



CONTINENTAL SECURITIES LIMITED

28th

Annual Report 2017-18

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

**BOARD OF DIRECTORS**

Shri. M.L. Khandelwal (Chairman)
Shri. Rajesh Khuteta (Managing Director)
Shri. Suresh Kumar Gupta (Independent Director)
Shri .Vishnu Dusad (Independent Director)
Smt. Ruchi Gupta (Independent Director)

COMPANY SECRETARY

J.C. Kedawat

CHIEF FINANCIAL OFFICER

Hemant Gupta

Auditors:

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

Bankers :

State Bank of India
Bank of Baroda

Registered & Corporate Office

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

Registrar & Share Transfer Agent:

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

Company Website:

www.continentalsecuritiesltd.com

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NOTICE

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

ORDINARY BUSINESS:

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

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

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

SPECIAL BUSINESS:

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



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

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

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

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

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

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



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

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

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

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

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



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

ITEM 4:

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

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

ITEM 5:

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

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

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

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

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

ITEM 6:

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



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

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

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

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

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

ITEM 7:

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

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

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

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

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

For and on behalf of the Board of Directors

PLACE: JAIPUR

DATE: 30th August, 2018

sd/-

J.C.Kedawat

Company Secretary

**NOTES**

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



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

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

13. VOTING THROUGH ELECTRONIC MEANS

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

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

The instructions for e-voting are as under:

- (i) The shareholders should Log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab.
- (iii) now enter your user ID
 - a) for CDSL: 16digits beneficiary ID
 - b) for NSDL : 8 character DP ID followed by 8 digit client ID
 - c) members holding shares in physical form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com 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.