ANNUAL 2011-12 REPORT

Consolidated Securities Ltd

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BOARD OF DIRECTOR

Kapil Aggarwal	Chairman
Rohit Gupta	Managing Director
Ashok Kumar Kathuria	Director
Anirudha Kumar	Director

REGISTERED OFFICE

8/19, 3rd Floor, W.E.A.
Pusa Lane, Karol Bagh
New Delhi-110005
Tel: 011-42503441-44
Fax: 011-42503441-44
E-mail: csl@consolidatedsecurities.biz

AUDITORS

R. Mahajan & Associates
Chartered Accountants
402, Jain Bhawan, W.E.A
Karol Bagh
New Delhi-110005

BANKERS

HDFC Bank Limited

REGISTRAR & SHARE TRANSFER AGENTS

MAS Services Limited
T-34, 2nd Floor,
Okhla Industrial Area Phase-2,
New Delhi-110020

COMPANY SECRETARY & COMPLIANCE OFFICER

Mrs. Anju Biyani

CHIEF FINANCIAL OFFICER

Mr. Rohit Gupta

NOTICE

Notice is hereby given that the Twentieth Annual General Meeting of the Members of Consolidated Securities Limited will be held on Thursday, 9th day of August 2012 at 1.00 p.m. at Hotel Jivitesh, Sat Brahma Road, Karol Bagh, New Delhi-110005 to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and the Profit & Loss Account for the year ended on that date, together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Ashok Kumar Kathuria, who retires by rotation and being eligible, offers him self for re-appointment.

3. To appoint Statutory Auditors who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting 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 M/s. R. Mahajan & Associates, Chartered Accountants, New Delhi, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

4. To consider and pass with or without modifications, the following resolution as "Ordinary Resolution"

   "**RESOLVED THAT** in partial modification to the resolution no. 5 passed by the shareholders at the 15th Annual General Meeting of the company held on 29th September 2007 approving the appointment and terms of appointment of Mr. Rohit Gupta, Managing Director and the resolution no. 3 passed by the shareholders by way of postal ballot on 6th September 2011 and in accordance with Section 198, 269, 309, 310 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 , the Company hereby approves the variation in the terms of remuneration of Mr. Rohit Gupta, Managing Director as revised by the Board of Directors and as specified in the Explanatory Statement to this resolution, for the remaining period of his tenure of office.

   RESOLVED FURTHER THAT all other terms and conditions of appointment of Mr.Rohit Gupta, as approved earlier by members, shall remain unchanged.

   RESOLVED FURHTER THAT to give effect to this resolution, the Board of Directors or a Committee thereof, be and are hereby authorized to take all such steps and actions and do all such acts, deed matters and things as they may, in their absolute discretion, deem necessary, proper or desirable to give effect to this resolution."

5. To consider and pass with or without modifications, the following resolution as "Special Resolution"

   "**RESOLVED THAT** pursuant to the provisions of Section 198, 269, 309 and Schedule XIII and other applicable

provisions, if any, of the Companies Act, 1956 ("the Act"), and Article 108-111 of Articles of Association of the Company, Mr. Rohit Gupta be and is hereby re-appointed as Managing Director of the Company w.e.f. 11th August 2012 for a period of 5 years, upon the following terms and condition:

a) Salary: Rs. 2,50,000 p.m.

b) Commission: Commission at the rate of 3% on the net profits of the Company computed in the manner laid down in the Section 309 of the Companies Act, 1956 & subject to Sections 198, 309 & other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956, with the liberty to the Board of Directors to decide and alter/vary the % of commission as may be agreed to between the Board of Directors and Mr. Rohit Gupta. However, the remuneration including the commission to be given to the Managing Director shall be within the ceiling laid down in Sections 198, 309 & other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956

c) Perquisites:

- Leave Travel Assistance: for self and family once in a year
- Medical reimbursement: Reimbursement of all hospitalization and medical expenses actually incurred for self and family provided that the expenses incurred by the company in this regard for him and his family shall be subject to a ceiling of one month's salary in a year.
- Car/telephone: The Company shall provide car for the company's business and cellular phone provided that the personal long distance calls and use of car for private purpose shall be billed by the company to Mr. Rohit Gupta.

RESOLVED FURTHER THAT Managing Director shall not be liable to retire by rotation during his tenure as Managing Director and shall function under the Superinten-dence, Direction and Control of the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

RESOLVED FURTHER THAT Mr. Ashok Kumar Kathuria, Director of the Company, be and is hereby authorized to file related forms and returns with ROC, NCT of Delhi and Haryana.

RESOLVED FURTHER THAT a certified copy of the above resolution, duly signed by any of the Directors/Company Secretary of the Company be forwarded to concerned authorities, as and when required and do all the necessary acts to give effect to this resolution."

For and on behalf of the Board

Place: New Delhi
Date: 13th July 2012

Rohit Gupta
Managing Director & CFO

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**

2. The explanatory statement pursuant to Section 173(2) of the Companies Act 1956 is annexed herewith.

3. Corporate Members are requested to send a duly certified copy of the Board Resolution to the Registered Office of the Company, pursuant to Section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at the Annual General Meeting.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 3rd August 2012 to Thursday, 9th August 2012 (both days inclusive).

5. Members are requested to bring their own copies to the meeting.

6. Additional information, in terms of clause 49 of the Listing Agreement with Stock Exchanges, regarding appointment/ reappointment of Directors as set out in Item no 2 & 5 of the Notice is also annexed hereto separately and forms part of the Notice.

7. Members desirous of any information/ clarification on the accounts are requested to write to the Company at least 10 days in advance so as to enable the management to keep the same ready at the Annual General Meeting.

8. Please send your requests for transfer/transmission/consolidation and demat of shares, change of address to our Registrar and Transfer Agents (RTA) - MAS Services Ltd. at T-34, 2nd Floor, Okhla Industrial Area Phase-2, New Delhi-110020

9. Members attending the meeting are requested to bring with them their Client ID and DP ID Numbers/Folio Numbers for identification. Further members/proxies should bring the attendance slip duly filled in for attending the meeting.

10. Members having multiple folios in identical names or in joint names in the same order are requested to send the share certificate(s) to the Company's Registrar & Transfer Agents, M/s. MAS Services Limited for consolidation of all such shareholding into one folio to facilitate better service.

11. Shareholders holding shares in certificate form are requested to dematerialize their holding in electronic form.

12. The Company has designated an exclusive email id viz investor@consolidatedsecurities.biz to enable the investors to post their queries/ suggestions/grievances and monitor its redressal.

For and on behalf of the Board

Place: New Delhi
Date: 13th July 2012

Rohit Gupta
Managing Director & CFO

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, Item No. 4

At 15th Annual General Meeting of the company held on 29th September 2007, the shareholders approved the appointment of Mr. Rohit Gupta, Managing Director at Nil remuneration. The board of directors with the approval of the shareholders taken by way of postal ballot on 6th September 2011 decided to give remuneration to him. Considering the rich experience and the instrumental role which is being played by Mr. Rohit Gupta as Managing Director of the company, the board of directors at its meeting held on 9th February 2012 has decided that in addition to the salary, perquisites & allowances as approved by the shareholders by way of postal ballot on 6th September 2011, Mr. Rohit Gupta shall also be entitled to a commission at the rate of 3% on the net profits of the Company for the remaining period of his tenure of office effective from the financial year 2011-12, computed in the manner laid down in the Section 309 of the Companies Act, 1956 & subject to Sections 198, 309 & other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956, with the liberty to the Board of Directors to decide and alter/vary the % of commission as may be agreed to between the Board of Directors and Mr. Rohit Gupta. However, the remuneration including the commission to be given to the Managing Director shall be within the ceiling laid down in Sections 198, 309 & other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956, subject to the approval of the shareholders of the company.

All other terms and conditions of the appointment & remuneration of Mr. Rohit Gupta-Managing Director, as approved by the members earlier, will remain unchanged. The resolution for variation in the terms of remuneration as aforesaid is recommended for acceptance by the members. The above may be treated as an abstract pursuant to Section 302 of the Companies Act, 1956.

The documents relating to this variation in the terms of remuneration as aforesaid is available for inspection at the registered office of the Company between 11.00 am and 1.30 p.m. on any working day of the company upto 9th August 2012.

The Board of directors recommends the aforesaid ordinary resolution.

Except Mr. Rohit Gupta, none other director is concerned/ interested in the resolution as set out in Item No. 4 of the Notice.

Item No. 5

Mr. Rohit Gupta (44) is the Managing Director of the Company. He is the director of Mundra Credit & Investment Private Limited, which is the holding company of the Company.

Mr. Gupta was appointed as Director of the Company effective 29th October, 2005 and as Managing Director since 11th August 2007.

He is a Fellow Member of the Institute of Chartered Accountants of India. He has extensive experience of over 20 years in the industry and business. His tenure as Managing Director ends on 10th August 2012. Considering his rich and vast experience and exceptional managerial skills and strong understanding of capital markets, the Board of directors felt that it would be in the interest of the Company to re-appoint him as Managing Director. Accordingly, the Board of Directors in their meeting held on 13.7.2012, re-appointed him as Managing Director w.e.f. 11th August 2012, subject to the approval of shareholders in the ensuing Annual General Meeting.

In compliance with provisions of Sections 198,

269, 309 and other applicable provisions of the Act read with Schedule XIII of the Act, the terms of appointment specified above are now being placed before the Members for their approval.

The Directors recommend the resolution at Item No. 5 of the accompanying notice for approval of the Members of the Company.

Except Mr. Rohit Gupta, none other director is concerned/interested in the resolution as set out in Item No. 5 of the Notice.

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment/re-appointment in the ensuing Annual General Meeting to be held on 9th August 2012 pursuant to the requirement of Clause 49 of the Listing Agreement.

Name of Director	**Mr. Ashok Kumar Kathuria**	**Mr.Rohit Gupta**
Date of Birth	24.02.1959	18.12.1967
Nationality	Indian	Indian
Date of appointment	29.10.2005	29.10.2005
Qualification	B.A.	B.Com(H), FCA
Expertise in specific functional areas	Having more than 25 years of experience in the Administration.	Having more than 20 years of rich experience in the field of corporate finance, stock market and financial services.
Shareholding in CSL	Nil	Nil
List of outside Directorships	Mundra Credit & Investment P Ltd Shreem Portfolio Pvt Ltd	Mundra Credit & Investment P Ltd Shreem Portfolio Pvt Ltd Deep Deposits & Leasing Pvt Ltd Kinsfolk Industries Pvt Ltd
Chairmanship/membership of the committee of the Board of the Company	Member -Audit Committee Chairman-Investor Relations and Share Transfer Committee	Member -Investor Relations and Share Transfer Committee
Chairmanship/membership of the committee of the Board of other Company	Nil	Nil