



# **CONTINENTAL SECURITIES LIMITED**

**25<sup>th</sup>**

**Annual Report 2014-15**

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 (Director)  
Shri Vishnu Dusad (Director)  
Smt. Ruchi Gupta (Director)

**Company Secretary**

J.C. Kedawat

**Auditors :**

M/s R.P.Khandelwal & Associates, Jaipur  
(Chartered Accountants)

**Bankers :**

State Bank of Travencore  
Bank of Baroda

**Registered & Corporate Office**

301, Metro Plaza, Gopal bari Jaipur (Raj.),  
Phone :-0141-2377301

**Registrar & Share Transfer Agent :**

Beetal Financial & Computer Service Pvt. Ltd.  
Beetal House, 99, Madangir, IIIrd Floor, Behind  
Local Shopping Centre, Near Dada Harsukh  
Das Mandir, New Delhi.

**Company Website**

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



**NOTICE**

NOTICE is hereby given that 25th Annual General Meeting of the Member of Continental Securities Ltd. will be held on Saturday, the 26th September, 2015, at 11.00 A.M. at Registered office of the company 301, Metro Plaza, Gopal Bari, Jaipur to transact the following business:-

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March 2015 including audited Balance Sheet as at 31st March, 2015 and statement of Profit & Loss Account for the year ended on that date and the Report of Directors and Auditors thereon.
2. To appoint Director in place of Shri M. L. Khandelwal (DIN No 00414717) ., who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors of the Company, 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, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the resolution passed by the members at the Annual General Meeting of the Company held on 28th September 2015, the re-appointment of M/S R.P. Khandelwal & Associates Chartered Accountants (Membership No. 071002), be and are hereby appointed Statutory Auditors of the Company to hold office from conclusion of the ensuing Annual General Meeting until the conclusion of the next annual general Meeting on such remuneration as may be decided by Board of Directors of the company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Regd. Office : 301 Metro Plaza,  
Gopal Bari, Jaipur 302001

By Order of Board of Directors

Date :- 30th May 2015

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

**NOTES**

1. 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 .
2. The instrument appointing proxy must reach the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.
3. 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 .
4. The Register of the members and share transfer books of the Company will remain closed from 20th September, 2015 to 26th September, 2015 ( both days inclusive).
5. 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.
6. 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 .
7. 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 .
8. Members desirous of obtaining any information 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.
9. 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 to Registrar and Share Transfer Agents of the company .



10. In accordance with rule 20 of the Companies (Management and Administration) amendment Rules, 2015, the Company has fixed 19th September, 2015 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. 19th September 2015 shall be entitled to avail facility of e-voting as well as voting at the general meeting.
11. Members may note that the notice of the Annual General meeting and Annual Report for the year 2014-15 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. 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 25th Annual General Meeting (AGM) by electronic means

The members whose names appear in register of members as on 19th September, 2015, the date prior to the closure of commencement of book closure are entitled to vote on the resolutions set out in the notice. The remote e- voting period will commence at 9.00 A.M. on 23rd September, 2015 and will end at 5.00 P.M. on 25th September, 2015. The facility for voting through electronic means system shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through 'insta poll'. The company has appointed Shri Ajay Khandelwal, a partner of M/S Ajay Khandelwal, 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) during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) now enter your user ID
  - a) for CDSL: 16 digits 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 institutional shareholders:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) 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 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
- (xxi) [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxii) 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.
- (xxiii) Mr. Ajay Khandelwal, Practicing Chartered Accountants (Membership No. 403532) has been appointed as the Scrutinizer to scrutinize the e-voting and insta poll process in a fair and transparent manner. The scrutinizer shall within a period not exceeding three working days 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 of the votes casted in favour or against , if any, forthwith to the Chairman of the Company.

11. 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. viz. [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 of the AGM of the Company.
12. Scrutinizer Report shall be placed on the Website of the Company i.e. [www.conpetco.com](http://www.conpetco.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.
13. 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.

Regd.Office :301 MetroPlaza,  
Gopal Bari, Jaipur 302001

Date :-30th May 2015

By Order of Board of Directors

J.C Kedawat  
(Company Secretary )

#### DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name of Director Madan Lal Khandelwal

Date of Birth : 02-03-1945

Date of Appointment : 30-03-1990

Qualifications M. Tech.

Chairman ship / Directorship

In other companies 1. Continental Petroleums Limited

Number of shares held in the company : 70400

**DIRECTORS REPORT**

Your Directors have pleasure in presenting the Annual Report together with Audited Accounts for the year ended 31st March, 2015

**FINANCIAL RESULTS**

	(Rs in lacs)	
	Year Ended	Year Ended
	31st March, 2015	31st March, 2014
Income	42.68	40.89
Total Expenditure	27.84	20.42
Profit before interest , Dep. And tax	14.84	20.46
Interest	0.70	0.89
Depreciation	11.88	11.78
Taxation	0.92	3.92
Net profit	1.34	3.88
Profit (Loss) brought forward	7.68	3.46
Net Profit (Loss) carried forward	9.02	7.68

**DIVIDEND**

The Company has not declared dividend for the year under review .

**RESERVES**

A sum of Rs.20371.00 has been transferred by company to Reserve fund as per guidelines prescribed by Reserve Bank Of India. No other amount is carried to any reserves during the period under review.

**OPERATIONS**

During the year under review the Company has registered a gross income of Rs.42.68 Lacs as compared to the income of Rs. 40.89 lacs in the previous year. The net profit of the company was Rs.1.34 lacs as against net profit of Rs.3.88 lacs in the previous year. The decline in net profit was due increase in expenditures and decrease in Revenue.

**PROSPECTS**

The year 2014-15 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.

**MANAGEMNT DISCUSSION AND ANALYSIS**

Growth of India has slowed down remarkably reflecting global developments and domestic supply constraints ,however the rate of inflation is not a matter of worry and corporate investment , the slowdown has penetrate to other sectors of the economy. The financial



position of banks and corporates have 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 cautions view and formulate policies accordingly.

### **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 during the year under review.

### **LISTING WITH BOMBAY STOCK EXCHANGE**

The securities of the company have been listed with Bombay Stock Exchange from 8th January, 2015 Under direct listing regulations.

As a result the shares of the Company will not be traded at Delhi , Jaipur and ahmedabad Stock Exchanges.

### **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,2013 and the rules framed there under . At present company has no women worker in service.

### **CORPORATE SOCIAL RESPONSIBILITY**

THE 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.

### **DIRECTORS**

Shri M. L. Khandelwal, Director of the Company, is retiring by rotation at ensuing Annual General meeting and being eligible, offers himself for reappointment .

### **SECRETARIAL AUDITORS**

Pursuant to provisions of Section 204 of the companies act, 2013 M/S Mahendra khandelwal & Associates , Company Secretaries were appointed as Secretarial auditors of the company for the year ended 31st march, 2015 .The Secretarial Audit report submitted by them is annexed. The report does not contain any qualification.

### **RELATED PARTY TRANSACTIONS:**

ALL the related party transactions that were entered in to 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 as such no disclosure in form AOC-2 is required. However disclosure of related party transaction is made in notes to the accounts. The Board has framed a policy on related party transaction.

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

Extracts of annual return is annexed to this report.

### **INTERNAL AUDITORS**

M/S Ajay Khandelwal & Associates were appointed internal Auditors of the Company for the year ended 31st March, 2015 under the provisions of Companies act, 2013 .The Company proposes to continue their services for the year 2015-16 .

### **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 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 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.

### **AUDITORS**

M/s R.P. Khandelwal & Associates, Jaipur, Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and are recommended for re-appointment.

### **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 .

### **MEETING OF BOARD OF DIRECTORS**

The required information is given in corporate governance report which is also a part of Directors Report.

### **INDEPENDENT DIRECTORS MEETING**

During the year under reference one meeting of Independent directors was held on 27th January, 2015 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.

### **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 - **1008900**
- b) Percentage of Shares Dematerialized as on 31st march, 2015 - **31.04%**

**(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 matter related to capital market during the last here 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.

**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 :

- i. The ratio of remuneration of each Director to the median remuneration of the employees of the company for the financial year 2014-15 and
- ii. The percentage increase in remuneration of each Director , Chief Financial Officer ,

Sr. no	Name of Director/KMP and its designation	Remuneration to the Director/KMP for the Financial Year 2014-15	Percentage Increase/Decrease in remuneration in the Financial Year 2014-15	Ratio of Remuneration of each director to the Median Remuneration of Employees
1.	Mr. Rajesh Khuteta(M.D)	465000	8.40%	6.23
2.	Mr.VishnuDusad (Independent Director)	3750	-	0.05
3.	Mr.Suresh Kumar Gupta (Independent Director)	3750	-	0.05
4.	Mrs. Ruchi Gupta (Independent Director)	3000	-	0.04
5.	Mr. M.L. Khandelwal (Chairman)	5250	-	0.07
6.	Mr. J.C. Kedawat (Company Secretary)	96000	-	1.28



CEO, Company Secretary or Manager , if any in the financial Year .

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

- iii. The number of employees on the roll of the company are eight.
- iv . The median remuneration of employees( MRE ) of the Company is Rs9331 .The MRE for the year is increased by 0.01%compared to previous year.
- iv. There was no increase in salary of Key Managerial Personnel during the year and managerial remuneration except increase in salary of Managing Director by Rs.36000.00 .
- v. There is no variable component in remuneration of Directors of the Company.
- Vi. 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 .
- vii. It is hereby affirmed that the remuneration paid is as per the remuneration policy of the company.

#### **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, 2015, 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 ,2105 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, 2015 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 .

#### **AUDITORS**

M/s R.P. Khandelwal & Associates, Jaipur, Auditors of the Company hold office until



the conclusion of the ensuing Annual General Meeting and are recommended for re-appointment.

#### **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**

Corporate governance Report under clause 49 of listing agreement is annexed with this 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 May, 2015

M. L .KHANDELWAL  
Chairman

**ANNEXURE -I TO THE DIRECTORS REPORT****EXTRECT OF ANNUAL RETURN****As on financial year ended on 31.03.2015**

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

MGT 9

Extract of Annual Return

As on the Financial Year 31.03.2015

[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	167120RJ1990PLC005371
li	Registration Date	February 1, 1995
lii	Name Of The Company	Continental Securities Limited
iv	Category/Sub-Category of the Company	Non-Banking Financial Company
v	Address of the Registered office and contact details	301,Metro Plaza, Gopalbari ,Jaipur - 302001
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	% to total turnover of the company
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)**

I) Category -wise Share Holding :



Category of Share holders	No. of shares held at the beginning of the year 1-4-2014				No. of shares held at the end of the year 31-3-2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
1. Indian Individual/ HUF									
Central Govt.	0	813500	813500	25.03	0	813500	813500	25.03	0.00
State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
Banks/ FI Any Other .....	0	486500	486500	14.97	0	486500	486500	14.97	0.00
	0	0	0	0.00	0	0	0	0.00	0.00
	0	0	0	0.00	0	0	0	0.00	0.00
Sub – Total (A)(1)	0	1300000	1300000	39.99	0	1300000	1300000	39.99	0.00
2. Foreign									
a) NRIs Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/ FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other ...	0	0	0	0.00	0	0	0	0.00	0.00
Sub – Total (A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
Total share holding of Promoter(A)= (A)(1)+(A)(2)	0	1300000	1300000	39.99	0	1300000	1300000	39.99	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/ FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance									



Companies	0	0	0	0	0	0	0	0	0	0	0
g) FII's											0
h) Foreign Venture Capital Fund	0	0	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0	0	0
2. Non Institutions											
a) Bodies Corp.							5000	5000		0.15	
i) Indian	0	0	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs.1 Lakh.	0	952200	952200	29.29	18600	885600	904200		27.82	1.47%	
ii) Individual shareholders holding nominal share capital in excess of Rs.1 Lakh.	0	922300	922300	28.37	965300	0	965300		29.70	1.33%	
c)Others (specify)											
1.NRI	0	56100	56100	1.73	0	56100	56100		1.73	0	
2.HUF		20000	20000	0.62		20000	20000		0.62		
2.Clearing Members	0	0	0	0	0	0	0		0	0	
Sub Total (B)/(2)											
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	1950600	1950600	60.01	983900	966700	1950600		60.01	0.0	
C. Shares held by Custodian for GDRs and ADRs											
Grand Total (A+B+C)	0	3250600	3250600	100	983900	2266700	3250600		100		



## (ii) Shareholding of promoters

Share Holder's Name	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
1.Meena Khandelwal	0	100	100	0.00	0	0	0	0.00	100.00
2.Hari Mohan Gupta	0	850	850	0.03	0	0	0	0.00	100.00
3. PadamSingh	0	850	850	0.03	0	0	0	0.00	100.00
4. Ramesh Sharma	0	850	850	0.03	0	0	0	0.00	100.00
5. Yogesh Kumar Gupta	0	850	850	0.03	0	0	0	0.00	100.00
6. Mamta Khandelwal	0	1000	1000	0.03	0	0	0	0.00	100.00
7. Suresh Sharma	0	1300	1300	0.04	0	0	0	0.00	100.00
8. Babulal Khuteta	0	1700	1700	0.05	0	0	0	0.00	100.00
9. Anil Kumar Johri	0	1800	1800	0.06	0	0	0	0.00	100.00
10. GovindSharan Gupta	0	1800	1800	0.06	0	0	0	0.00	100.00
11. Manish Gupta	0	1800	1800	0.06	0	0	0	0.00	100.00
12.Mohit Gupta	0	1800	1800	0.06	0	0	0	0.00	100.00
13. Jamna Das Sethi	0	2000	2000	0.06	0	0	0	0.00	100.00
14. RajkumarMamodia	0	2000	2000	0.06	0	0	0	0.00	100.00
15. Anita Jain	0	2000	2000	0.06	0	0	0	0.00	100.00
16. ArjunLalPurohit	0	2500	2500	0.08	0	0	0	0.00	100.00
17. B.L. Choudhary	0	2500	2500	0.08	0	0	0	0.00	100.00
18.Babu LalChaturvedi	0	2500	2500	0.08	0	0	0	0.00	100.00



19. Ganesh Lal	0	2500	2500	0.08	0	0	0	0.00	100.00
20. Jugal Kishore	0	2500	2500	0.08	0	0	0	0.00	100.00
21. Mamta Khuteta	0	2500	2500	0.08	0	0	0	0.00	100.00
22. Manoj Kumar Sharma	0	2500	2500	0.08	0	0	0	0.00	100.00
23. Om Prakash Nithawal	0	2500	2500	0.08	0	0	0	0.00	100.00
24. Pushpa Rawat	0	2500	2500	0.08	0	0	0	0.00	100.00
25. Pinkoo Somani	0	2500	2500	0.08	0	0	0	0.00	100.00
26. Ram Gopal Temani	0	2500	2500	0.08	0	0	0	0.00	100.00
27. R.K. Sharma	0	2500	2500	0.08	0	0	0	0.00	100.00
28. Rajesh Khandelwal	0	2500	2500	0.08	0	0	0	0.00	100.00
29. Ratnesh	0	2500	2500	0.08	0	0	0	0.00	100.00
30. Sangeeta Jain	0	2500	2500	0.08	0	0	0	0.00	100.00
31. Subhash Chand Dhamod	0	2500	2500	0.08	0	0	0	0.00	100.00
32. Surajmal Sharma	0	2500	2500	0.08	0	0	0	0.00	100.00
33. Sunil Gupta	0	2500	2500	0.08	0	0	0	0.00	100.00
34. S.K. Gupta	0	2500	2500	0.08	0	0	0	0.00	100.00
35. Sanjay Khuteta	0	2500	2500	0.08	0	0	0	0.00	100.00
36. Sunita Dhamod	0	2500	2500	0.08	0	0	0	0.00	100.00
37. Vijay Kumar Sharma	0	2500	2500	0.08	0	0	0	0.00	100.00
38. Virendra Kumar	0	2500	2500	0.08	0	0	0	0.00	100.00
39. Hansa Khandelwal	0	2600	2600	0.08	0	0	0	0.00	100.00
40. Jagdish Chandra Kedawat	0	2600	2600	0.08	0	0	0	0.00	100.00
41. Dilip Jain	0	2700	2700	0.08	0	0	0	0.00	100.00
42. Gauricharan Johri	0	2700	2700	0.08	0	0	0	0.00	100.00
43. Sunil khandelwal	0	3000	3000	0.09	0	0	0	0.00	100.00



44. Jugal Kishore amodia	0	3100	3100	0.10	0	0	0	0.00	100.00
45. Parvati Devi	0	3100	3100	0.10	0	0	0	0.00	100.00
46. Basanti Lal Sharma	0	3400	3400	0.10	0	0	0	0.00	100.00
47. Ashok Kumar	0	3500	3500	0.11	0	0	0	0.00	100.00
48. Kailash Nath	0	3500	3500	0.11	0	0	0	0.00	100.00
49. Laxman Singh	0	3500	3500	0.11	0	0	0	0.00	100.00
50. Pushpa Khandelwal	0	3500	3500	0.11	0	0	0	0.00	100.00
51. S.N. Gupta	0	3500	3500	0.11	0	0	0	0.00	100.00
52. Lalita Devi	0	3700	3700	0.12	0	0	0	0.00	100.00
53. Rajiv Agarwal	0	3700	3700	0.12	0	0	0	0.00	100.00
54. Naresh Hingorani	0	3800	3800	0.12	0	0	0	0.00	100.00
55. Rakesh Kumar Jain	0	4000	4000	0.12	0	0	0	0.00	100.00
56. Ramgopal Rawat	0	4000	4000	0.12	0	0	0	0.00	100.00
57. Anju Khandelwal	0	4100	4100	0.13	0	0	0	0.00	100.00
58. Kaushalya Pabuwat	0	4400	4400	0.14	0	0	0	0.00	100.00
59. Sushila Rawat	0	4400	4400	0.14	0	0	0	0.00	100.00
60. Nathulal Khandelwal	0	4500	4500	0.14	0	0	0	0.00	100.00
61. B.D. Sharma	0	5000	5000	0.15	0	0	0	0.00	100.00
62. G.N. Singh	0	5000	5000	0.15	0	0	0	0.00	100.00
63. G.S. Gupta	0	5000	5000	0.15	0	0	0	0.00	100.00
64. N.K. Jain	0	5000	5000	0.15	0	0	0	0.00	100.00
65. N.K. Agarwal	0	5000	5000	0.15	0	0	0	0.00	100.00
66. Narain Dhoopar	0	5000	5000	0.15	0	0	0	0.00	100.00
67. R.M. Gupta	0	5000	5000	0.15	0	0	0	0.00	100.00
68. R.K. Sharma	0	5000	5000	0.15	0	0	0	0.00	100.00



69.S.N. Srivastava	0	5000	5000	0.15	0	0	0	0.00	100.00
70.V.R. Jangid	0	5000	5000	0.15	0	0	0	0.00	100.00
71.Dwarka Prasad Khandelwal	0	5300	5300	0.16	0	0	0	0.00	100.00
72.B.M.Gupta	0	5500	5500	0.17	0	0	0	0.00	100.00
73.J.P.Sharma	0	5500	5500	0.17	0	0	0	0.00	100.00
74.Omprakash Khandelwal	0	5500	5500	0.17	0	0	0	0.00	100.00
75.Babban Rawat	0	5600	5600	0.17	0	0	0	0.00	100.00
76.N.L.Gupta	0	5600	5600	0.17	0	0	0	0.00	100.00
77.Madan-mohan Gupta	0	5900	5900	0.18	0	0	0	0.00	100.00
78.Krishna Kedawat	0	6500	6500	0.20	0	0	0	0.00	100.00
79.Ramnath Karol	0	6500	6500	0.20	0	0	0	0.00	100.00
80.Shankarlal	0	6600	6600	0.20	0	0	0	0.00	100.00
81.Vikram Khuteta	0	6700	6700	0.21	0	0	0	0.00	100.00
82.Hari Om Sharma	0	6800	6800	0.21	0	0	0	0.00	100.00
83.Chandan Khandelwal	0	7000	7000	0.22	0	0	0	0.00	100.00
84.Gordhan Das Sethi	0	7200	7200	0.22	0	7200	7200	0.22	0.00
85.Rajiv Khandelwal	0	7500	7500	0.23	0	7500	7500	0.23	0.00
86.Ashok Mamodia	0	7600	7600	0.23	0	7600	7600	0.23	0.00
87.Geetadevi Mamodia	0	10000	10000	0.31	0	10000	10000	0.31	0.00
88.Ram-swaroop Rawat	0	10800	10800	0.33	0	10800	10800	0.33	0.00
89.Radhika Dangayach	0	11900	11900	0.37	0	11900	11900	0.37	0.00
90.Girraj Prasad Khandelwal	0	12400	12400	0.38	0	12400	12400	0.38	0.00
91.Phool Singh	0	12400	12400	0.38	0	12400	12400	0.38	0.00
92.Jagdish Prasad handelwal	0	14300	14300	0.44	0	14300	14300	0.44	0.00



93. Raj Khuteta	0	14500	14500	0.45	0	14500	14500	0.45	0.00
94. Rajesh Khuteta	0	16500	16500	0.51	0	16500	16500	0.51	0.00
95. Madhu Khandelwal	0	17600	17600	0.54	0	17600	17600	0.54	0.00
96. Murarilal Khandelwal	0	22400	22400	0.69	0	22400	22400	0.69	0.00
97. Ramesh Chand Rawat	0	24600	24600	0.76	0	24600	24600	0.76	0.00
98. Dinesh Khandelwal	0	34000	34000	1.05	0	34000	34000	1.05	0.00
99. Hemlata Khandelwal	0	43800	43800	1.35	0	43800	43800	1.35	0.00
100. Bhagwati Khandelwal	0	48400	48400	1.49	0	48400	48400	1.49	0.00
101. Navneet Khandelwal	0	62600	62600	1.93	0	62600	62600	1.93	0.00
102. Madan Lal Khandelwal	0	70400	70400	2.17	0	70400	70400	2.17	0.00
103. Vikrant Khandelwal	0	79600	79600	2.45	0	79600	79600	2.45	0.00
104. M/S A&A Sales Promoters	0	20000	20000	0.62	0	20000	20000	0.62	0.00
105. Trident Electronics	0	20000	20000	0.62	0	20000	20000	0.62	0.00
106. Tiruprati Finbuild Pvt. Ltd.	0	50000	50000	1.54	0	50000	50000	1.54	0.00
107. Century Projects. India Pvt. Ltd.	0	60000	60000	1.85	0	60000	60000	1.85	0.00
108. K.K. Fin-builds Pvt. Ltd	0	75000	75000	2.31	0	75000	75000	2.31	0.00
109. M/S Orchid Securities Pvt. Ltd.	0	91500	91500	2.81	0	91500	91500	2.81	0.00
110. Unique-techno Associates Pvt. Ltd.=	0	170000	170000	5.23	0	170000	170000	5.23	0.00
111. Raj Khuteta	0	0	0	0.00	0	124000	124000	3.81	100.00
112. Sunidhi Khuteta	0	0	0	0.00	0	161000	161000	4.95	100.00



(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Share holder's name	Shareholding at the beginning of the year		Shareholding at the end of the year	
	No of shares	% of total shares of the company	No of shares	% of total shares of the company
Date wise increase/decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment, transfer/bonus/ Sweat equity etc):				
1. Meena Khandelwal	100	0.00	0	0.00
2. Hari Mohan Gupta	850	0.03	0	0.00
3. Padam Singh	850	0.03	0	0.00
4. Ramesh Sharma	850	0.03	0	0.00
5. Yogesh Kumar Gupta	850	0.03	0	0.00
6. Mamta Khandelwal	1000	0.03	0	0.00
7. Suresh Sharma	1300	0.04	0	0.00
8. Babulal Khuteta	1700	0.05	0	0.00
9. Anil Kumar Johri	1800	0.06	0	0.00
10. Govind Sharan Gupta	1800	0.06	0	0.00
11. Manish Gupta	1800	0.06	0	0.00
12. Mohit Gupta	1800	0.06	0	0.00
13. Jamna Das Sethi	2000	0.06	0	0.00
14. Rajkumar Mamodia	2000	0.06	0	0.00
15. Anita Jain	2000	0.06	0	0.00
16. Arjun Lal Purohit	2500	0.08	0	0.00
17. B.L. Choudhary	2500	0.08	0	0.00
18. Babu Lal Chaturvedi	2500	0.08	0	0.00



19. Ganesh Lal	2500	0.08	0	0.00
20. Jugal Kishore	2500	0.08	0	0.00
21. Mamta Khuteta	2500	0.08	0	0.00
22. Manoj Kumar Sharma	2500	0.08	0	0.00
23. Om Prakash Nithawal	2500	0.08	0	0.00
24. Pushpa Rawat	2500	0.08	0	0.00
25. Pinkoo Somani	2500	0.08	0	0.00
26. Ram Gopal Temani	2500	0.08	0	0.00
27. R.K. Sharma	2500	0.08	0	0.00
28. Rajesh Khandelwal	2500	0.08	0	0.00
29. Ratnesh	2500	0.08	0	0.00
30. Sangeeta Jain	2500	0.08	0	0.00
31. Subhash Chand Dhamod	2500	0.08	0	0.00
32. Surajmal Sharma	2500	0.08	0	0.00
33. Sunil Gupta	2500	0.08	0	0.00
34. S.K. Gupta	2500	0.08	0	0.00
35. Sanjay Khuteta	2500	0.08	0	0.00
36. Sunita Dhamod	2500	0.08	0	0.00
37. Vijay Kumar Sharma	2500	0.08	0	0.00
38. Virendra Kumar	2500	0.08	0	0.00
39. Hansa Khandelwal	2600	0.08	0	0.00
40. Jagdish Chandra Kedawat	2600	0.08	0	0.00
41. Dilip Jain	2700	0.08	0	0.00
42. Gauricharan Johri	2700	0.08	0	0.00
43. Sunil Khandelwal	3000	0.09	0	0.00
44. Jugal Kishore Mamodia	3100	0.10	0	0.00



45.Parvati Devi	3100	0.10	0	0.00
46.Basanti Lal Sharma	3400	0.10	0	0.00
47.Ashok Kumar	3500	0.11	0	0.00
48.Kailash Nath	3500	0.11	0	0.00
49.Laxman Singh	3500	0.11	0	0.00
50.Pushpa Khandelwal	3500	0.11	0	0.00
51.S.N.Gupta	3500	0.11	0	0.00
52.Lalita Devi	3700	0.12	0	0.00
53.Rajiv Agarwal	3700	0.12	0	0.00
54.Naresh Hingorani	3800	0.12	0	0.00
55.Rakesh Kumar Jain	4000	0.12	0	0.00
56.Ramgopal Rawat	4000	0.12	0	0.00
57.Anju Khandelwal	4100	0.13	0	0.00
58.Kaushalya Pabuwat	4400	0.14	0	0.00
59.Sushila Rawat	4400	0.14	0	0.00
60.Nathulal Khandelwal	4500	0.14	0	0.00
61.B.D.Sharma	5000	0.15	0	0.00
62.G.N. Singh	5000	0.15	0	0.00
63.G.S. Gupta	5000	0.15	0	0.00
64.N.K. Jain	5000	0.15	0	0.00
65.N.K. Agarwal	5000	0.15	0	0.00
66.Narain Dhoopar	5000	0.15	0	0.00
67.R.M.Gupta	5000	0.15	0	0.00
68.R.K. Sharma	5000	0.15	0	0.00
69.S.N. Srivastava	5000	0.15	0	0.00
70.V.R. Jangid	5000	0.15	0	0.00



71.Dwarka Prasad Khandelwal	5300	0.16	0	0.00
72.B.M.Gupta	5500	0.17	0	0.00
73.J.P.Sharma	5500	0.17	0	0.00
74.Omprakash Khandelwal	5500	0.17	0	0.00
75.Babban Rawat	5600	0.17	0	0.00
76.N.L.Gupta	5600	0.17	0	0.00
77.Madan-mohan Gupta	5900	0.18	0	0.00
78.Krishna Kedawat	6500	0.20	0	0.00
79.Ramnath Karol	6500	0.20	0	0.00
80.Shankarlal	6600	0.20	0	0.00
81.Vikram Khuteta	6700	0.21	0	0.00
82.Hari Om Sharma	6800	0.21	0	0.00
83.Chandan Khandelwal	7000	0.22	0	0.00
84.Gordhan Das Sethi	7200	0.22	7200	0.22
85.Rajiv Khandelwal	7500	0.23	7500	0.23
86.Ashok Mamodia	7600	0.23	7600	0.23
87.Geetadevi Mamodia	10000	0.31	10000	0.31
88.Ram-swaroop Rawat	10800	0.33	10800	0.33
89.Radhika Dangayach	11900	0.37	11900	0.37
90.Girraj Prasad Khandelwal	12400	0.38	12400	0.38
91.Phool Singh	12400	0.38	12400	0.38
92.Jagdish Prasad Khandelwal	14300	0.44	14300	0.44
93.Raj Khuteta	14500	0.45	14500	0.45
94.Rajesh Khuteta	16500	0.51	16500	0.51
95.Madhu Khandelwal	17600	0.54	17600	0.54
96.Murailal Khandelwal	22400	0.69	22400	0.69



97.Ramesh Chand Rawat	24600	0.76	24600	0.76
98.Dinesh Khandelwal	34000	1.05	34000	1.05
99.Hemlata Khandelwal	43800	1.35	43800	1.35
100.Bhagwati Khandelwal	48400	1.49	48400	1.49
101.Navneet Khandelwal	62600	1.93	62600	1.93
102.Madan Lal Khandelwal	70400	2.17	70400	2.17
103.Vikrant Khandelwal	79600	2.45	79600	2.45
104.M/S A&A Sales Prmoters	20000	0.62	20000	0.62
105.Trident Electronics	20000	0.62	20000	0.62
106.Tiruprati Finbuild Pvt. Ltd.	50000	1.54	50000	1.54
107.Century Projects. India Pvt. Ltd.	60000	1.85	60000	1.85
108.K.K. Fin-builds Pvt. Ltd	75000	2.31	75000	2.31
109.M/S Orchid Securities Pvt. Ltd.	91500	2.81	91500	2.81
110.Unique-techno Associates Pvt. Ltd.=	170000	5.23	170000	5.23
111. Raj Khuteta	0	0.00	124000	3.81
112. Sunidhi Khuteta	0	0.00	161000	4.95

**Notes : (i) All changes in holding are on account of transfer of shares.**

**(ii) All changes are made on 7th April 2014.**

iv) Shareholding Pattern of top ten shareholders ( other than Directors ,Promoters and Holders of GDRs and ADRs):

Share Holder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.Prabha Gupta	162000	4.98	162000	4.98
2.Sunil Kumar Mishra	92400	2.84	100800	3.10
3.Murari LalVyas	86500	2.66	99400	3.06
4.Mahendra Khandelwal	97700	3.01	94800	2.92
5.Diptanshu Gupta	80000	2.46	79900	2.46



6. Vijay Laxmi Gupta	60000	1.85	77700	2.39
7. Rinku Khandelwal	58600	1.80	69300	2.13
8. Vibha Khandelwal	64000	1.97	64000	1.97
9. Rishi Tambi	60000	1.85	60000	1.85
10. Kaushalya Devi Ghiya	0	0.00	55800	1.72

Date wise Increase/Decrease in Promoters Share Holding during the Year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):

Raj Khuteta	0	0	124000	3.81
Sunidhi Khuteta	0	0	161000	4.95

**Notes : (i) All changes in holding are on account of transfer of shares.**

**(ii) All changes are made on 7th April 2014.**

(v) Shareholding of Directors and Key Managerial Personnel :

For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1. M.L. Khandelwal (At the beginning of the year)	70400	2.17	0	0.00
Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/Sweat equity etc.)				
<b>(At the End of the year)</b>	<b>70400</b>	<b>2.17</b>	<b>70400</b>	<b>2.17</b>
2. Rajesh Khuteta (At the beginning of the year)	16500	0.51	0	0.00
Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/Sweat equity etc.)				
<b>(At the End of the year)</b>	<b>16500</b>	<b>0.51</b>	<b>16500</b>	<b>0.51</b>
3. Suresh Kumar Gupta (At the beginning of the year)	0	0.00	0	0.00
Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease				



(e.g. allotment/transfer/bonus/Sweat equity etc.)				
<b>(At the End of the year)</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
<b>4. Ruchi Gupta</b> (At the beginning of the year)	0	0.00	0	0.00
Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/Sweat equity etc.)				
<b>(At the End of the year)</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
<b>5. Vishnu Dusad</b> (At the beginning of the year)	0	0.00	0	0.00
Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/Sweat equity etc.)				
<b>(At the End of the year)</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
<b>6. Jagdish Chandra Kedawat</b> (At the beginning of the year)	2600	0.08	0	0.00
Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/Sweat equity etc.)				
<b>(At the End of the year)</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>

## 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	646234			646234
ii. Interest due but not paid	-			-
iii. Interest accrued but not due	-			-
Total (i+ii+iii)	646234	----	----	646234
Change in indebtedness during the financial				



year Reduction	174950	----	----	174950
Net change	(-) 174950			(-) 174950
Indebtedness at the end of the financial year				
i. Principal amount	471284			471284
ii. Interest due but not paid	-			-
iii. Interest accrued but not due	-			-
Total (i+ii+iii)	471284	NIL	NIL	471284

**II. Remuneration of Directors and Key Managerial Personnel**  
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (IN RS.)**

Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
	Rajesh Khuteta MD	
1. Gross Salary	465000	465000
(a) Salary as per 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		
2. Stock Option	-	
3. Sweat Equity	-	
4. Commission – as % of profit – Others specify	-	
5. Others, please specify	-	
6. Total (A)	465000	465000
7. Ceiling as per the Act		

**B. Remuneration to other Directors : (IN RS.)**



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	3750	3000	3750		10500
(ii) Commission-Others please specify	-	-	-		-
<b>Total (1)</b>					
<b>Other Non-Executive Directors</b>					
(i) Fees for attending board/committee meetings				5250	5250
(ii) Commission-Others please specify				-	-
<b>Total (2)</b>					
Total(B)=(1+2)	3750	3000	3750	5250	15750
Total Managerial Remuneration Overall ceiling as per the Act	Yes	Yes	Yes	Yes	Yes

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

Particulars of Remuneration	Key Managerial Personnel			Total
	CEO	Company Secretary	CFO	
<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	-	8000*12 months = 96000	-	96000
<b>2. Stock Option</b>				
<b>3. Sweat Equity</b>				



4.Commission –as % of profit - others , specify _____			
5.Others,please specify _____			
6.Total	-	96000	96000.00

### III. 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 behalf of the Board

Palace : Jaipur

Date :- 29-05-2015

Sd/-  
J.C Kedawat  
(Company Secretary )

**ANNEXURE II TO THE DIRECTORS REPORT****FORM NO MR- 3****SECRETARIAL AUDIT REPORT**

For the financial year ended 31st March ,2015

( 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 )

**The Members****Continental securities Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by M/s 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, 2015 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, 2015, 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 and Rules made there under;
- III. The Depositories Act, 1996 and Regulations and Bye-laws framed there under;
- IV. 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
- G. The SEBI (Delisting of Equity Shares) Regulations, 2009
- H. The SEBI (Buyback of Securities) Regulations, 1998
- V. As identified by the management, following laws are specifically applicable to the Company:
  - A. Reserve Bank of India Act, 1934
  - B. Guidelines on Fair practices code for NBFC
  - C. Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998
  - D. Negotiable Instruments 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. The Sexual Harassment of Women at Workplaces (Prevention, Prohibition And Redressed) Act, 2013.
  - I. And other applicable Laws.

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not Notified hence not applicable to the Company during Audit Period);
- b) The Listing Agreements entered into by the Company to get itself listed with BSE Limited.

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

- Form MGT-14 relating to Unaudited Results in F.Y. 2014-15 for the Quarter Ending 30-06-2014, 30-09-2014 was not filed.

**I further report that**

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- 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) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

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.

I further report that during the audit period the Company has not passed any special resolutions which are having major bearing on the Company's affairs in pursuant of the above referred laws, rules, regulations, guidelines, standards, etc.

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.

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For MAHENDRA KHANDELWAL & CO.  
Company Secretaries

Date: 30th May 2015  
Place: JAIPUR

Mahendra Prakash Khandelwal  
(Proprietor)  
FCS No.: 6266  
COP No.: 4459

**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 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 MAHENDRA KHANDELWAL & CO.  
Company Secretaries

Date: 30th May 2015  
Place: Jaipur

(Mahendra Prakash Khandelwal)  
(Proprietor)  
FCS No.: 6266  
CP No.: 4459

**ANNEXURE -III TO THE DIRECTORS REPORT****REPORT ON CORPORATE GOVERNANCE**

Corporate Governance Standards for all listed companies are regulated by the Securities and Exchange Board of India through clause 49 of the Listing Agreement of the Stock Exchange. Corporate Governance envisages attainment of the highest levels of transparency and accountability in the Functioning Of Company and equity in all facets of its operations.

**1) Company's philosophy**

Your company believes that sound ethical practices, transparency in operations and timely disclosures go a long way in enhancing shareholders' value while safeguarding the interest of all stakeholders. The objectives of the Company is not just to meet the statutory requirements of the code of Corporate Governance as prescribed under Clause 49 of the Listing Agreement but to develop such systems and follow such practices and procedures to satisfy the spirit of law.

In accordance with Clause 49 of the listing agreement with Bombay Delhi and best practices followed in corporate governance, the details of compliance by the Company are as under.

**2) ETHICS**

We adhere to ethical standards to ensure integrity, transparency and accountability in dealing with stake holders. In this view we have adopted some codes and policies as under :

- Code of conduct
- Policy for related party transactions
- Board performance Evaluation policy
- Remuneration Policy
- Sexual harassment policy

**3) Board of Directors****Composition Of The Board**

The composition of Board of Directors is in compliance with provisions of Listing Agreement and the Companies Act, 2013. As on March 31, 2015 the Board comprises of a Non Executive Chairman and Four other Directors. Out of these, three members are Independent Directors. All the Directors have made necessary disclosures regarding their Directorship in other companies. The Independent Directors are professionals drawn from amongst persons with experience in business, finance and law. The Composition of the Board, Directorship/Committee positions in other Companies as on 31st March, 2015, Number of Meetings held and attended during the year are as follows:



Name	Category	Attendance		No. of other Directorships*	Committee**	
		No. of Board Meeting	Last AGM 30 <sup>th</sup> Sept 201		Chairmanship	Membership
Shri.M.L. Khandelwal	Chairman Non Executive	7	7	yes	1.Continental Petroleum Limited	- 4 -
Shri.Rajesh Khuteta	Managing Director Executive &Non independent	7	7	yes	1.Orchid Securities Private Ltd.	- -
Shri.Suresh Kumar Gupta	Non-Executive &Independent	7	5	not	1.Satiny Projects Consultants Private Limited. 2.Satiny Constructions Limited 3.Synergy Buildcon Private Limited 4.Satiny Infraheights Private Limited 5. Indo Thai Developers Private Limited	1.Audit Committee 2.Stakeholders Relationship Committee. 3. Nomination and Remuneration Committee



Mrs. Ruchi Gupta	Non-Executive & Independent	7	4	Not	-	-	1.Audit Committee 2.Stakeholders Relationship Committee. 3. Nomination and Remuneration Committee
Shri. Vishnu Dusat	Non-Executive & Independent	7	5	Not	1.Varshit Engineers India Limited 2. Varshit Electricals (P) Limited	-	1.Audit Committee 2.Stakeholders Relationship Committee. 3.Nomination and Remuneration Committee

\* Private Limited Companies , Foreign Companies and Companies under Section 8 of the Companies Act , 2013 are excluded for this purpose.

\*\* Only Audit Committee and Stakeholders Relationship Committee have been considered as per the requirements of the Listing Agreement.

#### Board Meetings And Procedures

The Board of Directors is responsible for the management of the business of the Company and meets regularly for discharging its role and functions.

The Board Of Directors of the Company reviews all information provided periodically for discussion and consideration at its meetings in terms of Clause 49 the Listing Agreement.

Detailed Agenda are circulated to the Directors in advance. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meetings. Where it is practicable to enclose any document to the agenda , the same is placed before the meeting. In special and exceptional circumstances , additional item(s) on the agenda are permitted to be discussed at the Meeting.



During the Financial Year 2014-15, the Board met seven times on the Following Dates :-

S.No.	Date Of Board Meeting	Board's Strength	No. Of Directors Present
1	29-5-2014	5	4
2	13-08-2014	5	4
3	27-09-2014	5	4
4	15-11-2014	5	4
5	20-12-2014	5	4
6	13-2-2015	5	4
7	16-03-2015	5	4

#### Annual General Meeting

The Annual General Meeting for the financial year ended 31st March ,2014 was held on 27-09-2014. The particulars of Annual General meeting held during the last two years as under:

Year	Location	Date	Time
2013-14	Registered office of the company	27-09-2014	11.00 A.M
2012-13	Registered office of the company	30-09-2013	11.00 A.M

#### CODE OF CONDUCT

The Company has adopted a Code Of Conduct for the members of the Board and the Senior Executives in compliance with the provision of Clause 49 of the Listing Agreement.

#### COMMITTEES OF DIRECTORS

In compliance with the Listing Agreement and SEBI Regulations as on 31st March ,2014 the Board has three Committee viz. Audit Committee, stakeholder relationship and nomination committee Remuneration Committee . The Committees have optimum combination of Executive ,Non -Executive and/or Independent Directors .The Committees are constituted with specific terms of reference and scope to deal with specific matters expediently. The details of the committees constituted by the Board are given below:

##### A. AUDIT COMMITTEE

###### Composition and Attendance

The Audit Committee of the Board comprises of three qualified Directors viz. Shri. Suresh Kumar Gupta. Smt.Ruchi Gupta and Shri. Vishnu Dusad, with majority being independent Mr.Suresh Kumar Gupta is the Chairman.Two of the members are having experience in finance, law and business .The Present Composition of the Audit Committee is as follows:

The terms of references of the Audit Committee are broadly as under:

- 1) Overseeing of the Company's financial reporting process and the disclosures of its financial information to ensure that the financial statements are correct , sufficient and credible.
- 2) Recommending to the Board , the appointment , re-appointment and, if required, the



Name	Category	Designation	No. Of Meetings During F.Y.2013-14	
			Held	Attended
Shri. Suresh kumar Gupta	Non- Executive & Independent Director	Chairman	1	1
Shri Vishnu Dusad	Non- Executive & Independent Director	Member	1	1
Smt. Ruchi Gupta	Non- Executive & Independent Director	Member	1	1

replacement or removal of the statutory auditor and the fixation of audit fees.

- 3) Approval of payment to statutory auditors for any other services rendered by them.
- 4) Reviewing, with the management , the annual financial statements before submission to the board for approval , with particular reference to:
  - Changes , in accounting policies, significant adjustment made in the financial statements arising out of audit findings.
  - Disclosure of any related party transactions and qualifications in the draft audit report.
  - Compliance of listing agreement relating to financial statement.
- 4) Reviewing with the management .the quarterly financial statements before submission to the board for approval.
- 5) Reviewing , with the management , performance of statutory and internal auditors , and adequacy of the internal control systems.
- 6) Reviewing the adequacy of internal audit function , if any , including the structure of the internal audit department ,staffing and seniority of the official heading department , reporting structure coverage and frequency of internal audit.
- 7) Discussion with internal auditors on any significant findings and follow up there on.
- 8) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post- audit discussion to ascertain any area of concern.

#### **B. Nomination and Remuneration Committee**

Terms of reference of the Committee comprise various matters provided under Clause 49 of the listing agreement and Section 178 of the companies Act, 2013 and other matters referred by Board from time to time .

The Nomination and Remuneration Committee (NRC) of the Board comprises of three Non-Executives Directors viz. Shri. Suresh Kumar Gupta, Shri. Vishnu Dusad and Smt. Ruchi Gupta.

Attendance of each member of Committee :



Committee Members	Meetings held	Meetings Attended
Shri. Suresh Gupta	4	4
Shri. Vishnu Dusad	4	4
Smt. Ruchi Gupta	4	4

Appointment , remuneration and evaluation of Directors :

The Board has based on recommendations of the Nomination and Remuneration committee laid down following policies :

**A. Appointment and removal of Directors , KMP and Senior Management ;**

- The NRC will have the responsibility and authority to decide the essential and desirable skills /competencies /Experience/ criteria of independence required from the individuals for the office of director, KMP and senior management Personnel.
- The experience required from Directors , KMP and Senior Management personnel.
- The NRC will review the criteria for the role and define the role specifications for the appointment .
- In case of directors and KMP , in addition to above specifications the NRC shall ensure that the candidate possesses the requisite qualifications and attributes as per Applicable laws .

**B. Identifying candidates who are qualified to become Directors , KMP and senior Management personnel:**

- The NRC may assign the responsibility of identifying the candidates for the final interview to the following ;
- To the Managing Director / whole time Director and Chairman of NRC in case of selection of directors and
- To the Managing Director/ whole time Director in case of selection of KMP and Senior Managerial Personnel.
- The NRC shall identify members of the Board who will interview the candidate recommended to the NRC as above.
- Upon selection of the candidate , the NRC shall make a recommendation to the Board for appointment of Director /KMP/Senior Management Personnel.
- The appointment of directors and KMP shall be subject to the compliance of the Act , Clause 49 of listing agreement and Articles of Association.

**C. Selection of independent Directors :**

Considering the requirement of skill sets on the Board , eminent people having an independent standing in their respective field and who can effectively contribute to the Company's business and policy decisions are considered by NRC for appointment as an independent Directors on the Board . The committee inter alia , considers qualification , positive attributes , area of experience and number of directorship held in other Companies



by such person in accordance with the Company's policy for selection of Directors and determining Director' independence . The Board considers the committee's recommendation , and take appropriate decision . Every Independent Director at the first meeting of the Board in which he participates as Director and thereafter at the first meeting Board in every financial year , gives a declaration that he meets the criteria of independence as provided in the law.

**D. Term of appointment :**

- The term of appointment of Directors shall be governed by provisions of the Act and clause 49 of listing agreement .
- The term of KMP (other than the MD) and Senior management personnel shall be governed by the prevailing policy of the company.

**E Removal of Director, KMP and Senior Management Personnel :**

- Removal of Director, KMP and Senior Management personnel may be warranted due to reasons such as disqualification prescribed under applicable laws and /or disciplinary reasons .

**Diversity of board of directors**

NRC will ensure that the diversity of Board of Directors is in order with the requirement of size of the Company. Further , NRC will ensure scope of work of Directors in the Company and portfolios which are going to be allocated to them shall be based on diverse experience of Directors .

**Performance evaluation of Board , Committees and Directors :**

Based on the criteria laid down in the policy for evaluation of Board and independent Directors , the Board carried out the annual performance evaluation of Board Committees and the Independent directors at a separate meeting .Independent Directors evaluated the performance of Executive directors , Board as a whole and of the Chairman .NRC also evaluated individual Directors performance .

- I. As per the said policy, evaluation criteria for evaluation of Board inter alia covers composition in light of business complexities and statutory requirements , establishment of vision , laying down strategic road map for the company and annual plans etc.
- II. Performance evaluation criteria for Managing Director inter alia include level of skill, knowledge and core competence performance and achievement, effectiveness toward statutory compliances, discharging duties towards stake holders etc.
- III. Performance of Independent Directors is evaluated based on objectivity and constructiveness while exercising duties providing independent judgment , performance and risk management etc.

**C. Stakeholders Relationship committee :**

Stakeholders Relationship Committee performs various functions provided under the listing agreement and Section 178 of the Companies act, 2013.



The Committee comprises of three members namely Shri. Suresh Kumar Gupta (Chairman Of The Committee) , Shri. Vishnu Dusad and Smt. Ruchi Gupta . All are the independent Directors. The Committee administers transfer and transmission of shares , Issue of duplicate certificates , change of status of members , change of name , transposition , sub-division of share certificates , consolidation of shares , dematerialization / rematerialization of shares. Committee meets from time to time as per requirements of listing agreement . The committee facilitates prompt and effective redressal of investor complaints .

- Number of complaints received -1
- Number of complaints not solved to the satisfaction of shareholders -NIL
- Number of pending share transfers -NIL
- As at 31st March, 2015 no shares were pending for transfer .

#### **9. Means of Communication :**

Board of directors approves and take on record unaudited quarterly results and audited annual results in the prescribed form and announces forthwith the results and intimates to the stock exchange .

#### **10) General Shareholder Information**

##### **a) Annual General Meeting**

**Date: 26th Sep., 2015**

**Time: 11.00 A.M.**

**Venue: 301 Metro Plaza , Gopal Bari , Jaipur**

**Book Closure : 20-09-2015 To 26-09-2015**

##### **Financial Calendar**

Tentative calendar of events for the Financial Year 2015-16 (April-March) is given below:

Adoption of Quarterly Results Ended In The Month Of

June 30, 2014

By August 14, 2015

September 30, 2014

By November 14, 2015

December 31, 2014

By February 14, 2016

March 31, 2015 (Audited Annual Accounts)

By May 30, 2016

##### **b) Listing On Stock Exchanges**

Name of the Stock Exchange in which the shares of the Company are listed :

Bombay Stock Exchange w.e.f 08-01-2015

The Listing Fee for the financial year has been paid.

##### **c) Shareholding Pattern of the Company as on 31st March, 2015**



Category	No. of Shares Held	% Of Shareholders
(1) Promoter's Shareholding		
a) NRI Promoter's(including OCBs)		
b) Bodies Corporate	486500	14.97
c) Indian Directors and their Relatives	813500	25.03
Sub Total	1300000	39.99
(2) Others :-		
(a)Bodies Corporate	0.00	0.00
(b)Indian Public	1950600	60.01
Sub Total	1950600	60.01
Grand Total	3250600	100.00

There are no shares/securities /warrants/instruments due for conversion.

**d) Distribution of Shareholding as on 31st March , 2015**

Range	Share Holders		Shares	
No. of Shares	Numbers	% to total holders	Numbers	% of Total Capital
UP TO 5000	2678	95.99	8,03,300	24.71
5001-10000	50	1.79	44,100	1.36
10001-20000	7	0.25	10,200	0.31
20001-30000	2	0.07	4,800	0.15
30001-40000	-	-	-	-
40001-50000	3	0.11	13,600	0.42
50001-100000	9	0.32	71,600	2.20
100000& Above	41	1.47	23,03,000	70.85
<b>Total</b>	<b>2790</b>	<b>100.00</b>	<b>32,50,600</b>	<b>100.0000</b>

**e) Share Transfer System**

Share transfers are registered by Beetal Financial and Computer Services Beetal (p) Ltd House,3rd Floor, 99 Madangir, Behind LSC, New Delhi 110062 and returned to the respective transferees within a period ranging from fifteen days to one month, provided the documents lodged with the Registrars/Company are clear in all respects.

**f) Dematerialization Of Shares**

As per notifications issued by the Securities and Exchange Board of India (SEBI), the trading in Company's shares is permitted only in dematerialized form. In order to enable the shareholders to hold their shares in electronic form and to facilitate script less trading, the Company has admitted its shares with Central Depository Services (India) Limited and National Securities Depository Limited.

ISIN for the Company's equity shares : INE183Q01012

**BSE Stock Code 538868**

**g) Compliance Officer's Details**

Mr. J.C. Kedawat - Company Secretary  
Tel No : 0141-2377301  
M. No. : 9413344688  
Email : jckedawatfcs@gmail.com

**h) Address For Correspondence**

**Continental Securities Limited**  
**301, Metro Plaza, Gopal-Bari , Jaipur**  
**Tel : 0141-2377301**  
**M No : 09414477226**  
**E-Mail : rk14569@rediffmail.com**  
**Website: continentalsecuritiesltd.com**

**The Company has no other office**

**i) Market Price Data**

High /low during each month in the financial year at the Bombay Stock Exchange

Month	Share price (Rs.)
High	low

There was no trading in securities of the company during the year 2014-15

**j) Depository Services**

For guidance on depository services , Shareholders may write to the Company or to the respective Depositories:

**1) Central Depository Services (India) Limited**

Phiroze Jeejeebhoy Towers, 17th Floor ,  
Dalal Street , Fort , Mumbai 400001  
Tel: 0091-022-22723333  
Fax No: 0091-022-22723199  
Email: info@centraldepository.com  
Website: www.centraldepository.com

**2) National Securities Depository Limited**

5th Floor , Mantri Sterling , Plot No. 341,



Survey No. 997/8 , Model Colony  
Near Deep Bungalow Chowk, Pune-411016  
Tel No : 91-20-27218080  
Fax No : 91-20-27218080  
Email : tininfo@nsdl.co.in

**Unclaimed Securities Suspense Account**

No shares are lying in the unclaimed suspense account.

**k) Non Mandatory Requirements**

The Company has adopted the following non - mandatory requirements on Corporate Governance recommended under Clause 49 of the Listing Agreement.

1. Remuneration Committee of the Company is operational .Presently , the Committee comprises of three Non Executive Directors of the Company.
2. As the Company's quarterly and half-yearly results are published in English newspaper having circulation all over India and in Hindi Newspaper having circulation in Rajasthan the same are not sent to the Shareholders of the Company.
3. There are no Auditor's qualification on the accounts.
4. Presently the Company does not have training program for its Board Members.

**DECLARATION**

As provided under clause 49 of the listing agreement with stock exchanges , this is to confirm that all the members of the Board and the senior management have affirmed compliance with the code of conduct for the year ended 31st March,2015

For Continental Securities Limited

M. L . Khandelwal

Chairman

Place :Jaipur

Date 30th may, 2015

**AUDITOR'S COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE****To the Members of Continental Securities Limited**

We have examined the Compliance of Conditions of Corporate Governance by Continental Securities' Limited for the Year Ended 31st March 2015 (12 Month) as stipulated in Clause 49 of the Listing agreement of the Said Company with the Stock Exchange.

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

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

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

Place :- Jaipur  
Date:- 30th May 2015

For R.P.Khandelwal & Associates  
Chartered Accountants  
FRN 001759C

R.P Khandelwal  
(Partner)  
M.No 071002

**INDEPENDENT AUDITOR'S REPORT****TO THE MEMBERS OF M/S 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, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year the Ended and a summary of significant accounting policies and other explanatory information.

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

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-Section (3C) of Section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation of internal control 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.

**Auditors' Responsibility**

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

An audit involves performing procedures to obtain audit evidence about the amounts and 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.



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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- (b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the 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, 2015 ("the Order") as amended issued by the Central Government of India in terms of Sub-section(11) Of Section 143 of the Act, We give in the Annexed a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by Section 143(3) of the Act, we report that :
  - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as 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 standalone 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 written representations received from the directors as on 31st



March , 2015 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2015 from being appointed as a Director of the company in terms of Section 164(2) of the Act.

- f. With respect to the other matters to be included in the Auditors Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules and to our best of information and according to the explanations given to us :
- (i) The company has disclosed pending litigations which would impact its financial position .
  - (ii) The company did not have any long term contracts including derivatives contracts for which there were any material foreseeable losses .
  - (iii) There has been no delay in transferring amounts which were required to be transferred to the investor education and protection fund by the company .

Place :- Jaipur

Date:- 30th May 2015

For R.P.Khandelwal & Associates

Chartered Accountants

FRN 001759C

R.P Khandelwal

(Partner)

M.No 071002

**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 noticed on such verification, which on account of proper records being still under compilation , could not be verified.
- (ii) (a) The Management of Company has conducted physical verification of inventory at reasonable intervals.  
  
(b) In our opinion , the procedures of physical verification of stocks followed by the management of Company are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (iii) 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.
- (iv) 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.
- (v) The Company has not accepted any deposited as defined in the Companies(Acceptance Of Deposits) Rules 2014. Accordingly , the provisions of Clause 3(v) of the order are not applicable to the Company.
- (vi) According to information and given to us, The central government has not prescribed maintenance of cost 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 is generally regulars in depositing with appropriate authorities undisputed



statutory dues to company had no areas of such outstanding statutory dues as at 31st march, 2015 for a period more than six months from the date they become payable.

- b. According to the information and explanation given to us, the company has no disputed outstanding statutory dues as at 31st march, 2015
- c. According to the information and explanation given to us, the amount which were reacquired to be transferred to the investor Education and Protection fund and accordance with the relevant provision of the company's Act, 1913 and rules there under has been transfer to such funds within time .
- (vii) 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.
- (viii) 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
- (ix) 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 institutions during the year.
- (x) According to the information and explanation given to us, the Company has applied term loans for the purpose for which the loans were obtained.
- (xi) 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.

Place :- Jaipur  
Date:- 30th May 2015

For R.P.Khandelwal & Associates  
Chartered Accountants  
FRN 001759C

R.P Khandelwal  
(Partner)  
M.No 071002



## BALANCE SHEET AS ON 31ST MARCH, 2015

(Amt. in Rupees)

Particulars	Note No.	as at 31.03.2015	as at 31.03.2014
<b>I EQUITY &amp; LIABILITIES</b>			
<b>1 Shareholders' Funds</b>			
(a) Share Capital	1	32506000	32506000
(b) Reserves & Surplus	2	2395061	2293204
(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	471284	646234
(b) Deferred Tax Liabilities (Net)	4	32398	214074
(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	5	340023	1149240
(d) Short Term Provisions	6	132151	232590
<b>TOTAL</b>		<b>35876917</b>	<b>37041342</b>
<b>II ASSETS</b>			
<b>1 Non-Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	7	1691909	2835773
(ii) Intangible Assets		-	-
(iii) Capital Work-in-Progress		-	-
(ii) Intangible Assets under development		-	-
(b) Non-current Investments	8	4295000	4295000
(c ) Deferred Tax Assets (Net)		-	-
(d) Long Term Loans & Advances		-	-
(e) Other Non-current Assets		-	-
<b>2 Current Assets</b>			
(a) Current Investments		-	-
(b) Inventories		-	-



(c ) Trade Receivables		-	-
(d) Cash & Cash Equivalents	9	845971	655600
(e) Short Term Loans & Advances	10	28825512	28183781
(f) Other Current Assets	11	218525	1071188
<b>TOTAL</b>		<b>35876917</b>	<b>37041342</b>

See accompanying notes to the financial statements

As per our Report of even date annexed

For R.P.Khandelwal & Associates  
Chartered Accountants  
FRN 001759C

For & on behalf of Board of Directors

Sd/-  
(R. P. KHANDELWAL)  
PARTNER  
M.No '071002  
Place : Jaipur  
Date : 30.05.2015

Sd/-  
ML Khandelwal  
(Chairman)

Sd/-  
Rajesh Khuteta  
(Managing Director)

Sd/-  
JC Kedawat  
(Company Secretary)



## STATEMENT OF PROFIT &amp; LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

(Amt. in Rupees)

Particulars	Note No.	as at 31.03.2015	as at 31.03.2014
I Revenue from Operations	12	4241790.00	4088927.00
II Other Income		-	-
<b>III Total Revenue (I + II)</b>		<b>4241790.00</b>	<b>4088927.00</b>
IV Expenses :			
Employee Benefits Expense	13	761700.00	769410.00
Finance Costs		69849.00	89187.00
Depreciation and Amortisation Expenses		1194364.00	1178125.00
Administration & Other Expenses	14	2022626.00	1273048.00
<b>Total Expenses</b>		<b>4048539.00</b>	<b>3309770.00</b>
V Profit Before Exceptional & Extraordinary Items & Tax (III - IV)		193251.00	779157.00
VI Exceptional Items		0.00	0.00
VII Profit Before Extraordinary Items & Tax (V-VI)		193251.00	779157.00
VIII Extraordinary Items		0.00	0.00
IX Profit before Tax (VII - VIII)		193251.00	779157.00
X Tax Expenses			
Current Tax		273070.00	328906.00
Deferred Tax		-181676.00	62624.00
XI Profit from Continuing Operations (VII-VIII)		101857.00	387627.00
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)		101857.00	387627.00
XVI Earnings Per Share	15		
Basic		0.03	0.12
Diluted		0.03	0.12

See accompanying notes to the financial statements  
As per our Report of even date annexed

For R.P.Khandelwal & Associates  
Chartered Accountants  
FRN 001759C

For & on behalf of Board of Directors

Sd/-  
(R. P. KHANDELWAL)  
PARTNER  
M.No '071002  
Place : Jaipur  
Date : 30.05.2015

Sd/-  
ML Khandelwal  
(Chairman)

Sd/-  
Rajesh Khuteta  
(Managing Director)

Sd/-  
JC Kedawat  
(Company Secretary)

**CASH FLOW STATEMENT FOR THE YEAR 2014-2015**

	<b>Rs in Lacs</b>	
	<b>2014- 15</b>	<b>2013-14</b>
<b>A. CASH FLOE FROM OPERATING ACTIVITIES</b>		
<b>NET PROFIT AFTER TAX AND EXTRAORDINARY ITEMS</b>	1.02	3.88
ADJustment For :-		
Depreciation	11.94	11.78
Interest Expenses	0.70	0.89
Provision for Taxes	2.73	3.28
Deferred Tax	0.00	0.62
Extra Ordinary Item	0.00	0.00
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>16.39</b>	<b>20.45</b>
ADJustment For :-		
Decrease/ (Increase) in Current Assets	2.11	(62.44)
Increase/(Decrease) in Current Liabilities	-9.09	(3.70)
deffered tax	-1.81	
Other Advances		1.12
<b>Cash Generated from Operations</b>	<b>7.60</b>	<b>(44.57)</b>
Interest Paid	-0.70	(0.89)
Direct Taxes Paid	-2.73	(3.28)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>4.17</b>	<b>(48.74)</b>
<b>B. CASH FLOW INVESTMENT ACTIVITIES</b>		
Purchase of Fixed Assets & Misc. Assets (Net)	(-0.50)	(6.99)
Net Sales/ (Purchase) of investments		
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(-0.50)</b>	<b>6.99</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Secured loans taken/ (Repayment done) (NET)	1.76	(1.58)
Repayment of Unsecured Loans	-	-
Call Money Raised & Excess Amt Received from Issue of Share	0.00	50.05
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>-1.76</b>	<b>48.47</b>
<b>NET INCREASE IN CASH &amp; CASH EQUIVALENTS</b>	<b>1.91</b>	<b>(7.26)</b>
<b>CASH &amp; CASH EQUIVALENTS (OPENING BALANCE)</b>	<b>6.55</b>	<b>13.81</b>
<b>CASH &amp; CASH EQUIVALENTS (CLOSING BALANCE)</b>	<b>8.46</b>	<b>6.55</b>

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

As per our Report of even date annexed

For R.P.Khandelwal & Associates  
Chartered Accountants  
FRN 001759C

For & on behalf of Board of Directors

Sd/-  
(R. P. KHANDELWAL)  
PARTNER  
M.No '071002  
Place : Jaipur  
Date : 30.05.2015

Sd/-  
ML Khandelwal  
(Chairman)

Sd/-  
Rajesh Khuteta  
(Mangaing Director)

Sd/-  
JC Kedawat  
(Company Secretary)



## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

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 31.03.2015 (Rs.)	As at 31.03.2014 (Rs.)
Authorised Share Capital :		
4000000 equity shares of Rs. 10/- each	40,000,000.00	40,000,000.00
Issued, Subscribed & Paid up :		
3250600 equity shares of Rs. 10/- each	32,506,000.00	32,506,000.00
Less : Calls in Arrears	-	-
	<b>32,506,000.00</b>	<b>32,506,000.00</b>

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

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	3,250,600	3,250,600
Add : Shares issued during the year	-	-
Less : Shares cancelled on buy back during the year	-	-
Equity Shares at the end of the year	3,250,600	3,250,600

## 2 RESERVES &amp; SURPLUS

	(Rs.)	(Rs.)
General Reserve	51,110.00	51,110.00
Reserve Fund	477,008.00	456,637.00
Capital Reserve	10,17,240.00	10,17,240.00
Profit & Loss A/c	664566.00	655482.00
reserve for standard assets	185,137.00	112,735.00
	<b>2395061.00</b>	<b>2293204.00</b>

## 2.1 Profit &amp; Loss A/c :

As per Last Balance Sheet	655,482.00	345,381.00
Profit/ (Loss) for the year	101,857.00	387,627.00
provision for NPA on standard assets (@0.25%)	(72402.00)	0.00
Transfer to Reserve Fund	(20371.00)	(77526.00)
	<b>664566.00</b>	<b>655482.00</b>

## 3 LONG TERM BORROWINGS

	(Rs.)	(Rs.)
Secured	471,284.00	646,234.00
Unsecured	-	-
	<b>471,284.00</b>	<b>646,234.00</b>

## 3.1 Secured Loan indicates only car loan.

## 4 DEFERRED TAX LIABILITY (Net)

	(Rs.)	(Rs.)
Related to Fixed Assets	32,398.00	214,074.00
Others	-	-
Total	<b>32,398.00</b>	<b>214,074.00</b>



## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in Rupees)

		As at 31.03.2015 (Rs.)	As at 31.03.2014 (Rs.)
<b>5</b>	<b>OTHER CURRENT LIABILITIES</b>		
	Lease Debtors	0	729,485.00
	Other Current Liabilities	<u>340,023.00</u>	<u>419,755.00</u>
		<b>340,023.00</b>	<b>1149,240.00</b>
<b>6</b>	<b>SHORT TERM PROVISIONS</b>		
	Provision for Income Tax	132,151.00	232,590.00
	Provision on Standard Assets	-	-
		<u>132,151.00</u>	<u>232,590.00</u>
<b>8</b>	<b>NON CURRENT INVESTMENTS</b>		
	<b>No of Shares</b>	<b>(Rs.)</b>	<b>(Rs.)</b>
<b>8.1</b>	<b>TRADE INVESTMENTS</b>	-	-
<b>8.2</b>	<b>OTHER INVESTMENTS</b>		
	Investment in Associate Concerns		
	Orchid Securities Pvt.Ltd.	197,500	1,975,000.00
	Other Investments		
	Tarachand & Bros. Pvt.Ltd.	72,000	720,000.00
	A. H. Stock Broking Co. (P) Ltd.	30,000	300,000.00
	Goodwill fincom (P) Ltd.	50,000	1,000,000.00
	Bondwell Corporate Advisors (P) Ltd.	2,500	100,000.00
	Secure Stock fin Co. (P) Ltd.	20,000	200,000.00
	<b>TOTAL</b>	<u>4,295,000.00</u>	<u>4,295,000.00</u>
<b>9</b>	<b>CASH &amp; CASH EQUIVALENTS</b>	<b>(Rs.)</b>	<b>(Rs.)</b>
	Cash in Hand	98,374.00	81,022.00
	Balances with Banks : In Current Account	548,158.00	390,551.00
	In Fixed Account	199,439.00	184,027.00
		<u>845,971.00</u>	<u>655,600.00</u>
<b>10</b>	<b>SHORT TERM LOANS &amp; ADVANCES</b>		
	10.1 Secured	-	-
	10.2 Unsecured :		
	Considered Good		
	Inter-Corporate Loans	2,478,702.00	1,859,608.00
	Other Finance, Loans & Advances	<u>26,346,810.00</u>	<u>26,324,173.00</u>
		<u>28,825,512.00</u>	<u>28,183,781.00</u>
	Considered Bad & Doubtful	-	-
<b>11</b>	<b>OTHER CURRENT ASSETS</b>		
	Tax Deducted at Source	0	100,674.00
	Other Current Assets	<u>218,525.00</u>	<u>970,514.00</u>
		<b>218,525.00</b>	<b>1,071,188.00</b>
<b>12</b>	<b>REVENUE FROM OPERATIONS</b>		
	Interest Income	3,005,555	2,863,627.00
	Lease Income	<u>1,236,235.00</u>	<u>1,225,300.00</u>
		<b>4,241,790.00</b>	<b>4,088,927.00</b>

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

(Amount in Rupees)

	As at 31.03.2015	As at 31.03.2014
<b>13 EMPLOYEE BENEFITS EXPENSES</b>		
Salaries	691,600.00	661,000.00
Bonus to Staff	70,100.00	70,100.00
Staff Welfare	0	38,310.00
	<b>761,700.00</b>	<b>769,410.00</b>
<b>14 ADMINISTRATIVE &amp; OTHER EXPENSES</b>		
Vehicle & Conveyance Exp.	134,134.00	131,514.00
Printing & Stationery Exp.	78,664.00	24,811.00
Office Rent	184,500.00	60,000.00
Postage & Courier Exp.	3,065.00	23,150.00
Telephone Exp.	22,152.00	52,847.00
Auditor's Remuneration	30,000.00	30,000.00
Internal Audit Fee	5,000.00	5,000.00
Directors' Remuneration	465,000.00	429,000.00
Directors' Sitting Fees	7,000.00	7,750.00
Legal & Professional Charges	104,576.00	154,000.00
Travelling Exp.	19,463.00	83,226.00
Electricity & Water Exp.	34,148.00	22,128.00
Business Promotion Exp.	0.00	19,458.00
Repair & Maintenance Exp.	28,295.00	1,450.00
Listing Fees	728,531.00	48,359.00
Insurance Exp.	26,675.00	20,036.00
Other Administrative Exp.	151,423.00	160,319.00
	<b>2,022,626.00</b>	<b>1,273,048.00</b>
<b>14.1 Remuneration to Auditors includes</b>		
Statutory Audit Fees	20,000.00	20,000.00
Tax Representation & Certifications	10,000.00	10,000.00
	<b>30,000.00</b>	<b>30,000.00</b>
<b>15 Basic &amp; Diluted EPS</b>		
Net Profit after Tax (a)	101,857.00	387,627.00
No. of Shares (b)	3,250,600	3,250,600
Basic EPS (a/b)	0.03	0.12
Diluted EPS	0.03	0.12

See accompanying notes to the financial statements

For R.P.Khandelwal &amp; Associates

Chartered Accountants

FRN 001759C

For &amp; on behalf of Board of Directors

(R. P. KHANDELWAL)

PARTNER

M.No '071002

Place : Jaipur

Date : 30.05.2015

ML Khandelwal

(Chairman)

Rajesh Khuteta

(Managing Director)

JC Kedawat

(Company Secretary)



# NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

## FIXED ASSETS

PARTICULARS		GROSS BLOCK		DEPRECIATION			Net Block			
	Balance as on 1.4.14	Addition during yr	Deletion during yr	Total as on 31.3.15	UPTO 31.3.14	Provided during yr	Earlier Yrs. Written Back	Total as on 31.3.15	As at 31.03.2015	As at 31.03.2014
TANGIBLE ASSETS :										
A. ASSETS ON LEASE :										
Lease Assets	10152516	0	0	10152516	9161506	632256	0	9793762	358754	991010
Total A	10152516	0	0	10152516	9161506	632256	0	9793762	358754	991010
B. OTHER FIXED ASSETS										
Furniture & Fixtures	785994	0	0	785994	439352	89745	0	529097	256897	346642
Office Equipments	734234	23000	0	757234	383497	64841	0	448338	308896	350737
Vehicles	2803622	0	0	2803622	1788517	317017	0	2105534	698088	1015105
Computers	732682	27500	0	760182	600403	90505	0	690908	69274	132279
Total B	5056532	50500	0	5107032	3211769	562108	0	3773877	1333155	1844763
Total A+B	15209048	50500	0	15259548	12373275	1194364	0	13567639	1691909	2835773
Previous Year	13970128	698920	0	15209048	11195150	1178125	0	12373275	2835773	3314978

See accompanying notes to the financial statements

For R.P.Khandelwal & Associates

Chartered Accountants

FRN 001759C

For & on behalf of Board of Directors

(R. P. KHANDLWAL)

PARTNER

M.No '071002

Place : Jaipur

Date : 30.05.2015

**ML Khandelwal**

(Chairman)

**Rajesh Khuteta**

(Mangaing Director)

**JC Kedawat**

(Company Secretary)

**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 and comply , in all material respects , with the Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014 .
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 .
3. Interest Income on loans are being accounted for on accrual basis.
4. Income from Leasing , Other Financing activity are being accounted for on accrual basis.
5. Investments are valued at cost and as certified by the Management.
6. 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.
7. 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.
8. Income Recognition
  - (A) Lease rentals received are accounted on monthly lease receipt basis. In respect of any transaction pertaining to part of the month, lease receipts are accounted as income at the end of month.
  - (B) Penal/ additional interest and additional finance charges are recognized as income as and when received.
  - (C) 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 30<sup>th</sup> April, 2014 for non acceptance of any public deposits.

The Mandatory accounting standards prescribed by the institute of Chartered Accountants of India have been followed wherever applicable.

## **II. 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 at least 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 & 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. Traveling Expenses includes Rs. 12158/- towards Directors. ( Previous year Rs. 10,027/-)
7. Previous year figures have been re-grouped/rearranged wherever necessary to make them comparable with those of current year.
8. Loan to Directors outstanding are Rs. Nil

9. Audit Fee represents:	<u>2014-15</u>	<u>2013-14</u>
Fee for audit	20,000	20,000
Tax representation & Certifications	<u>10,000</u>	<u>10,000</u>
Total	30,000	30,000

10. The Company has only one revenue segment – Lease Hire purchase, 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 Relationship	Transactions	Amount (Rs.) 2014-15	Balance Outstanding 31.03.15	Amount (Rs.) 2013-14	Balance Outstanding 31.03.14
Rajesh Khuteta	Key Management Personnel	Remuneration	465000		429000	9160
Rajesh Khuteta HUF	HUF of Key Management Personnel	Unsecured Loan	3250	NIL	200000	NIL
Hemlata Khuteta	Relative of Key Management Personnel	Unsecured Loan	NIL	NIL	275000	NIL
Rajesh Khuteta	Key Management Personnel	Rent	184500	NIL	60000	NIL

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. Quantitative information in respect of goods traded in shares/ debentures/ securities are nil.

17. Reserve fund as per RBI Act, 1936 has been created for the current year @ 20% of profit after tax for Rs. 20,371.

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 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 R.P. Khandelwal & Associates

Chartered Accountants

FRN 001759C

R.P. Khandelwal

Partner

M.No. 071002

Place : JAIPUR

Date : 30th May, 2015

**For and behalf of Board of Directors**

M.L. Khandelwal , Chairman

Rajesh Khuteta, Managing Director

J.C.Kedawat, Company Secretary


**SCHEDULE TO THE BALANCE SHEET FOR THE YEAR ENDED 31ST MARCH 2015**

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

PARTICULARS	PRINCIPAL	INTEREST ACCRUED	AMOUNT	AMOUNT
		BUT NOT DUE	OUTSTANDING	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	4.71	---	4.71	---
(d) Inter-corporate loans and borrowing	---	---	---	---
(e) Commercial Paper	---	---	---	---
(f) Public Deposits				
(g) Cash Credit and Working Capital Demand Loan	---	---	---	---
TOTAL	4.71	---	4.71	---
(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			288.25	
(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)Reposessed Assets				
(iii) Hypothecation loans counting towards EL/ HP activities				
(a) Loans where assets have been reposessed				
(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	42.95
(b) Preference	--
(ii) Debentures and Bonds	--
(iii) Units of Mutual Funds	--
(iv) Government Securities	--
v) Others (Please specify)	--

Total	42.95
-------	-------

(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	--	288.25	288.25
<b>Total</b>	--	<b>288.25</b>	<b>288.25</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	42.95	42.95
Total	<b>42.95</b>	<b>42.95</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 R.P.Khandelwal & Associates  
Chartered Accountants  
FRN 001759C

Place : JAIPUR  
Date : 30th May, 2015

**R.P. Khandelwal**  
Partner  
M. No. 071002

**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 25th Annual General Meeting of the Company, to be held on the Saturday, 26th Sep 2015 at 11.00 A.M. at Registered Office of the company, 301 Metro Plaza, Gopalbari Jaipur-302001 and at any adjustment thereof in respect of such resolutions as are indicated below:

**Resolution No Resolutions****Ordinary Resolution**

- |   |   |
|---|---|
| 1 | Adoption of Financial Statements For The Year Ended 31st March 2015   |
| 2 | 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. |
| 3 | Appointment of M/S R.P. Khandelwal & Associates, Chartered Accountants, as Auditors   |

Affix Re1  
Revenue  
Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

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 25th Annual General Meeting of the Company, at 301 Metro Plaza, Gopalbari, Jaipur-302001, on Saturday 26th Sep 2015 at 11.00 A.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



Ph.: 2361963, 2360528  
Email ID : kamaldeep.printer@gmail.com