

CIL SECURITIES LIMITED

(CIN : L67120TG1989PLC010188)



ANNUAL REPORT
2014-15

Company Information

Board of Directors

Budhi Prakash Toshniwal	Chairman / Independent Director
K.K.Maheshwari	Managing Director
Piyush Modi	Executive Director
A.K. Inani	Director-Finance / CFO
Pramila Maheshwari	Non Executive Director
F.R. Bhote	Independent Director

Independent Directors Committee

Budhi Prakash Toshniwal
F.R. Bhote

Risk Management Committee

K.K.Maheshwari
A K Inani
Piyush Modi
Pramila Maheshwari

Audit Committee

Budhi Prakash Toshniwal
Pramila Maheshwari
F.R. Bhote

Stakeholder's Relationship Committee

Pramila Maheshwari
F.R. Bhote
Budhi Prakash Toshniwal

Nomination & Remuneration Committee

F.R. Bhote
Budhi Prakash Toshniwal
Pramila Maheshwari

Auditors

M/s Ram Kishore Jhawar & Associates
Chartered Accountants Firm No. 003016S
4-4-296/297, 1st Floor, Room no 13,
Mithila Complex, Bank Street, Koti,
Hyderabad – 500195

Company Secretary

Govind Toshniwal

Solicitors

K Balakrishna & Associates
No 1-1-336/140, Chikkadpally
Hyderabad- 500 020

Principal Bankers

Kotak Mahindra Bank Limited
Canara Bank
HDFC Bank

Registered Office

214, Raghava Ratna Towers
Chirag Ali Lane, Abids
Hyderabad- 500 001
website: www.cilsecurities.com
e-mail: advisors@cilsecurities.com
Tel No.: 040-23203155

Corporate Office

130-132, Room No. 20,
II Floor, Great Western Building
Opp. Lions Gate, Fort,
Mumbai-400023

Registrar & Share Transfers In House

214, Raghava Ratna Towers
Chirag Ali Lane, Abids ,
Hyderabad- 500 001
E-mail: advisors@cilsecurities.com
Tel No.: 040-23203155
Fax: 040-23203028

NOTICE

Notice is hereby given that the **Twenty Sixth Annual General Meeting** of the Members of CIL Securities Limited will be held on **Tuesday, the 15TH Day of September, 2015** at , 610, Raghava Ratna Towers, North Block, Chirag Ali Lane, Abids, Hyderabad – 500 001 at **11:00 A.M.** to transact the following businesses:

Ordinary Business:

- 1) To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015, the Statement of Profit & Loss of the Company for the year ended on that date together with the Reports of the Board of Directors, Corporate Governance and Auditors thereon.
- 2) To declare Dividend on the Equity Shares of the Company for the Financial Year ended March 31, 2015.
- 3) To appoint a Director in place of Shri Krishna Kumar Maheshwari, who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.
- 4) To appoint a Director in place of Shri Piyush Modi, who retires by rotation at this Annual General Meeting, and being eligible, offers himself for reappointment.
- 5) To Consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditor) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force) appointment of M/s Ram Kishore Jhavar and Associates approved in the EGM held on 23rd March, 2015 until the conclusion of 28th Annual General Meeting is hereby ratified in this Annual General Meeting till the conclusion of the next Annual General Meeting, with remuneration as may be decided by the Board of Directors of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Special Business

- 6) To consider, and if thought fit to pass, with or without modifications, the following resolution as an **Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof), the new set of Articles of Association of the Company, be and is hereby approved and adopted as the new set of Articles of Association of the Company, in substitution for, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts deeds and things and to execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

**By Order of the Board of Directors of
CIL SECURITIES LIMITED**

**KK Maheshwari
Managing Director
DIN: 00223241**

**Registered office
214, Raghava Ratna Towers
Chirag Ali lane, Abids,
Hyderabad-500 001**

**Place: Hyderabad
Date: 16.05.2015**

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the meeting is annexed hereto
2. A Member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
5. Members who hold shares in Dematerialized form are requested to write their DP ID and Client ID and those who hold shares in Physical Form are requested to write their Folio Number in the attendance slip for attending the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the Company on all working days except Saturdays and Sundays, between 11.00 AM and 1.00 PM up to the date of the Meeting.
8. Brief resume of all Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and memberships / Chairmanships of Board Committees, shareholding and relationships between directors inter – se stipulated under clause 49 of the Listing Agreement are provided in the Report on Corporate Governance forming part of the Annual Report.
9. In terms of Sections 205A and 205C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund. Accordingly, the Company would be transferring the Final Dividend for the year ended 31st March 2008. Shareholders are requested to ensure that they claim the dividends referred to above, before it is transferred to the said fund.
10. The Shareholders are expected to send their queries on Annual Report to the Company Secretary, at least 7 days before the date of meeting, so that the requisite information/explanations can be provided in time.
11. (a) The Company has already notified closure of Register of Members and
 Transfer Books from **9th Sep, 2015 to 15th Sep, 2015** (both days inclusive) for determining the names of Member eligible for Dividend on Equity shares.
 (b) The dividend on Equity shares, if declared at the Meeting, will be paid on or after **15th Day of September 2015** to those members whose names shall appear on the Company's Register of Members on , **8th September 2015**; in respect of shares held in Dematerialized form, the dividend will be paid to members whose name are furnished by the National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners on date.
12. (a) In order to provide protection against fraudulent encashment of dividend warrants, members who hold shares in physical form are requested to intimate Share Transfer Department of the Company, under the signature of the Sole/First Joint holder, the following information to be incorporated on dividend warrants:
 (i) Name of the Sole/First Joint Holder and the Folio Number:
 (ii) Particulars of the Bank Accounts, viz:
 Name of the Bank;
 Name of the Branch;
 Complete Address of the Bank with Pin Code Number;
 Account Type

Whether Savings Account (SA) or Current Account (CA);

Bank Account Number and MICR code/RTGS/NEFT Code

- (b) Members who wish to change such Bank Account Details are, requested to advise their Depository Participants about such change with complete details of the Bank Account.
 - (c) To avoid loss of dividend warrants in transit and undue delay in respect of Dividend Warrants, the Company has provided a facility to the members for remittance of dividend warrant through the Electronic Clearing System (ECS). The ECS facility is available at locations identified by Reserve Bank of India from time to time and covers most of the cities and towns. Members holding shares in physical form and desirous of availing this facility are requested to contact Share Transfer Department of the Company.
13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their email address, are entitled to receive such communication in physical form upon request.
 14. The Annual Report of the Company circulated to the Members of the Company, will be made available on the Company's website at www.cilsecurities.com and also on website of the Stock Exchange where the Equity Shares of the Company are traded.
 15. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
 16. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report to the Meeting.
 17. Voting through electronic means:
 - i. According to Section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 e-voting is mandatory for all listed companies or companies having Shareholders not less than one thousand.
 - ii. In compliance with provisions of Section 108 of the companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services provided by Central Depository Services Limited (CDSL):
 - iii. A member may exercise his vote at any general meeting by electronic means and company may pass any resolution by electronic voting system in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014.
 - iv. During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on the fixed or record date, may cast their vote electronically.
 - v. The e-Voting shall remain open for 3 days from 9.00 AM of 12th Day of September 2015 to 5.00 PM of 14th September 2015
 - vi. The Board of Directors at their meeting have appointed Mr. **Thomas Joseph Lloyd**, Practicing Advocate as the scrutinizer for e-Voting to unblock the votes in favour or against, if any, and to report forthwith to the Chairman. The scrutinizer will be responsible to conduct e-Voting in a fair and transparent manner.
 - vii. Vote once cast by the member cannot be changed/ altered.

18. The instructions for e-voting are as under:

(A) In case of members receiving e-mail:

- i) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii) Log on to the e-voting website www.evotingindia.com.
- iii) Click on "Shareholders" tab to cast your votes.
- iv) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ♦ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. PAN / Sequence Number is available on bottom side of the address Sticker 	
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/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

vi After entering these details appropriately, click on "SUBMIT" tab.

vii) Members holding shares in physical form will then reach directly the EVSN 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. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & *). 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.

viii) Click on the relevant EVSN on which you choose to vote.

ix) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. 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.

x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

xi) 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.

xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(II) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

(B) Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.

(C) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to www.evotingindia.co.in and register themselves, link their account which they wish to vote on and then cast their

vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

- (D) The Remote voting period begins at 9.00 of 12th Sep, 2015 and ends on 5.00 PM of 14th Sep, 2015 During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 8th Sep, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (E) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
19. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Share Transfer Department of the Company for consolidation into a single folio.
 20. Non-Resident Indian Members are requested to inform the Share Transfer Department of the Company of:
 - (a) Change in Residential Status on return to India for permanent settlement.
 - (b) Particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with the Pin Code number.
 21. Members desirous of any information on the accounts are requested to write to the Company at least a week before the meeting so as to enable the Management to keep the information ready and replies will be provided only at the meeting.
 22. Duplicate attendance slip shall not be issued at the Annual General Meeting Venue. However the same shall be issued at the Registered Office of the Company upto two days preceding the day of AGM.
 23. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 8th Sep, 2015.
 24. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 8th Sep, 2015 may obtain the login ID and password by

sending an email to rta@cilsecurities.com or helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on <https://www.evotingindia.com>

25. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
26. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
27. Shri **Thomas Joseph Lloyd**, Practicing advocate has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
28. The Scrutiniser shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall within 3 days of conclusion of the meeting submit a consolidated scrutiniser report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.
29. The results along with the Scrutinisers Report shall be placed on the website of the Company and on the website of CDSL and shall be communicated to BSE Limited.

**By Order of the Board of Directors of
CIL SECURITIES LIMITED**

**KK Maheshwari
Managing Director
DIN: 00223241**

**Registered office
214, Raghava Ratna Towers
Chirag Ali lane, Abids,
Hyderabad-500 001**

**Place: Hyderabad
Date: 16.05.2015**

Details as required under Clause 49 of the Listing Agreement:-

ITEM 3

Shri Krishna Kumar Maheshwari is a graduate in Commerce and has more than 27 years of experience in the line of investments activity. He is the Promoter Director of the Company and has been associated with Company's development and diversification plans. He has experience in Merchant Banking, Registrar & Share Transfer Agents, Stock Broking Activity and other diversified financial activities. He is a Member of the Stakeholders Relationship Committee of the Company. Shri K.K. Maheshwari holds 1072700 Equity shares of the Company representing 21.45 percent of the paid up share capital as on 31st March, 2015.

He is the Managing Director of the Company and holds directorship in the following Companies.

1. CIL Industries Limited.
2. CIL Commodities Private Limited
3. Industrial Filters & Fabrics Private Limited
4. Mahesh Vidya Bhavan Limited
5. Gita Finvest Private Limited

ITEM 4

Shri Piyush Modi is a graduate in Commerce and is having more than 18 years of experience in financial services and Capital Market Operations. Shri Piyush Modi holds 500 Equity shares of the Company representing 0.01 percent of the paid up share capital as on 31st March, 2015.

He is the Executive Director of the Company and holds directorship in the following Companies.

1. Jhansi Plastics Private Limited
2. Piyush Stock Broking Service Private Limited
3. Om Crusher India Private Limited
4. KRP Concretes Private Limited

Explanatory Statement (Pursuant to Section 102 of Companies Act 2013)

ITEM 6

The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. Upon enforcement of the Companies Act, 2013, various provisions of the Companies Act, 1956 have become ineffective and in view of the same the AoA of the Company needs to be realigned as per the provisions of the new Act.

The Board of Directors at its meeting held on 16th May, 2015 decided to incorporate/substitute/alter certain provisions as per the latest amendments of the Companies Act, 2013. As this would result in a number of changes in the existing AoA of the Company, it was desirable to adopt a new set of AoA in place of and in exclusion to the existing AoA of the Company.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of AoA of the Company.

A copy of the proposed set of new AoA of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on all working days, except Saturdays and Sundays, between 11.00 AM and 1.00 PM up to the date of the Meeting.

The Board recommends the resolution as set out at item no. 6 of the Notice for your approval.

None of the Directors of your Company or their relatives are concerned or interested in the said resolution

**By Order of the Board of Directors of
CIL SECURITIES LIMITED**

**KK Maheshwari
Managing Director
DIN: 00223241**

**Registered office
214, Raghava Ratna Towers
Chirag Ali lane, Abids,
Hyderabad-500 001**

**Place: Hyderabad
Date: 16.05.2015**

NOTICE-GREEN INITIATIVE

Dear Shareholders,

Sub: Email address for mailing Annual Reports, Notices and other documents

As a part of "Green Initiative" in the Corporate Governance, the Ministry of Corporate Affairs vide Circular No 18/2011 dated 29th April 2011 has enabled Companies to send Annual Reports, Notices and other documents through electronic mail.

In the view of the above, we propose to send the Annual Reports, Notices and other documents to our Members through electronic mail.

- A. For Members holding shares in electronic form, the email address provided by you and made available to us by the Depositories will be used for sending the Annual Report. Kindly update your email address with your Depository Participant, including changes if any. In case you desire to receive in physical form please inform us in writing.
- B. Members holding shares in physical form are requested to register their email address so that the Annual Report can be sent through email. You may register your email id with our Registrar & Transfer Agent, whose address and email id is as under:-

CIL Securities Limited,
214, Raghava Ratna Towers,
Chirag Ali Lane, Abids,
Hyderabad-500001
Email: rta@cilsecurities.com/ secretary@cilsecurities.com

- C. Members can also register their choice by logging in to www.cilsecurities.com and clicking on "MCA's Green Initiative" link.

Thanking you,

Yours sincerely,

For CIL Securities Limited

K.K. Maheshwari
Managing Director
DIN:00223241
Date: 16.05.2015

Directors' Report

Dear Members,

Your Directors present the 26th Annual Report and the Audited Accounts for the Financial Year ended 31st March 2015.

Financial Results

The Financial performance of the Company for the Financial Year ended 31st March, 2015 is summarized below:

(Rs in Lacs)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Total Revenue	502.47	325.44
Profit before Interest, Depreciation & Tax	144.90	52.54
Profit before Depreciation and Tax	144.77	52.29
Depreciation	15.33	13.67
Profit Before Tax	129.24	38.62
Less: Provision for Tax (Net)	12.94	1.11
Profit After Tax	116.30	37.51
Add: Balance Brought Forward from the last year	1008.99	1004.49
Profit available for Appropriation	1125.29	1042.00
Appropriations:		
Proposed Equity Dividend	25.00	25.00
Tax on Dividend	5.00	4.25
Transfer to General Reserve	11.65	3.76
Balance carried forward to Balance sheet	1083.64	1008.99
Total Appropriations	1125.29	1042.00

The Company's Profit after Tax is Rs. 116.30 Lacs (Previous Year Rs. 37.51 Lacs). The Board recommends transfer of a sum of Rs. 11.65 Lacs (Previous Year Rs. 3.76 Lacs) to General Reserve.

DIVIDEND

Your Directors are pleased to recommend the payment of dividend on equity shares @ Rs. 0.50 per share for the financial year ending 31-03-2015. The total dividend together with tax and surcharge there on amount to Rs.30.00 Lacs (Previous year Rs. 29.25 Lacs).

MARKET SCENARIO

The Financial Market was mainly positive during the FY 2014-15 as the markets were buoyed up by a lot of factors that turned positive. The fact that most Financial Markets across the globe have been doing well over the past few quarters, despite several challenging head-winds, helped our markets remain cheerful for the better part of the financial year under review.

Our own internal factors have been quite significant too, in keeping our markets very buoyant in the recent times. The induction of the BJP led NDA Government, being voted to power with an absolute mandate has been the most influential factor in helping our Financial & Capital Markets returning to buoyant times after almost 4 years of prolonged, struggling times. The Markets really made historic moves as the lead Indices on the D-Street galloped to new life-time highs, creating wealth for all types of Investors. The FY 2014-15 will be remembered in the annals of stock markets' history as an rewarding one!

CHALLENGES REMAIN

Despite the optically visible rosy picture the markets' path is froth with stern challenges from various Domestic as well Global quarters. Firstly, the very basic Fundamentals with regard to the Economy continue to see several headwinds. The very basic growth factors, measured in terms of GDP numbers remain subdued at barely above the 6% mark while the desired levels of 8%+ remain distantly evasive. The Inflation levels have cooled off but the Core Inflation levels on the Consumer Index still is not comforting enough for the RBI to trigger aggressive growth measures like slashing Repo-Rates.

Some other functional deficiencies in Administrative issues & certain Contentious Taxation Issues have also been spooking the markets at regular intervals. The Retrospective Taxation issues that made debut in 2012 in the form of GAAR & has, somehow, lingered around ever since, has cropped again in the form of MAT claims on certain FIIs, resulting in an air of despondency amongst the FII fraternity, extending the list of serious market concerns. As such, the worries posed by the Natural factors like the probability of a poor Monsoon & the continued stress levels of the Rural Economy were causing serious enough concerns & hurting the markets' sentiments adversely.

Despite the record levels of FOREX Reserves that can boast, the Cross-Currency fluctuations continue to hurt broader interests & is not entirely insulated from the periodic jolts. The anomaly created by the Currency moves is constantly hurting the Exporters (due to weaker Currencies of competing nations) on one hand while the weakening Rupee is threatening the prospective FDI & FII Inflows from developed Economic geographies. Thus, the predicaments of the Finance Ministry are getting accentuated, making them progress cautiously in

pursing certain key Economic Reforms. However, the Government's efforts to push through the Reform process, overcoming the legislative hurdles, can be viewed in a positive light.

MARKET MOOD – COUTIOUSLY OPTIMISTIC

Despite the overwhelming list of concerns & niggling worries, our markets present a picture of cautious optimism. Of course, the euphoric fervor of the earlier quarters of this Financial Year have subsided considerably. Despite the fact that the leading Indices the NIFTY & SENSEX hit lofty levels at 9100+ & 30K+ respectively, recorded in the first week of March, the events over the next couple of months has resulted in bringing these major Indices into a negative territory for the Calendar Year 2015. Indian Markets slipped into the red even as most leading Global Markets were progressing handsomely, hitting either life-time Highs of multi-Decade Highest levels. This slump had been triggered NOT due to the Economic issues but more due to the external factors that are in the control of certain powers that be.

Despite all these hassles, the Financial Streets do believe that it is just a matter of time before we get our act together. Also, the feeling that the Economy shall pick up pace in the due course is seldom lost amongst the players' fraternity. The Long term growth fundamentals of our Economy & the remarkably high levels of entrepreneurship spirits of our Corporate Entities is unquestionably liked by most leading Global Institutional Investors. The remarkable maturity displayed by our Domestic Institutions in recent times can be seen as a hugely positive take-away. Even the Mutual Fund fraternity seems to be now enjoying the confidence of a much larger sections of retail Investors. The role of MF's in the coming up times is most likely to be much more valuable. The outlook for the markets is certainly positive, even if a bit cautiously.

SHARE CAPITAL

During the Financial Year 2014-15, the share capital of the Company has remained unchanged

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return, in format MGT -9, for the Financial Year 2014-15 has been enclosed with this report.

NUMBER OF BOARD MEETINGS

The Details of the number of meetings of the Board held during the Financial Year 2014-15 forms part of the Corporate Governance Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152 of the Companies Act 2013 Shri K K Maheshwari and Shri Piyush