically verified by the management at the end of the year and that no discrepancy was notified on such verification, which on account of proper records being still under compilation, could not be verified.
- ii. The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly the clause 3(iii)(a) and 3 (iii)(b) of the Order are not applicable to the Company.
- iii. a. In our opinion and according to information and explanation given to us; there is adequate internal control system commensurate with the size of the Company and the nature of its business, fixed assets and with regard to loans given. Further on the basis of our examination of books and records of the Company, and according to the information and explanations given to us, we have not observed any continuing failure to correct major weaknesses in the aforesaid internal control system.
- iv. According to information and explanation given to us, the central government has not prescribed maintenance of cast records under section (1) one of section 148 of the company's act, 2013.
- a. According to the information and explanation given to us, the company has no disputed outstanding statutory dues as at 31st march, 2018.
- b. According to the information and explanation given to us, the amounts which were reacquired to be transferred to the investor Education and Protection fund and accordance with the relevant provision of the company's Act, 2013 and rules there under has been transferred to such funds within time.



- vi. The company does not have any accumulated losses at the end of the financial year and has not incurred cash losses during the financial year end in the immediately preceding financial year.
- vii. According to the information and explanation given to us, the Company has not defaulted in the repayments of dues to financial institution, bank or debenture holder during the year
- viii. According to the information and explanation given to us, the Company has not given any guarantee for loans taken by others from bank or financial intuitions during the year.
- ix. According to the information and explanation given to us, the Company has applied term loans for the purpose for which the loans were obtained.
- x. According to the information and explanation given to us, no fraud on or by the Company has been noticed or reported during the year review.

For B.L DUSAD & CO.  
Chartered Accountants  
FRN: 001435C

Place:- Jaipur`  
Date: 28/05/2018

(B.L. DUSAD)  
Partner  
Membership No. 070107



## BALANCE SHEET AS ON 31ST MARCH, 2018

(Amt. in Rupees)

Particulars	Note No.	as at 31.03.2018	as at 31.03.2017
<b>I EQUITY &amp; LIABILITIES</b>			
<b>1 Shareholders' Funds</b>			
(a) Share Capital	1	3,25,06,000	3,25,06,000
(b) Reserves & Surplus	2	3946402	38,19,634
(c) Money received against share warrants			-
<b>2 Share Application Money pending Allotment</b>		-	-
<b>3 Non-current Liabilities</b>			
(a) Long Term Borrowings	3	0.00	62,665
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
<b>4 Current Liabilities</b>			
(a) Short Term Borrowings		-	-
(b) Trade Payables		-	-
(c) Other Current Liabilities	4	381577	3,84,245
(d) Short Term Provisions	5	254980	3,36,699
<b>TOTAL</b>		<b><u>37088959.00</u></b>	<b><u>37109243.00</u></b>
<b>II ASSETS</b>			
<b>1 Non-Current Assets</b>			
<b>(a) Fixed Assets</b>			
(i) Tangible Assets	6	565939.00	7,56,714
(ii) Intangible Assets		-	-
(iii) Capital Work-in-Progress		-	-
(ii) Intangible Assets under development		-	-
(b) Non-current Investments	7	3695000.00	36,95,000
(c) Deferred Tax Assets (Net)	8	174746.00	2,91,801
(d) Long Term Loans & Advances	9	33476.00	-
(e) Other Non-current Assets		-	-





## 2 Current Assets

(a) Current Investments	-	-
(b) Inventories	-	-
(c ) Trade Receivables	-	-
(d) Cash & Cash Equivalents	10 556071.00	6,38,898
(e) Short Term Loans & Advances	11 31718299.00	3,13,97,185
(f) Other Current Assets	12 345428.00	3,29,645
<b>TOTAL</b>	<b><u>37088959.00</u></b>	<b><u>37109243.00</u></b>

See accompanying notes to the financial statements

As per our Report of even date annexed

For B.L.DUSAD & Associates  
Chartered Accountants

For & on behalf of Board of Directors

Sd/-  
(B.L. DUSAD)  
PARTNER  
M. No. : 070107  
Place : Jaipur  
Date : 28.05.2018

Sd/-  
( M.L.Khandelwal)  
Chairman

Sd/-  
(Rajesh Khuteta)  
Managing Director

Sd/-  
(J.C.Kedawat)  
Company Secretary



## STATEMENT OF PROFIT &amp; LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

(Amt. in Rupees)

Particulars	Note No.	As at 31.03.2018	As at 31.03.2017
I Revenue from Operations	13	4288080.00	3957785
II Other Income		-	-
<b>III Total Revenue (I + II)</b>		<b>4288080.00</b>	<b>3957785</b>
<b>IV Expenses :</b>			
Employee Benefits Expense	14	1706390.00	1120700.00
Finance Costs		2859.00	45162.00
Depreciation and Amortisation Expenses		190775.00	363770.00
Administration & Other Expenses	15	1631000.00	1161175.00
<b>Total Expenses</b>		<b>3531024.00</b>	<b>2690807.00</b>
V Profit Before Exceptional & Extraordinary Items & Tax (III - IV)		757056.00	1266978.00
VI Exceptional Items		0.00	0.00
VII Profit Before Extraordinary Items & Tax (V-VI)		757056.00	1266978.00
VIII Extraordinary Items		0.00	0.00
IX Profit before Tax (VII - VIII)		757056.00	1266978.00
X Tax Expenses			
Current Tax		250000.00	406421.00
Deferred Tax		-117000.00	-100711.00
Short provision related earlier year tax		145707.00	0.00
XI Profit from Continuing Operations (VII-VIII)		244349.00	961268
XII Profit from Discontinuing Operations		0.00	0.00
XIII Tax expenses of Discontinuing Operations		0.00	0.00
XIV Profit from Discontinuing Operations after Tax		0.00	0.00
XV Profit for the period (XI + XIV)		244349.00	961268
XVI Earnings Per Share	16		
Basic		0.08	0.30
Diluted		0.08	0.30

See accompanying notes to the financial statements

As per our Report of even date annexed

For B.L.DUSAD &amp; Associates

For &amp; on behalf of Board of Directors

Chartered Accountants

Sd/-

Sd/-

Sd/-

Sd/-

(B.L. DUSAD)

( M.L.Khandelwal)

(Rajesh Khuteta)

(J.C.Kedawat)

PARTNER

Chairman

Managing Director

Company Secretary

M. No. : 070107

Place : Jaipur

Date : 28.05.2018



## CASH FLOW STATEMENT FOR THE YEAR 2016-2017

	Rs in Lacs	
	2017- 18	2016-17
<b>A. CASH FLOE FROM OPERATING ACTIVITIES</b>		
NET PROFIT AFTER TAX AND EXTRAORDINARY ITEMS	2.44	10.05
<b>Adjustm ent for:-</b>		
Depreciation	1.91	3.64
Interest Expenses	0.03	0.45
Provision for Taxes	0.00	3.63
Deferred Tax	0.00	0.00
Extra Ordinary Item	0.00	0.00
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>4.38</b>	<b>17.77</b>
<b>Adjustment for:-</b>		
Decrease/(Increase) in Current Assets	-3.37	-18.02
Long term loan & Advances	-0.33	0.00
Increase/(Decrease) in Current Liabilities	-0.84	0.80
Deffered Tax	-1.17	-1.01
Other Advances		
<b>Cash generated from operations</b>	<b>2.62</b>	<b>-0.46</b>
Interest Paid	-0.03	-0.45
Direct Taxes Paid	-2.79	-3.63
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>-0.20</b>	<b>-4.54</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets & Misc.Assets(NET)	0.00	-0.39
Net sales/(purchase) of investments	0.00	6.00
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>0.00</b>	<b>5.61</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Secured loans taken/(Repayment done)(NET)	-0.63	-2.15
Repayment of Unsecured Loans	0.00	0.00
Call money Raised & Excess Amount Received from issue of share	0.00	0.00
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>-0.63</b>	<b>-2.15</b>
<b>NET INCREASE IN CASH &amp; CASH EQUIVALENTS</b>	<b>-0.83</b>	<b>-1.08</b>
<b>CASH &amp; CASH EQUIVALENTS(OPENING BALANCE)</b>	<b>6.39</b>	<b>7.47</b>
<b>CASH &amp; CASH EQUIVALENTS(CLOSING BALANCE)</b>	<b>5.56</b>	<b>6.39</b>

Note : the previous year figures have been re-grouped where-ever it was necessary.

As per our Report of even date annexed

For B.L.DUSAD & Associates  
Chartered Accountants

Sd/-  
(B.L. DUSAD)  
PARTNER

Sd/-  
( M.L.Khandelwal)  
Chairman

For & on behalf of Board of Directors

Sd/-  
(Rajesh Khuteta)  
Managing Director

Sd/-  
(J.C.Kedawat)  
Company Secretary

M. No. : 070107

Place : Jaipur

Date : 28.05.2018

### AUDITOR 'S CERTIFICATE

We have examined the attached Cash flow Statement of Continental Securities Limited for the year 2017-18. The statement has been prepared by the Company in accordance with the requirement of listing agreement clause 32 with stock exchanges and is based on corresponding profit and loss account and balance sheet of the company covered by our report of 28th May 2018 to the Member of the Company

For B.L. Dusad & Company  
Chartered Accountants  
Firm Reg. No.001435C

**B.L.Dusad**  
Partner  
M.No. 070107

Date:28th May 2018  
Place:Jaipur

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018**

The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current year presentation.

(Amount in Rupees)

**1 SHARE CAPITAL**

	As at 31.03.2018	As at 31.03.2017
Authorised Share Capital :	(Rs.)	(Rs.)
4000000 equity shares of Rs. 10/- each	40000000	40000000
Issued, Subscribed & Paid up :		
3250600 equity shares of Rs. 10/- each	32506000	32506000
Less : Calls in Arrears	0	0
	<b>32506000</b>	<b>32506000</b>

**1.1 Details of Shareholders holding more than 5% shares**

Name of Shareholder	No. of Sh.	% held	No. of Sh.	% held
No Such Shareholder	NA	NA	NA	NA

**1.2 The reconciliation of the no. of shares is as below :**

Equity Shares at the beginning of the year	3250600	3250600
Add : Shares issued during the year	-	-
Less : Shares cancelled on buy back during the year	-	-
Equity Shares at the end of the year	3250600	3250600

**2 RESERVES & SURPLUS**

	(Rs.)	(Rs.)
General Reserve	51110.00	51110.00
Reserve Fund	832863.00	770659.00
Capital Reserve	1017240.00	1017240.00
Profit & Loss A/c	1780756.00	1795488.00
Reserve for Standard Assets	264433.00	185137.00
	<b>3946402.00</b>	<b>3819634.00</b>

**2.1 Profit & Loss A/c :**

As per Last Balance Sheet	1795488.00	1035210.00
Profit/ (Loss) for the year	243824.00	961268.00
Provision for NPA on Standard Assets @ 0.25%	0.00	0.00
Transfer to Reserve Fund	-258556.00	-200990.00
	<b>1780756.00</b>	<b>1795488.00</b>

**3 LONG TERM BORROWINGS**

	(Rs.)	(Rs.)
Secured	0.00	62665

3.1 Secured Loan indicates only car loan.

**4 OTHER CURRENT LIABILITIES**

	(Rs.)	(Rs.)
Other Current Liabilities	381577	384245
	<b>381577</b>	<b>384245</b>



(Amount in Rupees)

As at 31.03.2018      As at 31.03.2017

**5 SHORT TERM PROVISIONS**

Provision for Income Tax      254980      336699

**254980      336699**

**7 NON CURRENT INVESTMENTS**

Shares

**(Rs.)      (Rs.)**

**7.1 TRADE INVESTMENTS****7.2 OTHER INVESTMENTS**

Investment in Associate Concerns

Orchid Securities Pvt.Ltd.      197500      1975000      1975000

Other Investments

Tarachand & Bros. Pvt.Ltd.      72000      720000      720000

A. H. Stock Broking Co. (P) Ltd.      -      -      -

Goodwill fincom (P) Ltd.      50000      1000000      1000000

Bondwell Corporate Advisors (P) Ltd.      -      -      -

Secure Stock fin Co. (P) Ltd.      -      -      -

**TOTAL      3695000      3695000**

**8 DEFERRED TAX ASSETS (Net)**

Related to Fixed Assets      174746      291801

Total      174746      291801

**9 LONG TERM LOAN & ADVANCES**

Related to Fixed Assets      0.00      33476

Total      0.00      33476

**10 CASH & CASH EQUIVALENTS**

Cash in Hand      74147      70257

Balances with Banks : In Current Account      481924      342968

In Fixed Account      244106      225673

**800177      638898**

**11 SHORT TERM LOANS & ADVANCES**

11.1 Secured      NIL      NIL

11.2 Unsecured :

Considered Good

Inter-Corporate Loans      8858801      9089841

Other Finance, Loans & Advances      22859498      22307344

Share Application Money      -      -

**31718299      31397185**

Considered Bad &amp; Doubtful

NIL      NIL

**12 OTHER CURRENT ASSETS**

Tax Deducted at Source      90927      315729

Other Current Assets      10395      13916

**101322      329645**

**13 REVENUE FROM OPERATIONS**

Interest Income      4288080      3957785

Lease Income      0      0

**4288080      3957785**



(Amount in Rupees)

As at 31.03.2018      As at 31.03.2017

**14 EMPLOYEE BENEFITS EXPENSES**

Salaries	1693590	1050600
Bonus to Staff	12800	70100
Staff Welfare	0	0
	<b>1706390</b>	<b>1120700</b>

**15 ADMINISTRATIVE & OTHER EXPENSES**

Advertisement Exp.	51570	54603
Vehicle & Conveyance Exp.	178060	117159
Printing & Stationery Exp.	35698	32554
Office Rent	239580	217800
Postage & Courier Exp.	491	22110
Telephone Exp.	72688	10929
Auditor's Remuneration	40710	34500
Internal Audit Fee	5750	5750
Directors' Sitting Fees	15000	6250
Legal & Professional Charges	28563	81692
Travelling Exp.	0	41249
Electricity & Water Exp.	52641	36841
Share Transfer & Registrar Exp.	28348	30788
Repair & Maintenance Exp.	12744	135600
Listing Fees	287500	229000
Insurance Exp.	22522	28044
Other Administrative Exp.	676659	76306
	<b>1748524</b>	<b>1161175</b>

**15.1 Remuneration to Auditors includes**

Statutory Audit Fees	27140	23000
Tax Representation & Certifications	13570	11500
	<b>40710</b>	<b>34500</b>

**16 Basic & Diluted EPS**

Net Profit after Tax (a)		
No. of Shares (b)	3250600	3250600
Basic EPS (a/b)	0.08	0.30
Diluted EPS	0.08	0.30

See accompanying notes to the financial statements

For B.L.DUSAD & Associates  
Chartered Accountants

For &amp; on behalf of Board of Directors

Sd/-  
(B.L. DUSAD)  
PARTNER

Sd/-  
( M.L.Khandelwal)  
Chairman

Sd/-  
(Rajesh Khuteta)  
Managing Director

Sd/-  
(J.C.Kedawat)  
Company Secretary

M. No. : 070107

Place : Jaipur

Date : 28.05.2018


**6. FIXED ASSETS**

PARTICULARS	GROSS BLOCK				DEPRECIATION				Net Block		
	Rate	Balance as on 1.4.17	Addition during yr	Sale/ Adj. during yr	Total as on 31.3.18	UPTO 31.3.17	For the during yr	Sale Ad. Written Back	Residual Value Adj.	Total as on 31.3.18	As at 31.03.2017
<b>COMPUTER AND DATA PROCESSING UNITS :</b>											
COMPUTER	63.16%	1,09,24,448	-	-	1,09,24,448	1,08,57,918	6,220	-	-	1,08,64,138	65,530
COMPUTER	63.15%	27,600	-	-	27,600	15,856	7,418	-	-	23,274	11,744
TOTAL BLOCK		1,09,52,048	-	-	1,09,52,048	1,08,73,774	13,638	-	-	1,08,87,412	78,274
<b>FURNITURE AND FITTINGS</b>											
FURNITURE	25.89%	7,85,994	-	-	7,85,994.00	6,44,899	36,529	-	-	6,81,428	1,04,566
<b>MOTOR VEHICLES</b>											
VEHICLE	31.23%	28,03,622	-	-	28,03,622	24,73,474	1,03,105	-	-	25,76,579	2,27,043
<b>PLANT AND MACHINERY</b>											
PLANT & MACHINERY	18.10%	7,57,234	-	-	7,57,234	5,50,037	37,503	-	-	5,87,540	1,69,694
<b>Total A+B</b>		<b>1,52,98,898</b>	<b>-</b>	<b>-</b>	<b>1,52,98,898</b>	<b>1,45,42,184</b>	<b>1,90,775</b>	<b>-</b>	<b>-</b>	<b>1,47,32,959</b>	<b>5,65,939</b>
											<b>7,56,714</b>



**SCHEDULE - 9****NOTES AND ACCOUNTING POLICIES****(Notes annexed to and forming part of Accounts)****I. SIGNIFICANT ACCOUNTING POLICIES**

1. The financial statements of the Company have been prepared and presented in accordance with the generally accepted accounting principles under the historical cost convention on the accrual basis. These financial statements have been prepared as going concern. The Company has not adopted indian accounting standard to prepare accounts as it is optional for our company for this year.
2. The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and reported amount of revenues and expenses during the reported period. Differences between the actual results and estimates are recognized in the period in which the results are known /materialized
  - a. Interest Income on loans are being accounted for on accrual basis
  - b. Other financing activity are being accounted for on accrual basis
3. Investments are valued at cost and as certified by the Management.
4. Fixed Assets are stated at cost and in respect of assets other than leased assets, depreciation has been provided on written down value basis as per Companies Act, 2013.
5. The Company has complied with the guidelines issued by Reserve Bank of India, in respect of Prudential norms for income recognition, accounting standard and Provision for bad and doubtful debts.
6. Income Recognition
  - (A) Penal/ additional interest and additional finance charges are recognized are as income as and when received.
  - (B) All other income are recognized on their accrual.
7. The Company has not accepted any public deposit during the relevant year and the Board of Directors has also passed a resolution on Date 28th April 2018 for non-acceptance of any public deposits.
8. The Mandatory accounting standards prescribed by the institute of Chartered Accountants of India have been followed wherever applicable.

**NOTES ON ACCOUNTS**

1. In the opinion of the Board of Directors Current Assets, Loans, advances have value of realization in the ordinary course of business atleast equal to the amount stated in



the Balance Sheet and provisions for all known liabilities have been made.

2. Provision for further liability of gratuity payable at a future date has not been made as no employee has become entitled for the same as on date same and shall be accounted for as and when paid.
3. No provision have been made for diminution in the value of investment in shares which show the investment in the unquoted shares.
4. Provision is made for Standard Assets as per RBI norms.
5. Creditors & Loans and Advances are subject to confirmation.
6. Previous year figures have been re-grouped/rearranged wherever necessary to make them comparable with those of current year.
7. Loan to Directors outstanding are Rs. Nil
9. Audit Fee represents:

	<b>2017-18</b>	<b>2016-17</b>
Fees for Audit	27,140	23,000
Tax representation & Certifications	13,570	11,500
<b>Total</b>	<b>40,710</b>	<b>34,500</b>

10. The Company has only one revenue segment - Interest income. Hence, no separate segment wise information on revenue result and capital employed is given.
11. Related party disclosure : As per AS-18 issued by the Institute of Chartered Account of India, the institution's related parties are disclosed below:

Related Party	Nature of Relation ship	Transaction	Amount 2017-18	Balance outstanding 31 <sup>st</sup> March 2018	Amount 2016-17	Balance Outstanding 31 <sup>st</sup> March 2017
Rajesh Khuteta	Key Management Personel	Remuneration	8,13,440	78,252	5,37,000	1912
Rajesh Khuteta	Key Management Personel	Rent	2,39,580	Nil	217800	8005

12. There is no Earning & Expenditure in foreign Currency
13. There is no Claims against the Company not acknowledged as debts
14. There is no Contingent liability for which provisions are to be made.
15. Figures have been rounded off to the nearest rupee.



16. During the year under consideration, The Company has increased its Authorised Capital from 40000000 to 100000000 .The ROC fees and stamping expenses has been debited to profit & loss account to Rs. 570000.
17. Quantitative information in respect of goods traded in shares/ debentures/ securities are nil.
18. In accordance with provisions contained in Section 203 of the Companies act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Section 149 (1) of the Companies Act,2013 read with Rule 3 of the Companies (Appointment and Qualification of the Directors ) Rules ,2014 the appointment of Key Managerial Personnel and women Director has become mandatory . The Company has appointed Company Secretary,CFO and woman Director in this process.
19. The previous year figures has been regrouped where ever it was necessary.

As per our Audit Report of even date annexed.

For B.L DUSAD & CO  
Chartered Accountants  
FRN 001435C

For and behalf of Board of Directors

**B.L.DUSAD**  
(Partner)

**M.L. Khandelwal ,**  
(Chairman)

**Rajesh Khuteta**  
(Director)

**J.C Kedawat**  
(Company Secretary)

M.No 070107  
Place :- Jaipur  
Date:-28th May 2018


**SCHEDULE TO THE BALANCE SHEET FOR THE YEAR ENDED 31ST MARCH 2018**

As required in terms of paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998)

PARTICULARS	PRINCIPAL	INTEREST ACCRUED BUT NOT DUE	AMOUNT OUTSTANDING	AMOUNT OVERDUE

**LIABILITIES SIDE**

(1) Loans and advances availed by the NBFCs		Rate in Lacs		
Inclusive if interest accrued thereon but not paid:				
(a) Debentures: Secured	---	---	---	---
: Unsecured	---	---	---	---
(Other than falling within the meaning of public deposits)				
(b) Deferred Credits	---	---	---	---
(c) Term Loans	.33	---	.33	---
(d) Inter-corporate loans and borrowing	---	---	---	---
(e) Commercial Paper	---	---	---	---
(f) Public Deposits	---	---	---	---
(g) Cash Credit and Working Capital Demand Loan	---	---	---	---
<b>TOTAL</b>	<b>.33</b>	<b>---</b>	<b>.33</b>	<b>---</b>
(2) Break-up of (1) (f) above (outstanding public deposits				
Inclusive of interest accrued thereon but not paid):				
(a) In the form of unsecured Debentures	--	--	--	--
(b) In the form of partly secured debentures				
i.e. Debentures where there is a shortfall				
in the value of security	--	--	--	--
(c) Other public deposits	--	--	--	--
Interest accrued but not paid - Nil				

**PARTICULARS**
**AMOUNT OUTSTANDING**
**ASSETS SIDE**

(3) Break - up of Loans and advances including bills receivables (other than those included in (4 ) below):	
(a) Secured	----
(b) Unsecured	313.18
(4) Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL /SP activities	
1) Lease assets including lease rentals under sundry debtors:	
(a) Financial Lease	
(b) Operating Lease	
(ii) Stock on hire including hire charges under sundry debtors.	
(a) Assets on hire	
(b) Repossessed Assets	
(iii) Hypothecation loans counting towards EL/ HP activities	
(a) Loans where assets have been repossessed	
(b) Loans other than (a) above	
(5) Break -up of Investments:	
Current Investments:	



1. Quoted :
  - (i) Shares :
    - (a) Equity
    - (b) Preference
  - (ii) Debentures and Bonds
  - (iii) Units of mutual funds
  - (iv) Government Securities
  - (v) Others (please specify)
2. Unquoted:
  - (i) Shares (a) Equity (b)Preference
  - (ii) Debentures and Bonds
  - (iii) Units of mutual funds
  - (iv) Government Securities
  - (v) Others (please specify)

PARTICULARS	AMOUNT OUTSTANDING
Long Term Investments	
1.Quoted :	
(i) Shares : (a) Equity	--
(b) Preference	--
(ii) Debentures and Bonds	--
(iii) Units of Mutual Funds	--
(iv) Government Securities	--
(v) Others (Please specify)	--
2.Unquoted :	
(i) Shares : (a) Equity	36.95
(b) Preference	--
(ii) Debentures and Bonds	--
(iii) Units of Mutual Funds	--
(iv) Government Securities	--
v) Others (Please specify)	--
<b>Total</b>	<b>36.95</b>

(6) Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances :

Category	Amount net of Provisions		
	Secured	Unsecured	Total
1. Related Parties			
(a) Subsidiaries	--	--	--
(b) Companies in the same group	--	--	--
(c) Other related parties	--	--	--
2. Other than related parties	--	313.97	313.97
<b>Total</b>	<b>--</b>	<b>313.97</b>	<b>313.97</b>

(7) Investor group-wise classification of all investment (current and long term) in shares and securities (both quoted and unquoted) :



Category	Market Value/ Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties		
(a) Subsidiaries	--	--
(b) Companies in the same group	--	--
(c) Other related parties	--	--
2. Other than related parties	36.95	36.95
Total	<b>36.95</b>	<b>36.95</b>
(8) Other Information		
Particulars	Amount	
(i) Gross Non-Performing Assets		
(a) Related Parties	--	
(b) Other than related parties	--	
(ii) Net Non-Performing Assets		
(a) Related Parties	--	
(b) Other than related parties	--	
(iii) Asset acquired in satisfaction of debt	--	

For B.L DUSAD & CO.  
Chartered Accountants  
Firm Reg. No.001795C

Place : JAIPUR  
Date : 28th May, 2018

**B.L.DUSAD**  
Partner  
M. No. 070107



## 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/DP ID-Client ID : \_\_\_\_\_

I/We being the Member(s) holding \_\_\_\_\_ shares of the above named company, hereby appoint

- |    |                   |                                  |
|----|-------------------|----------------------------------|
| 1. | Name : _____      | Address : _____                  |
|    | E-Mail Id : _____ | Signature : _____ or Failing him |
| 2. | Name : _____      | Address : _____                  |
|    | E-Mail Id : _____ | Signature : _____ or Failing him |
| 3. | 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 28th Annual General Meeting of the Company, to be held on the Tuesday, 25th Sep 2018 at 2.00 P.M. at Registered Office of the company, 301 Metro Plaza, Gopal Bari Jaipur-302001 and at any adjustment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolutions
---------------	-------------

**Ordinary Business**

- |    |  |
|----|--|
| 1. | Adoption of Financial Statements For The Year Ended 31st March 2018  |
| 2. | Appointment of M/S Gopal Sharma & Associates, Chartered Accountants, as Auditors   |
| 3. | Appointment of director in the place of Shri M.L. Khandelwal (DIN:00414717) who retires by rotation and being eligible, offers himself for re-appointment. |

**Special Business**

- |    |   |
|----|---|
| 1. | To fix minimum fees for serving various document.               |
| 2. | To re-appoint Mr. Suresh Kumar Gupta as an independent Director |
| 3. | To re-appoint Mr. Vishnu Dusad as an independent Director       |
| 4. | To re-appoint Mrs. Ruchi Gupta as an independent Director       |

Affix Re1  
Revenue  
Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Member's Signature

Signature of Shareholder \_\_\_\_\_

Signature of Proxy Holder(s) \_\_\_\_\_

Note : A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote Instead of himself and the Proxy need not be a Member of the Company. The Instrument appointing a Proxy must be received at the Registered Office of The Company, not less than 48 hours before the commencement of the meeting.

## ATTENDANCE SLIP

Name & Address of The Shareholder

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Folio No : \_\_\_\_\_

DP ID : \_\_\_\_\_

Client ID : \_\_\_\_\_

I hereby certify that I am a member/proxy appointed by the member\* of the Company and record my presence at the 28th Annual General Meeting of the Company, at 301 Metro Plaza, Gopalbari, Jaipur-302001, on Tuesday 25th Sep 2018 at 2.00 P.M.

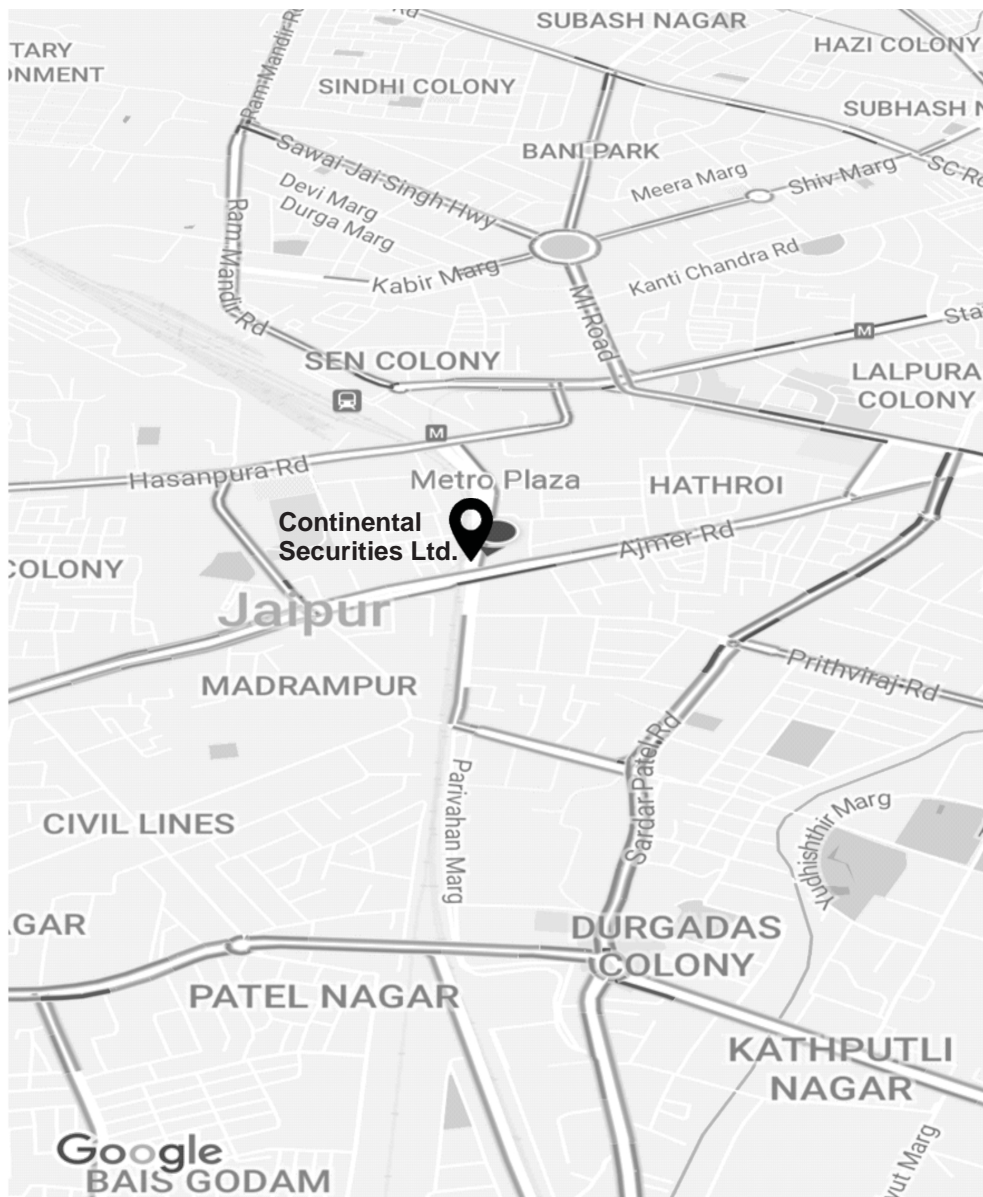
Name of The Shareholder/Proxy\*

Signature of the Shareholder/Proxy\*

\*Strike out whichever is not applicable.

Note: Please fill up this attendance slip and hand over at the entrance of the meeting hall.

**BOOK - POST**



*If undelivered please return to :*  
**CONTINENTAL SECURITIES LTD.**  
Registered Office :  
301, Metro Plaza, Gopalbari,  
Jaipur-302001