

## **Company Information**

### **Board of Directors**

K K Maheshwari  
Piyush Modi  
A K Inani  
Pramila Maheshwari  
F R Bhote  
Budhi Prakash Toshniwal

### **Chairman and Managing Director**

**Executive Director**  
**Director – Finance / CFO**  
**Non-Executive Director**  
**Independent Director**  
**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 Sridhar Jhawar & Associates  
Chartered Accountants  
6-3-661, Flat No 4, Sai Ram Krishna Enclave,  
Sangeet Nagar, Somajiguda,  
Hyderabad – 500082

### **Company Secretary**

Govind Toshniwal

### **Solicitors**

K Balakrishna & Associates  
No1-1-336/140, Chikkadpally  
Hyderabad- 500 020

Thomas Joseph Lloyd  
H.No 3-5-879/2/1,  
Old M.L.A Qtrs  
Hyderabad-500029.

### **Principal Bankers**

Kotak Mahindra 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 Agents In House**

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

## NOTICE

Notice is hereby given that the **Thirtieth Annual General Meeting** of the Members of CIL Securities Limited will be held **on Monday, The 30<sup>TH</sup> Day of September 2019** at 608, 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, 2019, the Statement of Profit & Loss and the Cash Flow Statement of the Company for the Year Ended on that date together with the Reports of the Board of Directors and Auditors thereon.
- 2) To declare Dividend on the Equity Shares of the Company for the Financial Year ended March 31, 2019.
- 3) To appoint a Director in place of Shri K K 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.

### Special Business:

#### **RE-APPOINTMENT OF SHRI K K MAHESHWARI AS MANAGING DIRECTOR THE COMPANY**

- 5) To Consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of the section 196, 197, 198, 203, Schedule V and Other applicable Provisions, if any of the Companies Act, 2013 including any statutory modifications, re- enactment thereof and subject to such other approval as may be required, the Company hereby accords its approval for the Re-appointment of Shri Krishna Kumar Maheshwari

(DIN:00223241) as the Managing Director of the Company for a period of Five (5) years from 31st July, 2019 to 30th July, 2024 on the terms and conditions including the remuneration and perquisites as set out in the agreement dated 25.05.2019 be and is hereby approved and sanctioned with the authority to the Board of Directors of the Company to alter and vary the terms and conditions of the said re-appointment and / or re-agreement in such manner as the Board may deem fit within the overall limit as specified in schedule V of the Companies Act, 2013 for the time being in force or any statutory modification or reenactment thereof and / or any rules or regulations framed thereunder."

"**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby severally authorised to do all acts, deeds and things including filings with the regulatory authorities and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto"

#### **RE-APPOINTMENT OF SHRI BUDHI PRAKASH TOSHNIWAL AS INDEPENDENT DIRECTOR OF THE COMPANY**

- 6) To Consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri. Budhi Prakash Toshniwal (DIN: 00147869), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of 5 (five) consecutive years with effect from 1st October, 2019 to the Annual General Meeting held in 2024 and whose office shall not be liable to retire by rotation".

**"RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby severally authorised to do all acts, deeds and things including filings with the regulatory authorities and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto"

**RE-APPOINTMENT OF SHRI F R BHOTE AS INDEPENDENT DIRECTOR OF THE COMPANY**

- 7) To Consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri. F R Bhote (DIN: 00156590), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of 5 (five) consecutive years with effect from 1st October, 2019 to the Annual General Meeting held in 2024 and whose office shall not be liable to retire by rotation".

**"RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby severally authorised to do all acts, deeds and things including filings with the regulatory authorities and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto"

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

**KK Maheshwari  
Chairman & Managing Director  
DIN: 00223241**

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

**Place: Hyderabad  
Date: 25.05.2019**

**NOTES:**

1. 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.
2. 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.
3. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
4. 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.
5. 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.
6. 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.
7. Brief resume of all Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, No. of Companies in which they hold directorships and memberships / Chairmanships of Board Committees, Shareholding and relationships between directors inter - se stipulated thereto.
8. In terms of the provisions of Companies Act 2013, 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 2012. Shareholders are requested to ensure that they claim the dividends referred to above, before it is transferred to the said fund.
9. 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.
10. (a) The Company has already notified the record date i.e **23rd September, 2019** 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 **30th Day of September 2019** to those members whose names shall appear on the Company's Register of Members on **23rd September, 2019**; 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 instrument in transit and undue delay in respect of Dividend instruments, 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 thereunder, 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 e-mail 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](http://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 with 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 Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by Companies (Management and Administration) Amendment, Rules 2015 the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited. The facility for voting, through ballot paper, will also be made available at the Annual General Meeting and the members attending the Annual General Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the Annual General Meeting through ballot paper. Members who have casted their votes by remote e-voting prior to the Annual General Meeting may attend the Annual General Meeting but shall not be entitled to cast their votes again.
  - 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 27th Day of September 2019 to 5.00 PM of 29th September 2019.
  - vi. The Board of Directors at their meeting have appointed Mr. Thomas Joseph Lloyd, Practicing Advocate as the scrutinizer for e-Voting/ voting at the venue 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/ voting at the venue 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:

	<b>For Members holding shares in Demat Form</b>	<b>For Members holding shares in Physical Form</b>
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)  * 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. <b>PAN / Sequence Number is available on bottom side of the Sticker</b>	
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.
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- 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.
- (B) 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]:**
- 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 <https://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 AM of 27th Day of September 2019 to 5.00 PM of 29th September 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd Sep, 2019 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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:
- Change in Residential Status on return to India for permanent settlement.
  - 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 23rd Sep, 2019.
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. 23rd Sep, 2019 may obtain the login ID and password by sending an email to [rta@cilsecurities.com](mailto:rta@cilsecurities.com) or [helpdesk.evoting@cdslindia.com](mailto: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 scrutinize the voting process in a fair and transparent manner.
28. The Scrutinizer 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. Scrutinizer shall within 2 days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.
29. The results along with the Scrutinizers 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**  
**Chairman & Managing Director**  
**DIN: 00223241**

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

**Place : Hyderabad**  
**Date: 25.05.2019**

**Details as required under Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:-**

**ITEM 3**

**Shri K K Maheshwari** is a Graduate in Commerce and has experience in the line of investments activity and has more than 31 years of experience. 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 the Chairman of Risk Management 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, 2019

He is the Chairman and Managing Director of the Company.

He holds the Directorships in the following Companies:

- CIL Commodities Private Limited
- CIL Industries Limited
- Gita Finvest Private Limited
- Mahesh Vidya Bhavan Limited
- Association of Exchanges Members of India
- The Federation of Telangana Chambers of Commerce and Industry

Smt Pramila Maheshwari, The Non-Executive Director of the Company is the spouse of Shri K K Maheshwari and she holds 768500 Equity Shares of the Company representing 15.37 percent of the paid up share capital as on 31st March, 2019

**ITEM 4**

**Shri Piyush Modi** is a graduate in Commerce and is having more than 22 years of experience in Financial Services and Capital Market Operations. Shri Piyush Modi holds 500 Equity shares of the Company representing 0.01percent of the paid up share capital as on 31st March, 2019.

He is the Executive Director of the Company.

He holds the directorships in the following Companies:

- ✦ Om Crusher India Private Limited
- ✦ Jhansi Plastics Private Limited
- ✦ KRP Concretes Private Limited.
- ✦ Piyush Stock Broking Services Private Limited

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

**K K Maheshwari**  
Chairman & Managing Director  
DIN: 00223241

**Registered office**

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

**Place :** Hyderabad  
**Date:** 25.05.2019



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013 AND DETAILS AS REQUIRED UNDER SEBI(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**ITEM 5**

**Shri K.K.Maheshwari**, born on 30th June, 1962, Graduated in Commerce and has experience in the line of investments activity and has more than 31 years of experience. 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 the Chairman of Risk Management 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, 2019

He is the Chairman and Managing Director of the Company.

He holds the Directorships in the following Companies:

- CIL Commodities Private Limited
- CIL Industries Limited
- Gita Finvest Private Limited
- Mahesh Vidya Bhavan Limited
- Association of Exchanges Members of India
- The Federation of Telangana Chambers of Commerce and Industry

\* Committee Chairmanship and Memberships: NIL

\* Chairmanship and Membership of Audit and Stakeholders Relationship committee are considered.

Smt Pramila Maheshwari, the Non-Executive Director of the Company is the spouse of Shri K K Maheshwari and she holds 768500 Equity Shares of the company representing 15.3% of

the paid up Share Capital as on 31st March, 2019.

In view of Shri K.K.Maheshwari's vast experience in Capital Market, his re-appointment is in the best interest of the Company.

**The terms of the renewed agreement dated 25.05.2019 are as follows:-**

1. Salary @ Rs.1,00,000/- (Rupees One Lakh Only) per month or such higher amount as may be approved by the Board from time to time.
2. Commission: Commission will be allowed to Shri Krishna Kumar Maheshwari in addition, to salary and perquisites, the amount of which is, based on the net profits (pre- tax) of the Company in a particular year, shall be subject to the overall ceilings as laid down in Sections 196, 197, 198, 203 and Schedule V to the Companies Act, 2013 as applicable. The Amount of Commission for each Financial Year or part thereof will be decided by the Board from time to time in its absolute discretion, but shall not exceed an amount equal to 5% of the Net Profits (pre-tax) of the Company computed in accordance with the laws, policies, rules, regulations or guidelines in force. Commission may be payable prorate on a monthly basis at the discretion of the Board of Directors.
3. Perquisites: Perquisites will be allowed in addition to salary and commission restricted to an amount equal to the annual salary.

Unless the context otherwise requires, the perquisites are classified into 3 Categories "A", "B" & "C" as follows

**CATEGORY - A:**

This will comprise House Rent Allowance, Leave Travel Concession, Medical Reimbursement, Fees on Clubs and Personal Accident Insurance. These may be provided for as under:

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1. Housing : The Company shall provide rent free unfurnished residential accommodation to the Managing Director or House Rent Allowance up to a maximum of 50% of the salary in lieu thereof.
  2. Medical and/or Hospitalization Expenses: Expenses incurred for the self and the family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.
  3. Leave Travel Concession: Leave Travel Concession for self and family, once in a year incurred subject to a ceiling of one month's salary.
  4. Club Fees: Fees of Club subject to maximum of two Clubs. This will not include admission and life membership fee.
  5. Personal Accident Insurance: Premium not to exceed Rs. 10,000/- per annum.
  4. The above remuneration payable to Shri Krishna Kumar Maheshwari is subject to the condition that the total remuneration including all the perquisites as mentioned in 'A', 'B' & 'C' above shall not exceed 5% of the net profits (pretax) payable to the Managing Director as calculated in accordance with Sections 197, 198, 203 and Schedule V to the Companies Act, 2013 or any amendment thereto or any other provisions as may be applicable.
  5. In the event of absence or inadequacy of profits in any financial year, Shri Krishna Kumar. Maheshwari will be paid the above salary as minimum remuneration and in addition thereto the perquisites not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013.

**CATEGORY - B:**

1. Contribution to Provident Fund, Super Annuation Fund, or Annuity Fund as and when applicable will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together, are not taxable under the Income tax Act, 1961. Gratuity payable shall not exceed half a month's salary for each completed year of service.
2. Encashment of leave at the end of the tenure will not be included in the computation of ceiling on perquisites.
6. The terms and conditions of appointment and remuneration given herein may be altered and varied from time to time by the Board of Directors of the Company as it may, at its discretion deem fit, so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 (including any statutory modification or reenactment thereof, for the time being in force) or any amendments made thereto from time to time and acceptance of the appointee(s).
7. Other terms and conditions

**CATEGORY - C:**

1. Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the appointee concerned."
  2. The appointee(s) shall also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of legitimate business of the Company.
  3. The appointee(s) shall be eligible for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the rules of the Company.
- The Managing Director shall not become interested or otherwise concerned directly or through his spouse and/ or children, in any selling agency of the company.
- The terms and conditions of appointment and remuneration given herein may be altered and varied from time to time by the Board of Directors of the Company as its discretion deem fit, so as not exceed the time limit Schedule V to the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) or any amendments made day to time being in force) or any amendments made day to time to time and acceptance of the appointee(s).

The Managing Director is liable to retire by rotation  
The Managing Director will not be paid any sitting fees for attending the Board and Committee Meetings.

The terms and conditions of appointment of the Managing Director also include clauses pertaining to adherence with the Company's code of conduct, laid down in Corporate Governance.

Shri K.K. Maheshwari and Smt Pramila Maheshwari are deemed to be concerned or interested in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

#### **Item No. 6 and 7:**

Shri F R Bhote, born on 14th July, 1956 is a Science Graduate(Engineering) in Electronics & Communications and holds a Master Degree in Computer Science from I.I.T. and Shri. Budhi Prakash Toshniwal, born on 20th Jan, 1958 is a Businessman having varied expertise in business management were appointed as an Independent Non-Executive Director of the Company by the Members at the Extra Ordinary General Meeting of the Company held on 23rd March, 2015 for a period of five consecutive years commencing from 7th Feb, 2015 upto the conclusion of the Annual General Meeting of the Company to be held in 2019.

As per Section 149(10) of the Companies Act, 2013 an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV of and any other applicable provisions

of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, considers that, given their background and experience and contribution made by them during their tenure, the continued association of Shri Budhi Prakash Toshniwal and Shri F R Bhote, would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors.

Accordingly, it is proposed to re-appoint them as an Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

The Company has received declarations from them stating that they meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. They have also given their consent to continue to act as Directors of the Company.

In the opinion of the Board, Shri Budhi Prakash Toshniwal and Shri F R Bhote fulfil the conditions specified under Section 149 (6) of the Companies Act, 2013 the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for their re-appointment as an Independent Non-Executive Directors of the Company.

Copy of the letter of Appointment of Shri Budhi Prakash Toshniwal and Shri F R Bhote, Independent Non-Executive Directors setting out terms and conditions is placed on the website of the Company and is available for inspection without any fee by the members at the Registered Office of the Company.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri. Budhi Prakash Toshniwal and Shri F R Bhote as an Independent Directors.

Accordingly, the Board recommends passing of the Special Resolutions by the Shareholders of the Company in relation to re-appointment of Shri Budhi Prakash Toshniwal and Shri F R Bhote as an Independent Directors for another term of five consecutive years with effect from 01st October, 2019 to the Annual General Meeting of the Company to be held in 2024,

Except Shri Budhi Prakash Toshniwal and Shri F R Bhote, being an appointee and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 and 7 of the accompanying Notice of the AGM.

Shri. Budhi Prakash Toshniwal and Shri F R Bhote are not related to any Director of the Company.

<b>OTHER DIRECTORSHIPS /CHAIRMANSHIP / MEMBERSHIP OF COMMITTEES</b>	
<b>SHRI BUDHI PRAKASH TOSHNIWAL</b>	<b>SHRI F R BHOTE</b>
Mahaveer Infoway Limited – Independent Director	Hypersoft Technologies Limited – Managing Director
Chairmanship of Committee – One Membership of Committee – Two	Chairmanship of Committee – NIL Membership of Committee – One

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

**Registered office**

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

**K K Maheshwari  
Chairman & Managing Director  
DIN: 00223241**

**Place: Hyderabad**

**Date: 25.05.2019**

## Directors' Report

Dear Members,

Your Directors present the 30th Annual Report and the Audited Accounts for the Financial Year ended 31st March 2019.

### FINANCIAL RESULTS

The Financial performance of the Company for the Financial Year ended 31st March, 2019 is summarized below:

(Rs. in Lakhs)

Particulars	Year Ended 31.03.2019	Year Ended 31.03.2018
Total Revenue	428.44	675.96
Profit before Interest, Depreciation & Tax	38.66	165.56
Profit before Depreciation and Tax	38.66	165.56
Depreciation	12.14	13.76
Profit Before Tax	26.52	151.8
Less: Provision for Tax (Net)	4.83	33.29
Profit After Tax	21.69	118.51
Add: Balance Brought Forward from the last year	1290.61	1183.96
Profit available for Appropriation	1312.30	1302.47

The Company's Profit after Tax is Rs. 21.69 Lakhs (Previous Year Rs. 118.51 Lakhs). The Board recommends transfer of a sum of Rs.2.16 Lakhs(Previous Year Rs. 11.86Lakhs) 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 31-03-2019.

### MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the financial statements related and the date of this report.

### MARKET REVIEW

FY18-19 was the year of record highs for the markets, where the SENSEX and the NIFTY rallied 15% and 17% year over year, respectively. However, not all was green as volatility played a pivotal role in shaping market direction during the year. In the beginning of year, positive economic outlook for the Indian economy buoyed the markets, as it continued to be the best performer in the emerging market space. Notably, India was largely oblivion to the global trade tensions that

roiled other EMs, given its domestic-consumption driven economy.

As such, the S&P BSE Sensex ended the month of July 2018, at the then-all time high of 37606. The rally escalated further into August, with the NIFTY gaining 14% between April-August. However, the highs were short-lived as markets took a sharp down turn in September dented by fallout of India's leading infrastructure financing company. This raised concern over lack of liquidity in the NBFC space, driving major sell-offs in peer companies.

This, along with rising interest rate environment in the U.S and a strengthening dollar against the rupee, resulted in massive sell-off from the FIIs during the first half of FY19. Notably, they pulled out nearly \$4 billion from Indian market during the period. In addition, weak corporate governance, primarily in the BFSI space, and falling consumption demand, kept investors at bay from select sectors. However, India benefitted from the US-China trade tensions, a drop in crude prices, and strong buying by domestic funds. This helped it in becoming the best performing market of Asia in CY2018. Nonetheless, FIIs fuelled the markets in the end of FY19, by pumping in over \$5 billion.

### MARKET OUTLOOK

Markets commenced FY19-20 with continuation of the market rally witnessed in March. April and May saw extension of the rally, as the incumbent government returned to power for a second term with a larger majority than the one witnessed in 2014. Going forward, the current slowdown in auto sector, which has led to production and plant shutdowns across players like Maruti, Bajaj Auto, M&M, Ashok Leyland and Tata Motors, will continue to be tepid. However, analysts expect to see gradual improvement in the second half of FY20.

Further, demand for rural-related sectors like fertilizers and commercial vehicles (like tractors), will likely remain muted owing to deficient monsoon experienced year to date. FMCG companies with exposure to Tier 2 and 3 cities, too, will likely witness subdued demand over the coming few quarters. In addition, sectors like cement and infrastructure are likely to perform well given government's focus on building infrastructure and construction activities.

### SHARE CAPITAL

During the Financial Year 2018-19, 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 2018-19 has been enclosed with this report.

The same is also placed on the website of the Company [www.cilsecurities.com](http://www.cilsecurities.com)

**NUMBER OF BOARD MEETINGS**

Four Board Meetings were held during the Financial Year 2018-19 which are as follows:

22.05.2018, 11.08.2018, 03.11.2018 and 09.02.2019.

**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 Modi, retires by rotation at the ensuing Annual General Meeting and being eligible offer themselves for reappointment.

The Board in its meeting held on 25.05.2019 has approved the re-appointment of Shri K K Maheshwari as a Managing Director for a period of five years effective from 31st July, 2019. The said appointment is subject to the approval of members in the forthcoming Annual General Meeting through item no.5.

The Board in its meeting held on 25.05.2019 has approved the re-appointment of Shri Budhi Prakash Toshniwal and Shri F R Bhote as Independent Directors for a period of five years (2nd Term) effective from 01st October, 2019 to the Annual General Meeting to be held in 2024. The said appointment(s) are subject to the approval of members in the forthcoming Annual General Meeting through item no.6 and 7.

**POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION**

(Including criteria for determining qualification, positive attributes, independence of a director, policy relating to remuneration for Directors, Key Managerial Personnel and other employees)

**Policy on Directors Appointment**

Policy on Directors appointment is to follow the criteria as laid down under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and good corporate practices. Emphasis is given to persons from diverse fields or professions.

**A) Ratio of remuneration of each Director to the median remuneration of all the employees of your Company for the Financial Year 2018-19 as follows:**

S.No	Name	Remuneration Paid in the FY 2018-19 in Rs.	Ratio / Times per Median of employee remuneration
1	Shri Krishna Kumar Maheshwari	14,41,496/-	4.60
2	Shri Piyush Modi	6,00,000/-	1.91
3	Shri Ashok Kumar Inani	13,37,342/-	4.26

The aforesaid details are calculated on the basis of remuneration for the Financial Year 2018-19.

Median remuneration of the Company for all its employees is Rs 3,13,398/- for the Financial Year 2018-19.

**Policy on Remuneration**

Guiding Policy on remuneration of Directors, Key Managerial Personnel and employees of the Company is that -

- ✦ Remuneration to Key Managerial Personnel, Senior Executives, Managers and staff is industry driven in which it is operating taking into account the performance leverage and factors such as to attract and retain quality talent.
- ✦ For Directors, it is based on the shareholders resolutions, provisions of the Companies Act, 2013 and Rules framed therein, circulars and guidelines issued by Central Government and other authorities from time to time.

**ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

The Board of Directors of the Company has initiated and put in place evaluation of its own performance, its committees and individual directors. The result of the evaluation is satisfactory and adequate and meets the requirement of the Company.

**DECLARATION OF INDEPENDENCE BY THE INDEPENDENT DIRECTORS**

Pursuant to Section 149(6) of the Companies Act, 2013, Independent Directors of the Company have made a declaration confirming the compliance of the conditions of the Independence stipulated in the aforesaid section

**REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL**

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration) Rules, 2014 and Companies (Particulars of Employees) Rules 1975, in respect of employees of the Company and Directors is furnished hereunder:

**B. Details of percentage increase in the remuneration of each Director and CFO and Company Secretary in the Financial Year 2018-19 are as follows:**

Name	Designation	Remuneration in Rs.		Increase %
		2018-19	2017-18	
Shri Krishna Kumar Maheshwari	Managing Director	14,41,496/-	14,38,190/-	0.22
Shri Piyush Modi	Whole Time Director	6,00,000/-	6,00,000/-	0.00
Shri Ashok Kumar Inani	Director Finance/ CFO	13,37,342/-	12,42,843/-	7.60
Shri Govind Toshniwal	Company Secretary	6,67,011/-	5,94,902/-	12.12

The remuneration to Directors is within the overall limits approved by the shareholders.

**C. Percentage increase in the median remuneration of all employees in the Financial Year 2018-19:**

Particulars	2018-19	2017-18	Increase / (decrease)%
Median remuneration of all employees per annum	Rs.3,13,398/-	Rs.2,87,429/-	9.03%

**D. Number of permanent employees on the rolls of the Company as on 31st March, 2019 are 29 and as on 31st March, 2018 are 29.**

**E. Comparison of average percentage increase in salary of employees other than the key managerial personnel and the percentage increase in the key managerial remuneration:**

Amount in Rs.

Particulars	2018-19	2017-18	Increase /(Decrease)%
Average Salary of all the Employees (Other than KMP)	3,56,282/-	3,12,532/-	14.00%
Salary of Key Managerial Personnel Managing Director	14,41,496/-	14,38,190/-	0.22%
Whole Time Director	6,00,000/-	6,00,000/-	0.00%
Director Finance / CFO	13,37,342/-	12,42,843/-	7.60%
Company Secretary	6,67,011/-	5,94,902/-	12.12%

The increase in remunerations of employees other than the managerial personnel is in line with increase in remuneration of managerial personnel

**F. There are no employees of the Company who receive remuneration in excess of the highest paid Director of the Company.**

**G. Affirmation:**

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Remuneration Policy of the Company.

**AUDITOR'S REPORT**

The observations made in the Auditor's Report, read together with the relevant notes thereon are self-explanatory and hence, do not call for any comments.

**STATUTORY AUDITORS**

M/s. Sridhar Jhawar & Associates, Statutory Auditors of the Company hold office until the conclusion of 33rd Annual General Meeting.

The Members in their Annual General Meeting held on 28.09.2017 have appointed M/s Sridhar Jhawar and Associates, Chartered Accountants as Statutory Auditors of the Company to hold office for a period of 5 years until the conclusion of the Annual General Meeting to be held in the calendar year 2022. Ratification of their appointment by the members in every Annual General Meeting (AGM) is done away by Companies Amendment Act, 2017. Hence, no resolution to this effect is proposed in the Notice calling AGM.

**INTERNAL AUDIT**

Raju and Prasad, Chartered Accountants, Hyderabad are the internal auditors of the Company.

**SECRETARIAL AUDIT**

According to the provisions of section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report submitted by Company Secretary in Practice is enclosed as a part of this report

**WHISTLE BLOWER / VIGIL MECHANISM POLICY**

In pursuance to the provisions of section 177 of the Companies Act, 2013 and SEBI(LODR) Regulations 2015, a Vigil Mechanism for Directors and Employees to report genuine concerns has been established. The Policy has been uploaded on the website of the Company.

**RELATED PARTY TRANSACTIONS**

Related Party transactions that were entered during the Financial Year were on an Arm's Length Basis and were in the Ordinary Course of Business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management and their relative, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act, 2013 and rules thereunder and the SEBI (LODR) Regulations, 2015. This policy was considered and approved by the Board and has been uploaded on the website of the Company.

**PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN, AND SECURITIES PROVIDED**

The Company has not given loans, guarantee or provided securities. However, a particular of investments made is provided in Notes to Financial Statements in Note no. 2 and 4.

**LISTING ARRANGEMENTS**

The Company's shares are listed on **BSE LIMITED**.

The Company has paid up to date annual listing fee of the Stock Exchange

**PUBLIC DEPOSITS**

During the year under review the Company has not accepted any public deposits.

**INTERNAL COMPLAINTS COMMITTEE**

The Company has formed Internal Complaints Committee as per the provision of Sexual Harassment Act (The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, wherein it mandates for every workplace and every employer in charge of a work place with more than 10 workers to constitute an Internal Complaints Committee as prescribed under the Act, for receiving complaints of sexual harassment.

The Company has not received any complaints



**DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:**

Your Company has well established procedures for internal control across its various locations, commensurate with its size and operations. The organization is adequately staffed with qualified and experienced personnel for implementing and monitoring the internal control environment. The internal audit function is adequately resourced commensurate with the operations of the Company and reports to the Audit Committee of the Board.

**INSURANCE**

Adequate Insurance cover has been taken for properties of the Company including Buildings, Computers, Office Equipment's, Vehicles, etc.

**STATUTORY INFORMATION**

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo, Information under Section 134(3)(m) of the Companies Act, 2013.

The Company is not required to furnish information in Form A under the head 'Conservation of Energy' under Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

The Company uses electric energy for its equipment's such as air conditioners, computer terminals, lighting and utilities in the work premises. All possible measures have been taken for economic consumption and to conserve the same. Technologically updated UPS Systems have also been installed for proper service support.

During the year under review, the Company does not have any Foreign Exchange earnings /outgo.

**MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT**

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (LODR) Regulations 2015 is presented in a separate section forming part of the Annual Report.

**DIRECTORS RESPONSIBILITY STATEMENT**

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that-

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had 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 and of the profit of the company for that period;

- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) 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.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**CORPORATE GOVERNANCE**

The Company is committed to maintain the highest standards of Corporate Governance even though the same is not applicable to the Company.

**DEPOSITORY SYSTEM**

The Company's shares are available for trading in depository systems of both the National Securities Depository Limited (NSDL) and the Central Depository Services India Limited (CDSL).

As on 24th May, 2019, a total of 49,09,260 Equity shares of the Company, which forms 98.18% of the Share Capital of the Company, stands dematerialized.

**DEVELOPMENT AND IMPLEMENTAION OF RISK MANAGEMENT POLICY**

The Company has been addressing various risks impacting the Company and the policy of the Company on risk management is provided in this report in Management discussions and Analysis.

**INVESTOR EDUCATION AND PROTECTION FUND (IEPF):**

In terms of the provisions of the Companies Act, the Company is obliged to transfer dividends which remain unpaid or unclaimed for a period of seven years from the date of declaration to the credit of the Investor education and Protection Fund established by the Central Government. Accordingly, the Members are hereby informed that the 7 years period for payment of the dividend pertaining to Financial Year 2011-2012 will expire on 03.10.2019 and thereafter the amount standing to the credit in the said account will be transferred to the "Investor Education and Protection Fund" of the Central Government.

The Due date for the transfer of Dividends to Investor Education and Protection Fund (IEPF) pertaining to previous Financial Years is given below:

Financial Year	Date of Declaration of Dividend	Last Date of Claiming Dividend	Due date for transfer to Investor Education and Protection Fund (IEPF)
2011-12	28.08.2012	03.10.2019	02.11.2019
2012-13	30.09.2013	05.11.2020	04.12.2020
2013-14	28.07.2014	02.09.2021	02.10.2021
2014-15	15.09.2015	21.10.2022	20.11.2022
2015-16	30.09.2016	05.11.2023	04.11.2023
2016-17	28.09.2017	03.11.2024	02.12.2024
2017-18	29.09.2019	04.11.2025	03.12.2025

#### COMPOSITION OF CSR COMMITTEE AND CONTENTS OF CSR POLICY

Since the Company does not have the net worth of Rs. 500 Crore or more, or turnover of Rs. 1000 Crore or more, or a net profit of Rs. 5 Crore or more during the Financial Year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

#### DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

There have been no frauds reported by the auditors u/s 143(12).

#### DETAILS RELATING TO DEPOSITS, COVERING THE FOLLOWING

Your Company has not accepted any deposits falling within the meaning of Sec.73, 74 & 76 of the Companies Act, 2013 read with the Rule 8(v) of Companies (Accounts) Rules 2014, during the Financial Year under review. Further, there are no deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013.

#### SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS

During the period under review there were no significant and material orders passed by the regulators or Courts or Tribunals impacting the going concern status and the company's operations in future.

#### Registered office

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

Place: Hyderabad

Date: 25.05.2019

#### CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015 and the applicable Securities laws. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation.

The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities. The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading, is available on our website ([www.cilsecurities.com](http://www.cilsecurities.com))

#### ACKNOWLEDGEMENT

The Board of Directors wish to place on record its appreciation for the extended co-operation and assistance rendered to the Company and acknowledge with gratitude the continued support and cooperation extended by the investors, clients, business associates and bankers. The regulatory authorities have also put Indian Capital market on par with other international Markets. Your Directors also acknowledge the full-fledged cooperation and dedicated efforts put in by the employees across all levels in the organization and place on record its appreciation for the services rendered.

By Order of the Board of Directors of

CIL SECURITIES LIMITED

K K Maheshwari  
Chairman & Managing Director  
DIN: 00223241

A K Inani  
Director Finance/CFO  
DIN: 00223069

## **Report on Corporate Governance**

Corporate Governance is based on the principles of Integrity, Fairness, Equity, Transparency, Accountability and Commitment to Values. Good governance practice stem from the culture and mindset of the organization. As stakeholders across the globe evince keen interest in the practices and performance of companies, Corporate Governance has emerged on the center stage.

Keeping in view the CIL's Corporate Traditions, it endeavors to implement the best Corporate Governance practices by adhering to the well-defined Policy framework.

The Company continuously reviews its policies and practices of Corporate Governance with a clear goal even though the provisions of Corporate Governance are not applicable to it.

The Company recognizes that Good Corporate Governance is a continuing exercise and reiterates its commitment to pursue the highest standards of Corporate Governance in the overall interest of all the stakeholders.

The Company's Governance framework is based on the following main principles:

- Constitution of a Board of Directors of appropriate composition, size and commitment to discharge its responsibilities and duties.
- Ensuring timely flow of information to the Board and its Committees to enable them to discharge their functions effectively.
- Independent verification and safeguarding integrity of the Company's financial reporting
- A sound system of risk management and internal control.
- Timely and balanced disclosure of material information concerning the Company to its stakeholders.
- Transparency and accountability.
- Compliance with the applicable laws and regulations.
- Fair and equitable treatment of its employees, customers, shareholders, investors and other stakeholders.

In accordance with SEBI (LODR) Regulation, 2015 and some of the best practices followed internationally on Corporate Governance, a report containing the details of governance systems and processes at CIL SECURITIES LIMITED is as under:

### **1. Company's Philosophy on Code of Governance:**

The Company's philosophy on Corporate Governance envisages attainment of the highest levels of transparency,

accountability and equity in all facets of its operations, and in all interactions with its stakeholders including shareholders, employees, lenders, Government and society at large.

The Company is committed to achieve and maintain the highest international standards of Corporate Governance. The Company believes that all its actions must serve the underlying goal of enhancing shareholder value over a sustained period of time.

## **2. Board of Directors**

### **Composition of the Board**

As on 31st March, 2019, the Board of Directors consists of 6 Directors viz., 1 Managing Director, 2 Executive Directors, 3 Non-Executive Directors (Out of which 2 are Independent Directors).

The routine affairs of the Company are managed by the Managing Director and assisted by the Executive Director of the Company. The Board approves reviews and oversees the functions of the Management to ensure that the long-term objective of maximizing profits and enhancing stakeholders' value is achieved.

None of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such Statutory Authority

The brief profile of your Company's Board of Directors is as under:

**(i) Shri K.K.Maheshwari** is a graduate in Commerce and has experience in the line of investments activity and has more than 31 years of experience. 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.. 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, 2019

He is the Chairman and Managing Director of the Company.

**(ii) Shri Piyush Modi** is a graduate in Commerce and is having more than 22years of experience in financial services and Capital Market Operations. Shri Piyush Modi holds 500 Equity shares of the Company representing

0.01percent of the paid up share capital as on 31st March, 2019.

He is the Executive Director of the Company.

(iii) **Smt Pramila Maheshwari** is a graduate in Commerce and has experience in Capital Market operations of more than 27years. She is the Promoter Director of the Company. She is also the Chairperson of the Stakeholders Relationship Committee of the Company. Smt Pramila Maheshwari holds 768500 Equity shares representing 15.37 percent of the paid up share capital as on 31st March, 2019.

She is a Non-Executive and Non-independent Director of the Company.

(iv) **Shri A.K. Inani** is a Commerce Graduate and is having more than 32 years of experience in Finance, Taxation, Accounts and other related financial arena. He is associated with the Company since November ,1995. Sri A.K. Inani does not hold any shares in the Company. He is an Executive Director of the company and designated as Director-Finance & CFO.

(v) **Shri F.R . Bhote** is a Science Graduate(Engineering) in Electronics & Communications and holds a Master Degree in Computer Science from I.I.T. He has got varied experience of more than 34years in making Software for Capital Market. Shri F.R Bhote does not hold any shares in the Company.

He is an Independent and Non-Executive Director of the Company

(vi) **Shri Budhi Prakash Toshniwal** has experience of over 39 years in running industries. He is Promoter and Whole Time Director of "TOSHNIWAL GRANITES PVT LTD" a 100% E.O.U. This exports granite directly and indirectly to over 20 countries across the world.

He is an Independent & Non-Executive Director of the Company.

### 3. Board Meetings, its Committee Meetings and Procedures.

#### (a) Institutionalized decision making process

With a view to institutionalize corporate affairs and set up systems and procedures for advance planning for matters requiring discussions/decisions by the Board, the Company has defined Guidelines for the meeting of the Board and the Committee thereof. These Guidelines seek to systematize the decision-making process at the

meeting of the Board/Committees in an informed and efficient manner.

#### (b) Scheduling and selection of Agenda Items for Board Meetings

(i) Minimum four Board Meetings are held every year, which are prescheduled. Apart from the above, additional Board Meetings are convened by giving appropriate notice to address the specific needs of the Company. In case of business exigencies or urgency of matters, resolutions are passed by circulation.

(ii) All departments of the Company are encouraged to plan their functions well in advance, particularly with regard to matters requiring discussion/approval/ decision at the Board / Committee meetings.

(iii) The Information placed before the Board includes:

- Business plans, capital budgets and any updates.
- Quarterly results of the Company.
- Minutes of the Audit Committee and other Committees of the Board, and also resolution passed by circulation.
- The information on recruitment and the remuneration of senior officers.
- Materially important show cause, demand, prosecution and penalty notices.
- Delegation of administrative powers/authority to the management.
- The information on financial obligation and disciplinary action.
- Any issue, which involves possible public liability claims of substantial nature, including any judgment or order / strictures passed on the conduct of the Company or any adverse view etc.
- Enterprise that may have negative implications on the Company
- Significant employee's problems and their proposed solutions. Any significant development in Human Resources.
- Compliance of regulatory, statutory or listing requirements and shareholders services.
- Major Accounting provisions.
- Quarterly summary of all long term borrowings made, bank guarantees issued and investments made.
- Status of the business risk exposures, its management and its related action plans.
- Making investments of surplus funds.
- Proposals for investment, mergers and acquisitions.
- Recommendation / declaration of dividend.
- General notices of interest of Directors.
- Terms of reference of Board Committees.

iv) The Chairman of the Board and the Compliance Officer in consultation with the other concerned team members of the senior management, finalize the agenda papers for the Board Meetings.

**(c) Board Material:**

In the defined formats Agenda and Notes on Agenda are circulated to the Directors in advance. All material information is incorporated in the Agenda papers for facilitating meaningful and focused discussions at the meeting. Where any document to the Agenda, are not attached the same is tabled before the meeting with specific reference in the Agenda. In special and exceptional circumstances, additional or supplementary item(s) on the Agenda are added on permission.

**(d) Recording Minutes of proceedings at Board and Committee meetings:**

Draft minutes are circulated to all the Members of the board /Committee for their comments. The final minutes are entered in the Minutes book within 30 days from the conclusion of the meeting.

**(e) Post Meeting Follow-up Mechanism:**

The Guidelines for the Board and the Committee Meetings facilitate in effective postmeeting follow-up, review and reporting process for the decision taken by the Board and the Committees thereof. Action taken report / appraisal on the decisions and minutes of the previous meeting of the Board /Committee is put for noting before the Board/ Committee.

**(f) Compliance:**

The Compliance Officer while preparing the Agenda, Notes on Agenda, Minutes etc. of the Meeting (s), is responsible for and is required to ensure adherence to all the applicable laws and regulations including the Companies Act. 2013 and rules thereunder, and the Secretarial Standards recommended by the Institute of Company Secretaries of India as applicable.

**4. Attendance of Directors of Board Meetings and number of other Directorship(s) and Chairmanship(s)/ Membership(s) of Committees of each Director in various companies:**

Name of the Director	DIN	Category	Attendance at Board meetings during 2018-19		No.of other Direct orship(s) Held as on 31.03.2019*	No. of Membership(s)/ Chairmanship(s)of Board Committees of other Companies**	
			Board Meetings	Previous AGM		Member-ship (s)	Chair-manships
Shri K.K.Maheshwari	00223241	Executive & Promoter	4	Yes	2	0	0
Shri Piyush Modi	00036680	Executive	4	No	0	0	0
Smt Pramila Maheshwari	00223430	Promoter, Non-Executive & Non-Independent	4	Yes	1	0	0
Shri A.K. Inani	00223069	Executive	4	Yes	0	0	0
Shri F. R. Bhote	00516590	Non-Executive & Independent	4	No	1	1	0
Shri Budhi Prakash Toshniwal	00147869	Non-Executive & Independent	4	Yes	1	2	1

\* The Directorships held by Directors as mentioned above, do not include Alternate Directorships and Directorships of Foreign Companies, Section 8 Companies and Private Limited Companies.

\*\* Represents Membership(s) / Chairmanship(s) of only the Audit Committees, Stakeholders Relationship Committees and Nomination & Remuneration Committees in all public limited companies(excluding CIL Securities Limited)

**5. Number of Board Meetings held and the dates on which held:**

Total Four Board Meetings were held during the year. The Company has held at least one Board Meeting in every quarter and the maximum time gap between any two meetings was not more than 120 days. The details of the Board Meetings are as under:

SI.No.	Date	Board Strength	No. of Directors Present
1.	22ndDay of May 2018	6	6
2.	11th Day of August, 2018	6	6
3.	03rdDay ofNovember, 2018	6	6
4.	09th Day of February, 2019	6	6

**6. Board Committee:**

Details of the committees of the Board and other related information as provided hereunder:

**(a) Audit Committee :**

The role and powers of the Audit committee are as per SEBI(LODR) Regulations, 2015. The committee also acts as a link between the statutory Auditors and the Board of Directors. The Committee meets the statutory auditors periodically and reviews the financial statements, Annual financial statements, Auditors Report thereon and discusses their findings and suggestions and seeks clarifications thereon. The committee reviews the management and the financial statements before submitting the report to the board

The Audit committee comprises of the following Non Executive and Independent Directors:

1. Shri Budhi Prakash Toshniwal (Chairman)
2. Shri F R Bhote
3. Smt. Pramila Maheshwari

The dates on which the Audit Committee Meetings were held and the attendance of the Members at the said Meeting are as under:

S.No	Dates on which Audit Committee Meeting was held	Attendance at the Meeting		
		Shri Budhi Prakash Toshniwal	Shri F.R. Bhote	Smt Pramila Maheshwari
1	22ndDay of May 2018	Attended	Attended	Attended
2	11th Day of August, 2018	Attended	Attended	Attended
3	03rdDay of November, 2018	Attended	Attended	Attended
4.	09th Day of February, 2019	Attended	Attended	Attended

The Statutory Auditor and Director-Finance/CFOwere also invited to attend all the Meetings.

**(b) Nomination & Remuneration Committee:**

The Nomination & Remuneration Committee recommends the Company policy on all elements of remuneration of all the Directors i.e Salary, Benefits, Bonus, Stock Options, pension, performance linked incentives, service contracts, Notice period, and Severance fee.

The Nomination & Remuneration Committee comprises of the following members:

Shri F R Bhote(Chairman)

Shri Budhi Prakash Toshniwal

Smt Pramila Maheshwari

A meeting of the Nomination and Remuneration Committee was held on 22.05.2018 which was attended by all the Members of the Committee.

**Nomination & Remuneration Policy and Remuneration of Directors**

Subject to the recommendation of Remuneration Committee and approval of the Board and of the Company in General Meeting and such other approvals as may be necessary, the Managing /Executive Directors are paid remuneration as per the Agreements entered between them and the Company. The remuneration structure of the Managing/Executive Directors comprises of salary, commission, performance incentives, perquisites and allowances, contribution to Provident Fund and Gratuity. The details of salary, commission and perquisites (including contribution to Provident Fund/Superannuation Fund) paid/payable for the financial year ended March 31, 2019 to them is as under.

<b>Name&amp; Designation</b>	<b>Sri K.K Maheshwari (Managing Director)</b>	<b>Sri Piyush Modi (Executive Director)</b>	<b>Sri A.K. Inani (Director -Finance/CFO)</b>
Salary	12,99,960/-	6,00,000/-	12,44,342/-
Perquisites	1,41,986/-	-----	93,000/-
<b>TOTAL</b>	<b>14,41,946/-</b>	<b>6,00,000/-</b>	<b>13,37,342/-</b>

The Non-Executive Directors do not draw any remuneration from the Company except Sitting Fees of Rs.6500/- plus conveyance expenses per meeting of the Board and Committee. The total amount of sitting fees paid during the year is Rs. 1,56,000.-/.

**(c) Stakeholders Relationship Committee**

The Stakeholders Relationship Committee comprises of the following members:

1. Smt Pramila Maheshwari (Chairperson)
2. Sri Budhi Prakash Toshniwal
3. Sri F R Bhote

**During the year 2018-19, details of complaints received from shareholders/ investors regarding transfer of shares, non-receipt of declared dividends etc. are given below:**

<b>Nature of Complaints</b>	<b>Number of Complaints received</b>	<b>Number of Complaints redressed.</b>
Non-receipt of dividends	NIL	NIL
Non-receipt of shares lodged for Transfer	NIL	NIL
Others	01	01
Total	01	01

there are no outstanding complaints as on 31st March 2019.

No. of Shares pending for Transfer-**Nil**

**d) Independent Directors Committee:**

The Company has received declaration from the independent Directors confirming that they meet the criteria of independence as prescribed under section 149 of the Companies Act, 2013 and rules made there under and SEBI(LODR) Regulations, 2015

The Independent Directors Committee comprises of the following members:

1. Shri Budhi Prakash Toshniwal
2. Shri F R Bhote

**(e) Risk Management Committee**

The Risk Management Committee comprises of the following members:

1. Shri K.K.Maheshwari
2. Shri Piyush Modi
3. Shri A K Inani
4. Smt. Pramila Maheshwari

**(f) Internal Complaints Committee**

The Internal Complaints Committee comprises of the following members:

1. Smt Pramila Maheshwari - Presiding Officer
2. Shri A K Inani - Member
3. Shri Govind Toshniwal - Member
4. Smt Lata Toshniwal - Member (outside)

**(g) Name and Designation of the Compliance Officer**

Shri Govind Toshniwal - Company Secretary

**7. FAMILIARISATION PROGRAMME**

Your Company has put in place a structured induction and familiarisation programme for all its Directors including the Independent Directors. The Company through such programme familiarizes not only the Independent Directors but any new appointee on the Board, with a brief background of the Company, their

roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model, operations of the Company, etc. They are also informed of the important policies of the Company including the Code of Conduct for Board Members and Senior Management Personnel and the Code of Conduct to Regulate, Monitor and Report Trading by Insiders, etc.

The Managing Director, CFO & Company Secretary, business heads and other senior officials of the Company make presentations to the Board members on a periodical basis, briefing them on the operations of the Company, strategy, risks, new initiatives, etc.

The familiarization programme for Independent Directors is uploaded on the website of the Company.

**8. INDEPENDENT DIRECTORS' MEETING**

In accordance with the provisions of schedule iv (code for independent directors) of the companies act, 2013 a meeting of the Independent Directors of the Company was held on 22nd day of May, 2018, without the attendance of Non-Independent Directors and members of the management.

**9. EVALUATION OF BOARD EFFECTIVENESS**

In terms of provisions of the Companies Act, 2013 read with Rules issued there under, the Board of Directors have evaluated the effectiveness of the Board. Accordingly, the performance evaluation of the Board, each Director and the Committees was carried out for the Financial Year ended 31st March, 2019. The evaluation of the Directors was based on various aspects which, inter alia, included the level of participation in the Board Meetings, understanding of their roles and responsibilities, business of the Company along with the environment and effectiveness of their contribution.

**10. General Body Meetings:**

Details of the last three Annual General Meetings of the Company are as under:

Year	AGM/EGM	Location	Date	Time
2017-18	AGM	608, Raghava Ratna Towers, North Block, Chirag Ali Lane, Abids, Hyderabad- 500001	29th September, 2018	11.00 A.M.
2016-17	AGM	608, Raghava Ratna Towers, North Block, Chirag Ali Lane, Abids, Hyderabad- 500001	28th September, 2017	11.00 A.M.
2015-16	AGM	608, Raghava Ratna Towers, North Block, Chirag Ali Lane, Abids, Hyderabad- 500001	30th September, 2016	11.00 A.M.

The Statutory Auditor and Director-Finance/CFO were also invited to attend all the Meetings.



**Special Resolution passed in the previous three AGM's:-**

Year	Special Resolution passed
2017-18	Two Special Resolutions were passed
2016-17	No Special Resolution was passed
2015-16	Two Special Resolutions were passed

**Special Resolutions requiring a Postal Ballot**

The Company was not required to Pass Special Resolution requiring postal ballot

**11) Disclosures:**

- a) Disclosures on materially, significant related party transactions: The required disclosures of related party transactions as per the applicable Accounting Standards are disclosed in the Notes to the Accounts. There are no transactions of material nature with the related parties, which may have potential conflict with the interest of the Company at large.
- b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any Statutory Authority, on any matter related to capital markets, during the last three years :

The Company has complied with the requirements of Regulatory Authorities of Capital Markets. Corrective measures have been taken whenever penalties have been imposed by Stock Exchanges in routine matters..

- c) The Company has always encouraged and supported ethical business practices in personal and corporate behavior by its Directors and employees. The Company has framed a specific Code of Conduct for the members of the Board of Directors and Senior personnel of the Company, in addition to that a special Code of Conduct for dealing in equity shares and other listed securities of the company is also in place.
- d) Adoption of non-mandatory requirements under SEBI(LODR) Regulations, 2015 is being reviewed by the Board from time to time.

- e) All the applicable policies are placed on the website of the Company @ [www.cilsecurities.com](http://www.cilsecurities.com)
- f) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
- |  |     |
|--|-----|
| a. Number of complaints filed during the financial year          | NIL |
| b. Number of complaints disposed of during the financial year    | NIL |
| c. Number of complaints pending as on end of the financial year. | NIL |

**12) Means of Communication:**

The Un-Audited Quarterly/Half Yearly Results are announced within forty five days from the end of the Quarter/Half Year and the Audited Annual Results within 2 months from the end of the last Quarter as stipulated under SEBI (LODR) Regulations, 2015. For the Financial Year 2018-19, the Audited Annual Results have been announced on 25th May, 2019. During the Financial Year 2018-19 Company has declared and filed Un-audited Quarterly Results with Stock Exchange, Limited Review Report by the Auditor was also filed on time. The Company announces the Audited Results within the stipulated period of Two months as required by the SEBI(LODR) Regulations, 2015.

The aforesaid Financial Results are taken on record by the Board of Directors in the proforma prescribed SEBI, and are communicated to all the Stock Exchanges where the shares of the Company are listed/traded.

**13) General Shareholder Information:**

**Company Registration Details:** The Company is registered in the State of Telangana, India. The Corporate Identity Number (CIN) allotted to the Company by Ministry of Corporate Affairs (MCA) is **L67120TG1989PLC010188**

**Annual General Meeting: 30th Day of September 2019 at 11:00AM** at 608, Raghava Ratna Towers, North Block, Chirag Ali Lane, Abids, Hyderabad 500001.

**Financial Calendar for 2019-20**

Financial Year	1st April, 2019 to 31st March 2020
Results for the Quarter ending 30th June, 2019(tentative)	Before 15th of August ,2019
Results for the Quarter/Half Year Ending 30th September, 2019(tentative)	Before 15th of November , 2019
Results for the Quarter ending 31st December, 2019 (tentative)	Before 15th of February , 2020
Results for the Year Ending 31st March, 2020 (tentative)	Within two months from the end of last quarter as stipulated under SEBI(LODR) Regulations, 2015

**Listing of Equity Shares**

Name of Stock Exchange	Address	Stock Code	ISIN No.
BSE Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400 001	530829	INE830A01012

**Payment of Listing Fees:** Annual Listing Fee for the year 2019-20 (as applicable) has been paid by the Company to the BSE.

**Monthly Share Price Movement**

Month	Open Price	High Price	Low Price	Close Price	No. of Shares	No. of Trades	Total Turnover Rs.	Spread	
								High-Low	Close-Open
Apr-18	30.00	32.00	25.40	27.65	42380	600	1164941	6.60	(2.35)
May-18	28.10	30.00	23.00	24.45	49462	601	1247679	7.00	(3.65)
Jun-18	24.50	26.85	19.60	20.10	84986	622	1896110	7.25	(4.40)
Jul-18	21.00	23.55	18.20	20.40	65754	454	1343460	5.35	(0.60)
Aug-18	20.80	22.95	17.05	22.85	18840	229	382700	5.90	2.05
Sep-18	22.00	23.85	17.95	18.40	20704	286	430828	5.90	(3.60)
Oct-18	18.80	20.35	16.00	18.10	19762	290	351179	4.35	(0.70)
Nov-18	18.50	19.90	16.00	17.40	20994	135	359444	3.90	(1.10)
Dec-18	17.40	19.00	15.45	16.50	9491	95	162357	3.55	(0.90)
Jan-19	15.25	18.60	13.50	14.50	14512	185	225562	5.10	(0.75)
Feb-19	15.00	15.00	12.83	13.26	6949	75	97168	2.17	(1.74)
Mar-19	13.92	14.40	12.65	13.59	55853	333	730203	1.75	(0.33)

(Source: BSE website)

**Registrar and Share Transfer Agent**

The Company being SEBI Registered Category I Registrar and Share Transfer Agent, its RTA Department carries on the Share Transfer and related activities in house.

## DISTRIBUTION OF SHARE HOLDING CATEGORY WISE (as on March 31, 2019)

No. of Equity shares held	No. of shareholders	Percentage of shareholders	No. of shares held	Percentage of shareholding
1 - 500	960	75.83	158419	3.17
501 - 1000	141	11.14	121232	2.42
1001 - 2000	77	6.08	119449	2.39
2001 - 3000	34	2.69	87531	1.75
3001 - 4000	7	0.55	26310	0.53
4001 - 5000	10	0.79	45649	0.91
5001 - 10000	15	1.18	97789	1.96
10001 & Above	22	1.74	4343621	86.87
	<b>1266</b>	<b>100.00</b>	<b>5000000</b>	<b>100.00</b>

## SHARE HOLDING PATTERN (as on March 31, 2019)

Sl.No.	Category	No. of Shares	% of shares
1	Promoters' Holding	3749991	75.00
2	Corporate Bodies	88750	1.78
3	Individuals/others	1154917	23.09
4	NRIs	6342	0.13
	<b>TOTAL</b>	<b>5000000</b>	<b>100.00</b>

## Dematerialization of Shares and Liquidity

The Company's shares are available for trading in depository systems of both the Depositories i.e., National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). As on **24th May, 2019** a total of 49,09,260 Equity Shares of the Company, which forms 98.18% of the share capital of the Company, stands dematerialized.

## Address of Correspondence

For any assistance regarding dematerialization of shares, share transfer, transmissions, change of address, non-receipt of dividend or any other query relating to shares, please write to

**CIL Securities Limited**  
**# 214, Raghava Ratna Towers, Chirag Ali Lane, Abids,**  
**Hyderabad-500 001.**  
**Tel No. 040-23203155**

## Investor Grievance

An exclusive e-mail ID, [complaints@cilsecurities.com](mailto:complaints@cilsecurities.com) for redressal of investor complaints has been created and the same is available on our website [www.cilsecurities.com](http://www.cilsecurities.com)

**CFO Certification:**

To

The Board of Director's  
**CIL Securities Limited**

Dear Sirs,

I have reviewed the Financial Statements and the Cash Flow Statement of the Company for the Financial Year ended 31st March 2019 and that to the best of my knowledge and belief:

- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- I accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or purpose to take to rectify these deficiencies.
- I have indicated to the Auditors and the audit Committee:
  - o significant changes in internal control over financial reporting during the year
  - o significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - o there are no instances of significant fraud of which we have become aware and the involvement therein , if any, of management or an employee having a significant role in the Company's internal control system over financial reporting.

**For CIL Securities Limited**

**Place: Hyderabad**  
**Date: 25.05.2019**

**A K Inani**  
**Director-Finacne/CFO**  
**DIN:00223069**

**Declaration on Compliance of the Company's Code of Conduct**

All members of the Board and Senior Management Personnel of the Company have affirmed due observance of the code of conduct, framed pursuant to SEBI (LODR) Regulations, 2015 in so far as it is applicable to them and there is no non-compliance thereof during the year ended 31st March, 2019.

**Place: Hyderabad****Date: 25.05.2019****K.K.Maheshwari****Managing Director****DIN: 00223241****Management Discussion and Analysis Report****Industry Structure & Developments**

The Company is a Corporate Member of the National Stock Exchange of India Limited (NSE) in the Capital Market, Future & Option and Currency Derivative Segments and the Bombay Stock Exchange (BSE) in the Capital Market Segment and the Company is a DP on CDSL and DR on CDSL and NSDL besides Registrars, Transfer Agent and a Merchant Banker.

The Company follows all the rules and regulations of the respective exchange for depository / SEBI.

**Opportunities and Threats**

The Company being a player in the financial market, the performance of the Company largely depends on the National and Global Capital Markets. The High volatility in the market along with higher inflation has intensified the competition. Your Company continues to achieve cost effectiveness through the application of technology. We have been fashioning our own responses to these challenges and we believe that we can turn them into opportunities, which can unlock growth for us in the future.

**Opportunities**

- Growing Financial Services industry's share of wallet for disposable income.
- Regulatory reforms would aid greater participation by all the class of investors
- Leverage technology to enable best practices and process.

**Threats**

- Execution Risk
- Slowdown in global liquidity flows
- Intense competition from local and global players.
- Unfavorable economic conditions

### Macro-economic and industry developments

The Stock Market has been revolutionized by adopting modern technology, as the exchanges are now able to reach out to the far flung centers of the country with an efficient trading network for the benefit of retail customers. The Capital Market is most efficient when it discounts all information's in pricing of traded equity stocks. The maturity of the Stock Market has made it increasingly less risky through built-in information system made available to the participants over and above supervisory oversight. The ongoing efforts for further broadening and deepening of the Stock Market domestically and aligning the market with global trading system is not only expanding the customer base but also attracting more resources for investments.

The Indian broking industry is one of the oldest trading industries that have been around even before the establishment of the BSE in 1875. Despite passing through a number of changes in the post liberalization period, the industry has found its way towards sustainable growth.

The financial markets have been classified as cash market, derivatives market, debt market and commodities market. The sustained growth of the economy in the past couple of years has resulted in offering many diversified services related to IPOs, mutual funds, Company research etc. However, the core trading activity is still the predominant form of business, forming 90% of the trading volume.

The fragmented nature of the industry, coupled with increasing competition from large players in the retail and institutional broking side is likely to exert pressure on broking houses, hence the ability to maintain market share, margins and consequently, return ratios stands as a big question mark. Moreover, declining market turnover due to dwindling retail and institutional investor participation, significant correction in stock prices, dismal investment banking outlook and a worsening macroeconomic scenario do not bode well for brokerage firms.

### Challenges, Risk, Concern

The Company faces normal business challenges of market competition in its business and needs to continuously seek attractive growth opportunities. The Company adopts suitable business strategies to counter these challenges.

As a part of the overall risk management strategy, the Company consistently insures its assets and generally follows a conservative financial profile by following prudent business practices.

### Segment Wise or Product Wise Performance

The Company carries on Stock Broking which is its core activity, besides undertaking other Capital Market activities. The segment wise performance of the Company is as under:

(Rs. in Lacs)

SEGMENT	GROSS INCOME	
	31.03.2019	31.03.2018
Securities Dealings & Broking	354.64	610.15
Merchant Banking	17.25	7.05
Registrar & Share Transfer Agent	39.72	47.71
Demat & Depository	10.24	10.88
Consultancy Fee	3.26	0.00

### Internal Control System and their adequacy

The Company has a proper and adequate internal control system commensurate with its size and nature of business to meet the following objectives:-

Providing assurance regarding the effectiveness and efficiency of operations;

Efficient use and safeguarding of resources;

Compliance with policies, procedures and applicable laws and regulations; and

These systems are IT enabled which facilitate effective checks and tight monitoring of all parameters and control on continuous basis.

The Audit Committee actively reviews the adequacy and effectiveness of internal control systems and suggests improvements for strengthening them from time to time.

Risk assessment reports received from various departments are reviewed periodically and steps are initiated for elimination whenever needed.

### Human Resource Development

The Company has a group of able and experienced employees. The Company believes that the quality of its employees is the key to its success in the long run. The Company continues to have cordial relations with its employees and provides personal development opportunities for all round exposure to them

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on Financial Year Ended on 31.03.2019**  
**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies**  
**(Management & Administration) Rules, 2014.**

## REGISTRATION &amp; OTHER DETAILS:

1.	CIN	L67120TG1989PLC010188
2.	Registration Date	29/06/1989
3.	Name of the Company	CIL Securities Limited
4.	Category/Sub-category of the Company	Public Listed Company/ Limited by shares
5.	Address of the Registered office & contact details	214, Raghava Ratna Towers, Chirag Ali Lane, Abids,Hyderabad, Telangana, 500001; Telephone - 040 2320 2465 Email Address - advisors@cilsecurities.com
6.	Whether listed company	Yes, Listed in Bombay Stock Exchange
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	In House, 214, Raghava Ratna Towers, Chirag Ali Lane, Abids,Hyderabad, Telangana, 500001

**I. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All All the business activities contributing 10 % or more of the total turnover of the company shall be stated)**

S.No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Security Dealing and Stock Activities	6599	85.48

**III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -NA**

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

## Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 01-April-2018]				No. of Shares held at the end of the year[As on 31-March-2019]				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	3519840	-	3519840	70.40	3519840	-	3519840	70.40	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	--	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	230151	-	230151	4.60	230151	-	230151	4.60	-
<b>Total shareholding of Promoter (A)</b>	<b>3749991</b>	<b>-</b>	<b>3749991</b>	<b>75.00</b>	<b>3749991</b>	<b>-</b>	<b>3749991</b>	<b>75.00</b>	<b>-</b>

<b>B. Public Shareholding</b>									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
<b>II. Non-Institutions</b>									
a) Bodies Corp.	56362	-	56362	1.13	88450	-	88450	1.77	0.64
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	461613	104940	566553	11.33	536350	91940	628290	12.57	1.23
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	505951	-	505951	10.12	526027	-	526027	10.52	0.4
c) Others (specify)									
Non Resident Indians	117941	-	117941	2.36	6342	-	6342	0.13	-2.23
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	2602	-	2602	0.05	300	-	300	0.00	-0.04

Trusts									
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Directors and their Relatives	600	-	600	0.01	600	-	600	0.01	-
<b>Sub-total (B)(2):-</b>	<b>1145069</b>	<b>104940</b>	<b>1250009</b>	<b>25.00</b>	<b>1158069</b>	<b>91940</b>	<b>1250009</b>	<b>25.00</b>	<b>0</b>
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1145069	104940	1250009	25.00	1158069	91940	1250009	25.00	0
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>--</b>	<b>--</b>	<b>--</b>						
<b>Grand Total (A+B+C)</b>	<b>4895060</b>	<b>104940</b>	<b>5000000</b>	<b>100</b>	<b>4908060</b>	<b>91940</b>	<b>5000000</b>	<b>100</b>	<b>0</b>

**B) Shareholding of Promoter-**

S.No.	Shareholder's Name	Shareholding At The Beginning Of The Year			Shareholding At The End Of The Year			%Change In Shareholding During The Year
		No. Of Shares	% Of Total Shares Of The Company	%Of Shares Pledged / Encumbered To Total Shares	No. Of Shares	% Of Total Shares Of The Company	%Of Shares Pledged/ Encumbered To Total Shares	
1	Gita Devi Maheshwari	1198550	23.97	-	1198550	23.97	-	0%
2	Krishna Kumar Maheshwari	1072700	21.45	-	1072700	21.45	-	0%
3	Pramila Maheshwari	768500	15.37	-	768500	15.37	-	0%
4	RamaKrishna Maheshwari [HUF]	246100	4.92	-	246100	4.92	-	0%
5	CIL Commodities (P) Ltd	125000	2.50	-	125000	2.50	-	0%
6	CIL Industries Limited	105151	2.10	-	105151	2.10	-	0%
7	Vidhi Maheshwari	233990	4.68	-	233990	4.68	-	0%

**C) Change in Promoters' Shareholding (please specify, if there is no change): NA**



**D) Shareholding Pattern of top ten Shareholders:****(Other than Directors, Promoters and Holders of GDRs and ADRs):**

S.No	Shareholder's Name	Shareholding at the beginning of the year i.e, 01.04.2018		Shareholding at the end of the year i.e. 31.3.2019	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Vinod Kabra	141900	2.84	141900	2.84
2	Shyama Kankaria.	100000	2.00	100000	2.00
3	Neha Kankaria.	100000	2.00	100000	2.00
4	Y Madana Mohana Rao	51197	1.02	51197	1.02
5	Investor Education And Protection Fund Authority, Ministry Of Corporate Affairs	27437	0.55	36098	0.72
6	Guntupalli Harish	18622	0.37	22342	0.45
7	Shashank P Bannadabavi	12000	0.24	22000	0.44
8	Lalit Saran Sarna	19643	0.39	21182	0.42
9	Mangi Lal Dugar	260	0.01	16700	0.33
10	Suresh Rathi Securities (P) Ltd	0	0.00	16505	0.33
11	Integrated Financial Services Ltd	15000	0.30	15000	0.30
12	Benny Mathew	60000	1.20	0	0.00
13	Ansamma M Benny	50000	1.00	0	0.00
14	Siddharth Oberoi	50000	1.00	0	0.00

**E) Shareholding of Directors and Key Managerial Personnel:**

S.No	Shareholder'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	Krishna Kumar Maheshwari	1072700	21.45%	1072700	21.45%
2	Pramila Maheshwari	768500	15.37%	768500	15.37%
3	Piyush Modi	500	0.01%	500	0.01%

**F) INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.**NA**

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Amount in Rs)

S No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Krishna Kumar Maheshwari	Piyush Modi	A.K.Inani	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12, 99,960/-	6, 00,000/-	12, 44,342/-	31,44,302/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1,41,986/-	---	93,000/-	2,34,986/-
	(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	---	---	---	---
	Total (A)	<b>14,41,946/-</b>	<b>6,00,000/-</b>	<b>13,37,342/-</b>	<b>33,79,288/-</b>
	Ceiling as per the Act	Within Limits			

## B. Remuneration to other directors. (Amount in Rs)

S No.	Particulars of Remuneration	Name of Directors			
		Budhi Prakash Toshniwal	Feroz Russi Bhote	Pramila Maheshwari	Total Amount
1	Independent Directors				
	Fee for attending board / committee meetings	52,000/-	52,000/-	---	1,04,000/-
	Commission	---	---	---	---
	Others, please specify(Conveyance reimbursement)	8,000/-	8,000/-	---	16,000/-
	<b>Total (1)</b>	<b>60,000/-</b>	<b>60,000/-</b>	<b>---</b>	<b>1,20,000</b>
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	---	---	52,000/-	52,000/-
	Commission	---	---	---	---
	Others, please specify (conveyance reimbursement)	---	---	8,000/-	8,000/-
	Total (2)	---	---	60,000/-	60,000/-
	Total (B)=(1+2)	60,000	60,000	60,000/-	1,80,000/-
	Overall Ceiling as per the Act	Within Limits			

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

S No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
	<b>Govind Toshniwal</b>				
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	6,67,011	-	6,67,011
	(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	-	-	-	-
	Total	-	6,67,011	-	6,67,011

**VI PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NA**

**Form No. MR-3****SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31.03.2019

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

To,  
The Members,  
CIL SECURITIES LIMITED.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by CIL Securities Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's 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, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2019, 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2019, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the Audit Period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (e) The Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
- (VI) The Company is a registered member of NSE and BSE apart from having DP connectivity with CDSL. From time to time there were inspection of books, accounts, records of the company by the above said authorities and the observations given there on have also been complied with by the Company.
- (VII) The Company is a registered as Category I Merchant Banker and Registrar and Share Transfer Agents with SEBI. From time to time there were inspection of books, accounts, records of the company by the above said authority and the observations given there on have also been complied with by the Company.
- (VIII) Other applicable laws, including the following:
  - a) The Payment of Gratuity Act, 1972
  - b) Competition Act, 2002
  - c) Employees Provident Fund and Miscellaneous Provisions Act, 1952
  - d) Employees State Insurance Act, 1948
  - e) Income Act, 1961

- f) Indian Stamp Act, 1899
- g) Maternity Benefit Act, 1961
- h) Minimum Wages Act, 1948
- i) Payment of Bonus Act, 1965
- j) Payment of Wages Act, 1936
- k) Shops and Establishments Act, 1948
- l) The Finance Act, 1994

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India, to the extent applicable under the Companies Act, 2013.

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

#### **We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

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.

Majority decision is carried through while the dissenting Board members' views, if any, are captured and recorded as part of the minutes.

We 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.

We further report that during the audit period the company has no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**Place: Hyderabad      DWARAKA PRASAD ASAWA**  
**Date :18.05.2019      Practicing Company Secretary**  
**ACS:20636, CP NO: 7546**

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

#### **'Annexure A'**

To,  
 The Members,  
**CIL SECURITIES LIMITED.**

Our report of even Date is to be read along with this letter

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes 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 processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness and with which the management has conducted the affairs of the company.

**Place: Hyderabad      DWARAKA PRASAD ASAWA**  
**Date : 18.05.2019      Practicing Company Secretary**  
**ACS:20636, CP NO: 7546**

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CIL SECURITIES LIMITED

### Report on the Financial Statements

We have audited the accompanying financial statements of CIL Securities Limited (the Company'), which comprises of the Balance sheet as at March 31, 2019, and the Statement of Profit and Loss and the Cash Flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### Management's responsibility for the Financial Statements

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

We conducted our audit in accordance with the standards on Auditing specified under section 143(10) of the act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. 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, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. 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 on the financial statements.

### OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2019;
- (b) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditors Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereafter referred to as the "Order"), we give in the annexure a statement on the matters specified in paragraphs 3 and 4 of the Order
2. As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with Accounting Standards referred to in Section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of the written representations received from the directors as on March 31, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of Sub Section (2) of section 164 of the Companies Act, 2013.
  - f. With respect to the adequacy of the External financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our Separate report in 'Annexure B' and.
  - g. With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us :
    - 1 The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
    - 2 The Company is not required to make provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
    - 3 The amount required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 2013 and rules made thereunder has been transferred to such fund within time.

**For Sridhar Jhavar & Associates  
Chartered Accountants**

**Place: Hyderabad**

**Date: 25.05.2019**

**CA Sridhar Jhavar  
M No: 239116 Firm No: 016921S**

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**ANNEXURE REFERRED TO IN PARAGRAPH 'REPORT ON OTHER LEGAL REGULATORY REQUIREMENTS' OF OUR REPORT**

We report that

1. a) The company has maintained proper records showing full particulars including quantitative details of fixed assets.  
b) All the fixed assets have been physically verified by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable. To the best of our knowledge, no material discrepancies have been noticed on verification.  
c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the title deeds of immoveable properties are held in the name of the company.
2. The Company is a Service Company, primarily rendering brokerage services and also carrying on investment activity. Accordingly it does not hold any Physical inventory. There, Paragraph 3 (ii) of the order is not applicable to the Company.
3. According to the information and explanation given to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained u/s 189 of the act. Accordingly, the provisions of clause 3(iii)(a), (b), and (c) of the order are not applicable and hence not commented upon.
4. In our opinion and according to the information and explanations given to us, there are no loans, guarantees and securities granted in respect of which the provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.
5. The company has not accepted deposits from public and hence directives issued by the Reserve Bank of India and the provisions of section 73 to 76 of the Companies Act, 2013 and rules framed there under are not applicable for the year under audit.
6. According to the information and explanation given to us, the Central Government has not prescribed the maintenance of cost records under section 148 of the Act for any of its products.
7. a) According to the records of the company, the company has been regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Investor protection Fund, Income Tax and other statutory dues and according to the information and explanation given to us, no statutory dues were outstanding as at 31.03.2019 for a period of more than 6 months from the date they became payable  
b) According to the information and the explanations given to us, there are no such statutory dues, which have not been deposited on account of any disputes.
8. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues, if any, to any Financial Institutions, banks, governments or dues to debenture holders.
9. According to the information and explanation given to us, no moneys were raised of initial public offer or further public offer (including debt instruments) and term loans.
10. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, no fraud on or by the company has been noticed or reported during the year.
11. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we are of the opinion that the managerial remuneration has been paid by or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act 2013.

12. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards
13. In our opinion, the company is not a Nidhi company. Therefore provisions of clause 3(xii) of the order are not applicable to the company and hence not commented upon.
14. According to the information and explanation given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence not commented upon.
15. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him.
16. According to the information and explanations given to us, the provisions of section 45-IA of the Reserve bank of India Act, 1934 are not applicable to the company.

**Place: Hyderabad**

**Date: 25.05.2019**

**For Sridhar Jhawar & Associates**

**Chartered Accountants**

**CA Sridhar Jhawar**

**M No: 239116 Firm No: 016921S**



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## ANNEXURE A TO THE AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of CIL Securities Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

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

#### Auditors' Responsibility

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

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

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

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Annexure 'B'

#### Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute.

Place: Hyderabad

Date: 25.05.2019

For SridharJhawar & Associates  
Chartered Accountants

CA SridharJhawar  
M No: 239116 Firm No: 016921S

<b>BALANCE SHEET AS AT 31 MARCH, 2019</b>				(in Rs)
Particulars	Note No.	As at 31 March, 2019	As at 31 March, 2018	
<b>ASSETS</b>				
<b>(1) Non-current assets</b>				
a) Property, Plant and Equipment	1	48,99,746	50,74,851	
b) Intangible assets	1	5,77,942	4,34,377	
Financial Assets				
i) Investments	2	41,31,471	0	
ii) Loans		-	-	
iii) Others		-	-	
iv) Deferred tax assets (net)	24.28	8,14,144	5,32,389	
v) Others non-current assets	3	2,17,25,938	1,49,75,938	
<b>Total Non Current Assets</b>		<b>3,21,49,241</b>	<b>2,10,17,555</b>	
<b>(2) Current assets</b>				
(a) Inventories		-	-	
(b) Financial Assets				
(i) Investments	4	10,92,89,617	11,24,80,939	
(ii) Trade receivables	5	2,81,81,690	4,82,16,729	
(iii) Cash and cash equivalents	6	21,48,24,899	8,72,00,694	
(iv) Bank balances other than (iii) above		-	-	
(v) Loans	7	10,79,874	9,29,763	
(vi) Others		-	-	
(c) Current Tax Assets (Net)	8	9,85,453	1,79,111	
(d) Other Current Assets	9	5,30,81,385	3,20,24,413	
<b>Total Current Assets</b>		<b>40,74,42,918</b>	<b>28,10,31,649</b>	
<b>Total Assets</b>		<b>43,95,92,159</b>	<b>30,20,49,204</b>	
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity Share capital	10	5,00,00,000	5,00,00,000	
(b) Other Equity	11	16,10,47,421	16,18,87,285	
<b>Share Holders Fund</b>		<b>21,10,47,421</b>	<b>21,18,87,285</b>	
<b>LIABILITIES</b>				
<b>(1) Non-current liabilities</b>				
(a) Financial Liabilities				
(i) Borrowing		-	-	
(ii) Trade payables		-	-	
(iii) Other financial liabilities	12	2,75,000	2,75,000	
(b) Provisions	13	31,69,782	29,16,571	
(c) Deferred tax liabilities (Net)		-	-	
(d) Others non-current liabilities		-	-	
<b>Total Non Current Liabilities</b>		<b>34,44,782</b>	<b>31,91,571</b>	
<b>(2) Current liabilities</b>				
(a) Financial Liabilities				
(i) Borrowing		-	-	
(ii) Trade payables	14	22,12,79,431	8,40,37,535	
(iii) Other financial liabilities		-	-	
(b) Other current Liabilities	15	23,75,903	22,52,513	
(c) Provisions	16	-	-	
(d) Current tax liabilities (Net)	17	14,44,622	6,80,300	
<b>Total Current Liabilities</b>		<b>22,50,99,956</b>	<b>8,69,70,348</b>	
<b>Total Equity and Liabilities</b>		<b>43,95,92,159</b>	<b>30,20,49,204</b>	
Significant Accounting Policies and Notes forming part of the financial statements	24			
In terms of our report attached. <b>For SridharJhawar &amp; Associates</b> Chartered Accountants		<b>For and on behalf of the Board of Directors of</b> CIL Securities Limited		
CA Sridhar Jhawar Proprietor M.No. 239116 & Firm No:016921S Place : Hyderabad Date : 25.05.2019	K K Maheshwari Managing Director DIN: 00223241	A K Inani Director - Finance & CFO DIN: 00223069	Govind Toshniwal Company Secretary	

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2019

(in Rs.)

Particulars	Note No.	For the Year Ended 31.03.2019	For the Year Ended 31.03.2018
<b>Income</b>			
Revenue from operations	18	4,25,11,209	6,75,78,584
Others income	19	3,33,258	18,024
<b>Total Revenue</b>		<b>4,28,44,467</b>	<b>6,75,96,608</b>
<b>Expenses:</b>			
Cost of materials consumed		-	-
Purchases of Stock-in-Trade		-	-
Changes in inventories of finished goods, Stock-in-Trade and work-in-progress		-	-
Employee benefits expense	20	1,43,28,415	1,40,27,478
Finance costs	21	-	-
Depreciation and amortisation expense	1	12,14,185	13,75,837
Others expenses	22	2,46,50,222	3,70,12,647
<b>Total expenses</b>		<b>4,01,92,822</b>	<b>5,24,15,962</b>
Profit/(Loss) before exceptional items and tax		26,51,645	1,51,80,646
Exceptional items		-	-
Profit/(loss) before extraordinary items and tax		26,51,645	1,51,80,646
Extraordinary items		-	-
Profit/(loss) before tax		26,51,645	1,51,80,646
Tax expense:			
(1) Current tax	23	7,64,322	31,80,300
(2) Current tax relating to Previous Year		-	-
(3) Deferred tax	23	(281755)	1,49,021
		<b>4,82,567</b>	<b>33,29,321</b>
Profit (Loss) for the period from continuing operations		21,69,078	1,18,51,325
Profit/(loss) from discontinued operations		0	0
Tax expense of discontinued operations		0	0
Profit/(loss) from discontinued operations (after tax)		0	0
Profit/(loss) from the period		21,69,078	1,18,51,325
<b>Others Comprehensive Income</b>			
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total Comprehensive Income for the period (Comprising Profit /(Loss) and Others Comprehensive Income for the period)		<b>21,69,078</b>	<b>1,18,51,325</b>

Earnings per equity share (for continuing operation):			
(1) Basic	24.27	0.43	2.37
(2) Diluted	24.27	0.43	2.37
Earnings per equity share (for discontinued operation):			
(1) Basic		0	0
(2) Diluted		0	0
<b>Earnings per equity share (for discontinued &amp; continuing operation):</b>			
(1) Basic	24.27	0.43	2.37
(2) Diluted	24.27	0.43	2.37
<b>Significant Accounting Policies and Notes forming part of the financial statements</b>	24		

In terms of our report attached.

**For SridharJhawar& Associates**  
Chartered Accountants

CA Sridhar Jhawar  
Proprietor  
M.No. 239116 & Firm No:016921S

Place : Hyderabad  
Date : 25.05.2019

**For and on behalf of the Board of Directors of**  
CIL Securities Limited

K K Maheshwari  
**Managing Director**  
**DIN: 00223241**

A K Inani  
**Director - Finance & CFO**  
**DIN: 00223069**

Govind Toshniwal  
**Company Secretary**

**STATEMENT OF CHANGES IN EQUITY**  
**STATEMENT OF CHANGES EQUITY FOR THE YEAR ENDED 31.03.2019**

(Rs.....)

<b>A. Equity Share Capital</b>		Changes in equity share capital during the year				Balance at the end of the reporting period						
Balance at the beginning of the reporting period 500,00,000/-		—				500,00,000/-						
<b>B. Other Equity</b>		<b>Reserves and Surpluses</b>				Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the Financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	<b>Total</b>
Share application money pending allotment	Equity component of compound financial instruments	Capital Reserve	Securities Premium Reserve	Other Reserves (specify nature) General Reserve	Retained Earnings							
Balance at the beginning of the reporting period	-	28000/-	-	32798000	129061285	-	-	-	-	-	-	161887285
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	28000/-	-	32798000/-	129061285/-	-	-	-	-	-	-	161887285/-
Total Comprehensive Income for the year	-	-	-	-	2169078/-	-	-	-	-	-	-	2169078/-
Dividends	-	-	-	-	-	-	-	-	-	-	-	-
Transfer from retained earnings	-	-	-	216000/-	-	-	-	-	-	-	-	216000/-
<b>Less: Dividend Provision</b>	-	-	-	-	2500000/-	-	-	-	-	-	-	2500000/-
Tax on Dividend	-	-	-	-	508942/-	-	-	-	-	-	-	508942/-
Transfer to General Reserve	-	-	-	-	216000/-	-	-	-	-	-	-	216000/-
Balance at the end of the reporting period	-	28000/-	-	33014000/-	128005421/-	-	-	-	-	-	-	161047421/-

**Note:** Remeasurement of defined benefit plans and fair value changes relating to own credit risk of financial liabilities designated at fair value through profit or loss shall be recognised as a part of retained earnings with separate disclosure of such items along with the relevant amounts in the Notes.

## Cash Flow Statement for the year ended 31st March, 2019

Particulars	Amount in Rs.	
	For the Year Ended 2019	For the Year Ended 2018
<b>A. Cash flow from operating activities</b>		15180646
Net Profit/(Loss) before extraordinary items and tax		
<b>Adjustments for:</b>		
Depreciation & Amortisation	1214185	1375837
Provision for impairment of fixed assets and intangibles	-	-
Amortisation of share issue expenses and discount on shares	-	-
(Profit)/Loss on sale/ write off of assets	-	(1,206)
Expense on employee stock option scheme	-	-
Finance Costs	-	-
Interest Income	(6,172,085)	(3,077,858)
Dividend Income	(174,095)	(483,430)
Operating Profit		12,993,989
Other Charges		-
Net unrealised exchange (gain)/loss		-
<b>Operating profit/(loss) before working capital changes</b>	<b>(2,480,350)</b>	<b>12,993,989</b>
<b>Changes in working capital:-</b>		
Adjustments for (increase)/decrease in operating assets:-		
Inventories	-	-
Trade Receivables	20035039	(13729872)
Short term loans and advances	(150,111)	492,187
Long term loans and advances	-	-
Other current assets	(18,671,992)	-
Other non-current assets	(6,750,000)	(30,843,810)
<b>Adjustments for increase/(decrease) in operating liabilities:-</b>	<b>(5537064)</b>	<b>(44081495)</b>
Trade Payables	137241896	7529603
Other current liabilities	123390	(558023)
Other long term liabilities	-	-
Short term provisions	764,322	160,156
Long term provisions	253211	184367
	138382819	7316103

Particulars	Cash Flow continue Amount in Rs.	
	For the Year Ended 2019	For the Year Ended 2018
Cash flow from extraordinary items	-	-
Cash generated from operations	130365405	(23771403)
Net Income tax (paid)/refunds	(764,322)	(3,180,300)
<b>Net cash flow from/(used in) operating activities (A)</b>	<b>129,601,083</b>	<b>(26,951,703)</b>
<b>B. Cash for Investing Activities</b>		
Capital expenditure on fixed assets, including capital advances	(1,182,646)	(1,149,657)
Proceeds from sale of fixed assets	-	13,000
Current investments Transactions not considered as Cash and cash equivalents	-	(60,356,239)
Purchases of long term investments	(4,131,470)	-
Proceeds from sale of long term investments	6,172,085	58,936,200
Interest received	174,095	3,077,858
Dividend Received		483,430
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>1,032,064</b>	<b>1,004,592</b>
<b>C. Cash fow from financing activities</b>		
Finance cost		
Dividends paid	(2,500,000)	(2,500,000)
Tax on dividend	(508,942)	(508,942)
<b>Net cash flow from/(used in) financing activities (C)</b>	<b>(3,008,942)</b>	<b>(3,008,942)</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		
Cash and cash equivalents at the beginning of the year		
Cash and cash equivalents at the beginning of the year	87,200,694	116,156,747
Effect of exchange difference on restatement of foreign currency		
Cash and cash equivalents		
<b>Cash and cash equivalents at the end of the year</b>	<b>214,824,899</b>	<b>87,200,694</b>

Particulars	For the Year Ended 2019	For the Year Ended 2018
<b>Reconciliation of Cash, h and cash equivalents with the Balance Sheet:</b>		
Cash and cash equivalents as per Balance Sheet	214,824,899	87,200,694
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 Cash Flow statements	-	-
Net Cash and cash equivalents (as defined in AS 3 Cash Flow Statements)	214,824,899	87,200,694
Add: Current investments considered as part of Cash and cash equivalents (as defined in AS 3 Cash Flow Statements)	-	-
<b>Cash and cash equivalents at the end of the year*</b>		
* Comprises:-		
(a) Cash on hand	88,698	88,439
(b) Cheques, drafts on hand	-	-
(c) Balances with banks	-	-
(l) In current accounts	140,020,626	42,811,137
(d) Others (Fixed Deposits)	74,715,575	44,301,118
(e) Current investments considered as part of Cash and cash equivalents	-	-

**Notes:**

- (l) The Cash Flow Statement reflects the cash flows pertaining to continuing operations.
- (ii) These earmarked account balances with banks can be utilised only for the specific identified purposes.

**See accompanying notes forming part of the financial statements in terms of our report attached.**

**For Sridhar Jhavar & Associates**  
Chartered Accountants

For and on behalf of the Board of  
CIL Securities Limited

**CA Sridhar Jhavar,**  
**Proprietor**  
M. No. 239116 & Firm No. 016921S

**K K Maheshwari**  
Managing Director  
DIN: 00223241

**A K Inani**  
Director - Finance & CFO  
DIN: 00223069

Place: Hyderabad  
25.05.2019

**Govind Toshniwal**  
Company Secretary



(in Rs.)

**Notes forming part of the financial statements**  
**Note 1 Property, Plant and Equipment**

	Gross Block						Accumulated depreciation and impairment				Net Block	
	Balance as at 1.04.2018	Additions	Disposals	Balance as at 31.03.2019	Balance as at 1.4.2018	Depreciation amortisation expense for the year	Eliminated on disposal of assets	Balance as at 31 March, 2019	Balance as at 31 March, 2019	Balance as at April, 2018		
<b>A</b>	<b>Tangible assets</b>											
	(a) Buildings Own use	7072581	0	0	7072581	3823496	158230	0	3981726	3090855	3249086	
	(b) Furniture and Fixtures Owned	5965695	55932	0	6021627	5673090	90236	0	5763326	258301	292605	
	(c) Vehicles Owned	186423	0	0	186423	146824	10252	0	157076	29347	39599	
	Vehicles-Motor Car Owned	3824810	0	0	3824810	3299732	163982	0	3463714	361096	525078	
	(d) Office equipment Owned	3862771	152910	0	4015681	3434749	226084	0	3660833	354847	428022	
	(e) Computer Data and Processing Equipments	18056292	572,544	0	18628836	17708509	240703	0	17949212	679624	347782	
	(f) Electrical Installations	341022	0	0	341022	273430	17,499	0	290929	50093	67592	
	(g) Computer Devices	842450	35900	0	878350	717364	85,403	0	802767	75583	125086	
	<b>TOTAL (A)</b>	<b>40152044</b>	<b>817286</b>	<b>0</b>	<b>40969330</b>	<b>35077194</b>	<b>992389</b>	<b>0</b>	<b>36069583</b>	<b>4899746</b>	<b>5074850</b>	
	Previous period 31.03.2018	3,92,57,179	11,49,657	2,54,792	4,01,52,045	3,42,25,640	10,94,591	2,43,038	3,50,77,193	50,31,539		
<b>B</b>	<b>Intangible assets</b>											
	(a) Computer software	7378177	365360	0	7743537	6943800	221795	0	7165595	577942	434377	
	Total (B)	7378177	365360	0	7743537	6943800	221795	0	7165595	577942	434377	
	<b>TOTAL(A+B)</b>	<b>47530221</b>	<b>1182646</b>	<b>0</b>	<b>48712867</b>	<b>42020994</b>	<b>1214184</b>	<b>0</b>	<b>43235178</b>	<b>5477688</b>	<b>5509227</b>	
	Previous period 31.03.2018	73,96,897	0	18,720	73,78,177	66,81,234	2,81,246	18,660	69,43,800	4,34,377	7,15,662	
	Previous period Grand Total 31.03.2018	4,66,54,076	11,49,657	2,73,512	4,75,30,221	4,09,06,874	13,75,837	2,61,718	4,20,20,993	55,09,227	57,47,201	

## Notes forming part of the financial statements (in Rs.)

Note	Particulars	As at 31 March, 2019			As at 31 March, 2018		
		Quoted	Un Quoted #	Total	Quoted	Un Quoted	Total
2	Non Current Investments Investments (At cost) Trade investments in Equity Investment (As per Annexure)	41,31,471	0	41,31,471	0	0	0
	Less: Provision for diminution in value of investments			0			0
	Total Investments (A)			41,31,471			0
	Aggregate amount of quoted investments			41,31,471			0
	Aggregate market value of listed and quoted investments			34,51,856			0
	Aggregate value of listed but not quoted investments			NIL			NIL
	Aggregate amount of unquoted investments			0			0
	Aggregate provision for diminution (write down) in the value of other investments			0			0

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(in Rs.)

NOTE	Particulars	As at 31.03.2019	As at 31.03.2018
3	<b>Other Non Current Assets</b> (Unsecured, considered good)		
	Membership Deposit With NSE	50,00,000	50,00,000
	Deposit with CD-NSE	35,00,000	35,00,000
	Deposit with Future Segment With NSE	33,00,000	33,00,000
	Deposit for SGF Contribution	25,00,000	25,00,000
	Deposit for VSAT	50,938	50,938
	Deposit for CDSL	5,00,000	5,00,000
	Deposit with BSE	1,25,000	1,25,000
	Deposit with NCDEX	10,00,000	0
	NCDEX BASE Capital	35,00,000	0
	NCDEX-BASE Minimum Capital	10,00,000	0
	MCX-Margin Deposit	5,00,000	0
	MCX-Security Deposit	2,50,000	0
	Deposit with Edelweisse (MCX)	5,00,000	0
<b>Total</b>	<b>2,17,25,938</b>	<b>1,49,75,938</b>	
4	<b>Current Investments</b> (Investment measured at Amortised Cost)		
	Investment in Mutual Funds	10,92,89,617	11,00,38,789
	Stock of Securities	0	24,42,150
<b>Total</b>	<b>10,92,89,617</b>	<b>11,24,80,939</b>	
5	<b>Trade receivables</b> (Unsecured and Considered good)		
	Trade receivables outstanding for a period exceeding six months from the date they were due for payment	15,68,906	7,98,342
	Other Trade receivables	2,66,12,784	4,74,18,387
<b>Total</b>	<b>2,81,81,690</b>	<b>4,82,16,729</b>	
6	<b>Cash and cash equivalents</b>		
	<b>Cash on hand</b>		
	Cash on hand	88,698	88,439
	Balances with banks		
	(i) In current accounts	14,00,20,626	4,28,11,137
(ii) In deposit accounts (Refer Note (i) below)	7,47,15,575	4,43,01,118	
<b>Total</b>	<b>21,48,24,899</b>	<b>8,72,00,694</b>	

**Note:**

(i) Balances with banks include deposits amounting to Rs.657419/- As at 31 March 2019 and margin monies amounting to Rs.NIL As at 31 March, 2018 which have an original maturity of more 12 months.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE	Particulars	As at 31.03.2019	As at 31.03.2018
<b>7</b>	<b>Loans (Unsecured and Considered good)</b>		
	Advance to Others	6,79,255	5,01,563
	Advance to Staff	4,00,619	4,28,200
	<b>Total</b>	<b>10,79,874</b>	<b>9,29,763</b>
<b>8</b>	<b>Current Tax Assets</b>		
	Advance Tax and TDS	9,85,453	1,79,111
	<b>Total</b>	<b>9,85,453</b>	<b>1,79,111</b>
<b>9</b>	<b>Other Current Assets (Unsecured and Considered good)</b>		
	Prepaid expenses	9,20,000	6,75,000
	Others Deposits	5,03,72,621	3,03,62,428
	Accruals		
	Interest accrued on deposits	17,88,764	9,86,985
	Loans and advances to related parts	-	-
	<b>Total</b>	<b>5,30,81,385</b>	<b>3,20,24,413</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

## NOTE Equity Share Capital

10	Particulars	As at 31 March, 2019		As at 31 March, 2018	
		Number of shares	Rs.	Number of shares	Rs.
	(a) Authorised Equity shares of ` 10/- each with voting rights	60,00,000	6,00,00,000	60,00,000	6,00,00,000
	(b) Issued # Equity shares of ` 10/- each with voting rights	50,00,000	5,00,00,000	50,00,000	5,00,00,000
	(c) Subscribed and fully paid up Equity shares of ` 10/- each with voting rights	50,00,000	5,00,00,000	50,00,000	5,00,00,000
	(d) Subscribed but not fully paid up Equity shares of ` each with voting rights, `	-	-	-	-
	Total	50,00,000	5,00,00,000	50,00,000	5,00,00,000

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:										
Particulars	Opening Balance	Fresh issue	Bonus	ESOP	Conversion	Buy Back	Other changes	changes (give details)	Closing Balance	
EEquity shares with voting rights										
Period ended 31 March, 2019										
- Number of shares	50,00,000	-	-	-	-	-	-	-		50,00,000
- Amount ( ` )	5,00,00,000	-	-	-	-	-	-	-		5,00,00,000
Year ended 31 March, 2018										
- Number of shares	50,00,000	-	-	-	-	-	-	-		50,00,000
- Amount ( ` )	5,00,00,000	-	-	-	-	-	-	-		5,00,00,000

(ii) Details of shares held by each shareholder holding more than 5% shares:					
Class of shares / Name of shareholder	As at 31 March, 2019		As at 31 March, 2018		
	Number of shares held	% holding in that class of Shares	Number of shares held	% holding in that class of Shares	
Equity shares with voting rights					
K.K Maheshwari	10,72,700	21.454	10,72,700	21.454	
Pramila Maheshwari	7,68,500	15.370	7,68,500	15.370	
Gita Devi Maheshwari	11,98,550	23.971	11,98,550	23.971	

## Notes forming part of the financial statements

## Note Other Equity

(in Rs.)

Note	Particulars	As at 31.03.2019	As at 31.03.2018
11	(a) Capital reserve		
	Opening balance	28,000	28,000
	Add: Additions during the year	0	0
	Less: Utilised / transferred during the year	0	0
	Closing balance	28,000	28,000
	(b) General reserve		
	Opening balance	3,27,98,000	3,16,12,000
	Add: Transferred from surplus in Statement of Profit and Loss	2,16,000	11,86,000
	Less: Utilised / transferred during the year	0	0
	Closing balance	3,30,14,000	3,27,98,000
	(c) Surplus / (Deficit) in Statement of Profit and Loss		
	Opening balance	12,90,61,285	11,83,95,960
	Add: Profit/Loss for the Period	21,69,078	1,18,51,325
Less: Final dividend			
Dividends distributed to equity shareholders (Rs.@ 0.50 per share 31.03.2018)	25,00,000	0	
Tax on dividend	5,08,942	0	
Transferred to:			
General reserve	2,16,000	11,86,000	
Closing balance	12,80,05,421	12,90,61,285	
<b>Total</b>	<b>16,10,47,421</b>	<b>16,18,87,285</b>	
12	<b>Other Financial Liabilities</b>		
	Trade / security deposits	2,75,000	2,75,000
	<b>Total</b>	<b>2,75,000</b>	<b>2,75,000</b>
13	<b>Provisions-Non Current</b>		
	Provision for employee benefits:		
	Provision for gratuity	31,69,782	29,16,571
<b>Total</b>	<b>31,69,782</b>	<b>29,16,571</b>	

## Notes forming part of the financial statements

Note

(in Rs.)

Note	Particulars	As at 31.03.2019	As at 31.03.2018
<b>14</b>	<b>Trade payables:</b>		
	Other than Acceptances	22,12,79,431	8,40,37,535
	<b>Total</b>	<b>22,12,79,431</b>	<b>8,40,37,535</b>
<b>15.</b>	<b>Other current liabilities</b>		
	Other payables		
	Statutory remittances	10,49,623	8,03,412
	Contractually reimbursable expenses	5,23,430	9,99,094
	Other Liabilities	8,02,850	4,50,007
	<b>Total</b>	<b>23,75,903</b>	<b>22,52,513</b>
<b>16.</b>	<b>Current- provisions</b>		
	Provision - Others:		
	Provision for proposed equity dividend	0	0
	Provision for tax on proposed dividends	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>
<b>17.</b>	<b>Current Tax Liabilities (Net)</b>		
	Provision for tax (net of advance tax Rs.NIL/- As at 31.03.2019 (25,00,000/- As on 31.03.2018)	14,44,622	6,80,300
	<b>Total</b>	<b>14,44,622</b>	<b>6,80,300</b>

## Notes forming part of the financial statements

Note	Particulars	As at 31.03.2019	As at 31.03.2018
<b>18.</b>	<b>Revenues from operations</b>		
	Income from services @ (Refer Note (i) below)	3,63,39,124	6,45,00,726
	Other operating Income # (Refer Note (ii) below)	61,72,085	30,77,858
	<b>Total</b>	<b>4,25,11,209</b>	<b>6,75,78,584</b>
(i)	Income from services @		
	Securities Dealings & Broking	2,92,91,984	5,79,36,628
	Registrar & Share Transfer Fee	39,71,843	47,71,317
	Demat/Depository Fee	10,23,779	10,87,781
	Consultancy Fee	3,26,268	0
	Merchant Banking	17,25,250	7,05,000
	<b>Total - Income from services</b>	<b>3,63,39,124</b>	<b>6,45,00,726</b>
(ii)	Other operating Income #		
	Interest Income	61,72,085	30,77,858
	<b>Total - Other operating Income</b>	<b>61,72,085</b>	<b>30,77,858</b>
<b>19.</b>	<b>Other income</b>		
	Other Income	3,33,258	16,818
	Other non-operating income comprises:		
	Profit on sale of fixed assets	-	1,206
	<b>Total - Other non-operating income</b>	<b>3,33,258</b>	<b>18,024</b>
<b>20.</b>	<b>Employee benefits expense</b>		
	Salaries	1,34,62,007	1,31,29,378
	Training and Development Expenses	2,69,335	1,17,200
	Staff welfare expenses	5,97,073	7,80,900
	<b>Total</b>	<b>1,43,28,415</b>	<b>1,40,27,478</b>
<b>21.</b>	<b>Finance cost</b>		
	Interest expense on:		
	Others	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>



## Notes forming part of the financial statements

(in Rs.)

Note	Particulars	For the Year Ended 31.03.2019	For the Year Ended 31.03.2018
<b>22</b>	<b>Other Expenses</b>		
	Demat/CDSL Charges	3,08,461	3,08,216
	SEBI Charges	1,51,803	2,50,293
	Share with Bussiness Associates	87,03,491	1,63,22,150
	Transaction Charges	33,20,231	72,13,320
	Membership Fees	7,49,779	9,52,431
	VSAT Charges	1,02,000	1,03,380
	Security Tansaction Tax	14,12,124	30,28,185
	Telephone Charges	3,44,591	3,98,440
	Bandwidth Charges	9,34,839	45,322
	Conveyance Charges	1,67,798	1,11,504
	Rent	0	1,00,900
	Repairs and maintenance - Buildings	4,52,932	3,91,097
	Repairs and maintenance – Vehicles	4,57,782	3,56,169
	Repairs and maintenance - Others	14,99,270	13,95,126
	Insurance	6,71,215	6,62,996
	Travelling Expenses	2,29,161	8,89,285
	Printing and Stationery	3,18,452	1,71,027
	Postage Expenses	1,81,459	1,55,986
	News Paper	14,539	20,361
	Payments to Auditors (Refer Note (i) below)	2,50,000	2,50,000
	Festival Expenses	76,471	1,17,867
	Director Sitting Fees	1,56,000	1,69,000
	General Expenses	1,78,719	3,80,194
	Office Maintenance	4,68,503	4,79,006
	Advertisement Expenses	1,90,962	1,22,130
	Bank Charges	8,45,764	7,56,151
	Consultancy Charges	10,96,962	3,19,423
	Computer Maintenance	3,20,773	3,11,300
	Electricity Charges	7,60,439	9,82,352
	Filing Fees	46,354	28,607
	Rates and Taxes	2,11,087	2,02,186
	R&TMiscellaneous Expenses	28,261	18,243
	<b>Total</b>	<b>2,46,50,222</b>	<b>3,70,12,647</b>
	<b>Notes:</b>		
	<u>Payment to the Auditors Comprises</u>		
(i)	As Auditors - Statutory audit	1,50,000	1,42,000
	For Taxation matters	10,000	4,000
	For Tax Audit Fee	60,000	60,000
	For Certification	30,000	44,000
	<b>Total</b>	<b>2,50,000</b>	<b>2,50,000</b>

## Notes forming part of the financial statements

(in Rs.)

Note	Particulars	For the Year Ended 31.03.2019	For the Year Ended 31.03.2018
23	<b>Taxation</b>		
	<b>Current Tax Income Tax recognised in statement of Profit &amp; Loss Account</b>		
	Profit Before Tax	2651645	15180646
	Applicable Tax Rate	25	15/20/25
	Computed Tax Expense	764322	2885673
	Tax effect of Exempted Income	43524	120858
	Items/Expenses disallowed(net)	580263	827947
	Additional Allowances net of MAT Credit	-	132580
	Carried Forward Lossess Mat/Utilised	229734	304605
	Others	-	-
	Current Tax Provision (A)	764322	3180300
	Incremental Deferred Tax Liability on Account of Tangible and non Tangible Assets	824643	751017
	Incremental Deferred Tax Liability on Account of Financial Assets and others Items	9999	218628
	Deferred Tax Provision (B)	(281755)	149021
	Tax Expenses recognised in statement of Profit and Loss (A+B)	482567	3329321
	Effective Tax Rate	18.20%	21.93%

## Notes forming part of the financial statements

Note	Particulars
24	<b>Corporate information</b>
	<p>"M/s.CIL Securities Limited was Incorporated in the year 1989." "CIL a diversified Financial Company is a member of the National Stock Exchange of India Ltd (NSE), the Bombay Stock Exchange Ltd (BSE) and Multi Commodity Exchange of India Ltd (MCX) providing services in Capital Market, F&amp;O, Currency, Mutual Fund and Commodities Segment. CIL is also a Merchant Banker, Registrar and Share Transfer Agent and Depository Participant." "CIL is maintaining a flawless trading and accounting system and real time information is being disseminated on the website of the company www.cilsecurities.com. At CIL, we adopt the latest technology in business and are constantly updating our self to be with time and technology is being harvested to its utmost advantage and to provide quality and cost effective service." "A spectrum of diversified activity is being provided by qualified and experienced manpower deployed at CIL." "CIL is a Listed Company on the Bombay Stock Exchange."</p>
24.1	<p><b>Significant accounting policies</b>  <b>Basis of accounting and preparation of financial statements</b></p>
	<p>W.e.f. 1st April 2017 The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention . The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year .</p>
24.2	<p><b>Use of estimates</b></p>
	<p>The preparation of the financial statements are in conformity with Indian GAAP which requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable.</p>
24.3	<p><b>Cash and cash equivalents (for purposes of Cash Flow Statement)</b></p>
	<p>Cash comprises of cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash are subject to insignificant risk of changes in value.</p>
24.4	<p><b>Cash flow statement</b></p>
	<p>Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.</p>
24.5	<p><b>Depreciation and amortisation</b></p>
	<p>Depreciation has been provided on the written down method as per the rates prescribed in Part 'C' of Schedule II of the Companies Act, 2013. Intangible assets are amortised over their estimated useful life as follows: Intangibles – 3 – 6 years. The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern.</p>
24.6	<p><b>Revenue recognition</b></p>
	<p>Income from services Revenues from contracts priced on a time and material basis are recognised when services are rendered and related costs are incurred.</p>
24.7	<p><b>Other income</b></p>
	<p>Interest income is accounted on accrual basis. Dividend income is accounted for on receipt basis.</p>

## Notes forming part of the financial statements

Note	Particulars
24.8	<p><b>Tangible Fixed Assets</b></p> <p>"Fixed assets, are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets. Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance."</p> <p>Fixed assets acquired in full or part exchange for another asset are recorded at the fair market value or the net book value of the asset given up, adjusted for any balancing cash consideration. Fair market value is determined either for the assets acquired or asset given up, whichever is more clearly evident. Fixed assets acquired in exchange for securities of the Company are recorded at the fair market value of the assets or the fair market value of the securities issued, whichever is more clearly evident.</p> <p>The Company has not revalued its assets.</p> <p>Fixed assets retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately in the Balance Sheet.</p>
24.9	<p><b>Intangible assets</b></p> <p>Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase / completion is recognised as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.</p>
24.10	<p><b>Foreign currency transactions and translations</b></p> <p>Transactions in foreign currencies are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.</p>
24.11	<p><b>Investments</b></p> <p>Long-term Investment: Long-term investments are usually carried at cost. However, when there is a decline, others than temporary, in the value of a long term investment, the carrying amount is reduced to recognise the decline. Indicators of the value of an investment are obtained by reference to its market value, the investee's assets and result and the expected cash flows from the investment. Where there is a decline, other than temporary, in the carrying amount of long term investments, the resultant reduction in the carrying amount is charged to the profit and loss statement. The reduction in carrying amount is reversed when there is a rise in the value of the investment, or if the reasons for the reduction no longer exist.</p> <p>Current Investment: The carrying amount for current investments is the lower of cost and fair value. In respect of investment for which an active market exists, market value generally provides the best evidence of fair value. The valuation of current investments at lower of cost and fair value provides a prudent method of determining the carrying amount to be stated in the balance sheet. For current investments, any reduction to fair value and any reversals of such reductions are included in the profit and loss statement.</p>
24.12	<p><b>Employee benefits</b></p> <p>Employee benefits include provident fund, superannuation fund, gratuity fund. The Company's contribution to provident fund is considered as defined contribution plan and is charged as an expense as they fall due based on the amount of contribution required to be made.</p>

## Notes forming part of the financial statements

Note	Particulars
	<p>"The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service. The cost of such compensated absences is accounted as under :“(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and“(b) in case of non-accumulating compensated absences, when the absences occur.”</p>
24.13	<p><b>Segment reporting</b></p> <p>The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.</p> <p>"The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. “Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under “unallocated revenue / expenses / assets / liabilities”.”</p>
24.14	<p><b>Earnings Per Share</b></p> <p>Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.</p> <p>Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.</p>
24.15	<p><b>Taxes on income</b></p> <p>"Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. “Minimum Alternate Tax (MAT) is paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company. “Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more</p>

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**Notes forming part of the financial statements**

<b>Note</b>	<b>Particulars</b>
	<p>subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability. ""Current and deferred tax relating to items directly recognised in equity are recognised in equity and not in the Statement of Profit and Loss.""</p> <p>Current and deferred tax relating to items directly recognised in equity and not in the Statement of Profit and Loss.</p>
<b>24.16</b>	<p><b>Impairment of assets</b></p> <p>The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.</p>
<b>24.17</b>	<p><b>Provisions and contingencies</b></p> <p>A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.</p>
<b>24.18</b>	<p><b>Derivative contracts</b></p> <p>The Company enters into derivative contracts in the nature of foreign currency swaps, currency options, forward contracts. Futures derivative contracts are marked-to-market and Profit &amp; Losses are recognised in the Statement of Profit and Loss. Option transaction are recognised at the end of accounting year.</p>
<b>24.19</b>	<p><b>GST input credit</b></p> <p>GST input credit is accounted for in the books in the period in which the underlying services are received and are accounted as and when there is no uncertainty in availing / utilising the credits.</p>

## Notes forming part of the financial statements

Note	Particulars	As at 31.03.2019	As at 31.03.2018
<b>24.20</b>	<b>Additional information to the financial statements</b>		
	<b>Contingent liabilities and commitments (to the extent not provided for)</b>		
(i)	Contingent liabilities		
	(a) Claims against the Company not acknowledged as debt	NIL	NIL
	(b) Bank Guarantees	1572.50 Lacs	1500.00 Lacs
	"(BG is secured to the extent of 50% in the form of lien on Fixed Deposit "and mortgage on Company's and Promoter Director's immovable properties)"		
	(c) Other money for which the Company is contingently liable	NIL	NIL
	<b>(d) These are disclosed by way of notes to the Balance Sheet. Provision is made in the accounts in respect in those liabilities which are likely to materialise after the period end, till finalisation of Accounts and have material effect on the position stated in the Balance Sheet at the period end.</b>		
<b>24.21</b>	<b>Expenditure in foreign currency #:</b>	<b>For the year ended 31 March, 2019</b>	<b>For the year ended 31 March, 2018</b>
		<b>Rs.</b>	<b>Rs.</b>
	Travelling Expenses	<b>22044/-</b>	500537/-
	Other matters*	<b>NIL</b>	NIL
	*Spendings in foreign currency during the previous year by the Company has been fully reimbursed , hence is not impacting the financials.		
<b>24.22</b>	<b>Earnings in foreign exchange</b>		
	Professional and consultation fees	<b>NIL</b>	NIL
	Other income-Broking Services	<b>NIL</b>	NIL
<b>24.23</b>	<b>Amounts remitted in foreign currency during the year on account of dividend ##</b>		
	Amount of dividend remitted in foreign currency	<b>NIL</b>	NIL
	Total number of non-resident shareholders (to whom the dividends were remitted in foreign currency)	<b>NIL</b>	NIL
	Total number of shares held by them on which dividend was due	<b>NIL</b>	NIL
	Year to which the dividend relates	<b>NIL</b>	NIL
<b>24.24</b>	<b>Employee benefit plans</b>		
	Defined contribution plans		
	The Company makes Provident Fund contribution for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised `Rs.88456/- (Year ended 31 March, 2019) for Provident Fund contributions and Rs.92744/- (Year ended 31 March, 2018) for contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at the rates specified in the rules of the schemes.		

## Notes forming part of the financial statements

Note			
<b>24.25</b>	Computation of net profit in accordance with section 197 read with section 198 of the Companies Act, 2013 for Managing Director:- Rs.In Lac		
	<b>PARTICULARS</b>	March 31, 2019	March 31,2018
	Profit before Taxation	<b>26.52</b>	151.80
	Add: Managerial Remuneration	<b>33.79</b>	32.81
	Add: Directors Sitting Fees	<b>1.56</b>	1.69
	Less: Profit on sale of Fixed Assets	-	0.01
	Less: Extra Ordinary items	-	-
	Net profit as per Section 198 of the Companies Act, 1956	<b>61.87</b>	186.29
	Remuneration payable:		
	Minimum / @ 5% of the above profits to the Managing Director	<b>3.09</b>	9.31
	Managerial Remuneration comprises:		
	Salary and Allowances	<b>13.00</b>	13.00
	Medical Reimbursement	<b>0.76</b>	0.85
	Perquisites	<b>0.66</b>	0.53
	Commission	<b>0</b>	0
	<b>Total</b>	<b>14.42</b>	<b>14.38</b>



(Rs.)

Notes forming part of the Financial Statements  
DETAILS OF RELATED PARTY TRANSACTION FOR THE YEAR ENDED 31st MARCH-2019

24.26	Related party transactions	Code	Remuneration	Director's Fees	DP Charges	Services Rendered to	Year Ended		Outstanding payable Dr/Cr
							Transaction	31.03.2019	
	Details of related parties:						Dr	Cr	
	Description of relationship								
(a)	Subsidiaries								
(b)	Key Management Personnel								
	NIL	H050	1441946	-		199.36	4559851.87	4559851.87	-
	K.K.Maheshwari*		(1438190)	-		(1454.72)	(2705435.16)	(2705435.16)	-
	Piyush Modi	KCP08	600000	-	278	25.62	25526.95	25526.95	-
			(600000)	-		(517.84)	(129195.04)	(133247.04)	-
	A.K.Inani	H119	1337342	-	236	-	50058.40	50058.40	-
			(1242843)	-		(386.00)	-	-	-
	Govind Toshniwal	-	667011	-		-	-	-	-
			(594902)	-		-	-	-	-
(c)	Relatives of KMP								
	Gita Devi Maheshwari	H983	-	-		44.40	14747791.69	1474779.69	-
						(6730.03)	(7587418.76)	(7587418.76)	-
	Pramila Maheshwari*	H021	-	52000		3493.46	23596576.37	23596576.37	-
				(58500)		(2705.47)	(4580958.14)	(4580959.14)	-
	Vidhi Maheshwari	H1664	-	-		-	1000000.00	1000000.00	-
						(881.11)	(593042.97)	(593042.97)	-
	S.M.Agarwal	KCS10	-	-	320	76.14	68511.98	68511.98	-
						(573.00)	(290424.28)	(290468.21)	(45.29)
	Chanda Agarwal	KCC04	-	-	377	95.50	65254.77	65346.56	-
						(807.73)	(175806.15)	(175714.36)	(91.79)
	Barkha Modi	KCB11	-	-	575	188.50	157326.76	160224.98	-
						(764.25)	(157798.24)	(154900.02)	(2,898.22)
	Neera Inani	H1899	-	-	434	1981.70	1438142.07	1438142.07	-
						(2090.45)	(1294761.17)	(1294761.17)	-
	Archana Toshniwal	H2320	-	-	118	-	-	-	-
						(613.61)	-	-	-

(d)	Company in which KMP / Relatives of KMP can exercise significant influence	CIL Industries Limited	HILN	-	-	(60337.02)	19534029.34	19534029.34	-
							(37707136.72)	(37707136.72)	-
		CIL Commodities (P) Limited	HILA	-	-	-	10200000.00	10800000.00	-6000000.00
		Canara Securities Ltd	H176	-	-	44255.45	63029579.62	59552179.62	-
		Gita Finvest (P) Ltd	H228	-	-	(153125.76)	(118250261.04)	(121727661.04)	(-3477400)
		Piyush Stock Broking Services Pvt.Ltd	KBP08	-	-	3076.84	5658890.98	5997437.60	-379495.88
		Piyush Crefinvest Pvt.Ltd	KCP07	-	-	32.52	85757.02	53555.76	(-40949.26)
		Lotus Stock Markets Pvt.Ltd	KCL01	-	-	2629	27077664.82	26871751.22	-192142.46
		R.K Maheshwari (HUF)	H976	-	-	(1111.05)	(5436805.82)	(5440745.43)	(-3939.61)
		K.K.Maheshwari (HUF)	H1702	-	-	(545.59)	(1090668.73)	(1090668.73)	-
		Smt Nirmala Maheshwari	IN003	-	-	2867.00	1087215.11	1249148.96	-161933.85
		Smt Urmila Kohari	H743	-	-	(6517.65)	(2052580.08)	(2037387.03)	-
		Anushka Benefit Trust	KCA05	-	-	68.50	107473.03	68560.75	-0.25
		Anika Benefit Trust	KCA07	-	-	(73.20)	(34484.19)	(73366.72)	(-38912.53)
		Mirgank Benefit Trust	KCM06	-	-	100.10	139098.97	100186.69	-0.25
		Halgreev Benefit Trust	KCH03	-	-	(73.20)	(34484.19)	(73366.72)	(-38912.53)
		Sahli Benefit Trust	KCS12	-	-	(54.30)	(34442.19)	(34366.72)	(45.47)
		Toshniwal Granites Pvt Ltd	H2193	-	-	188.40	187239.12	187277.21	-
		Urmez Feroz Bhole	H2037	-	-	(50.70)	(34434.81)	(34366.72)	(38.09)
		K K Maheshwari & Others	H2166	-	-	218.20	249931.25	249887.60	118.00
				-	-	(67.35)	(34471.07)	(34366.72)	(74.35)
				-	-	(1640.00)	(5445257.87)	(5445257.87)	-

Note: 1) Related parties have been identified by the Management. 2) \* Personal Guarantee Given to the Bankers

<b>(in Rs.)</b>			
<b>Note</b>	<b>Particulars</b>	<b>For the year ended 31 March,2019</b>	<b>For the year ended 31 March, 2018</b>
<b>24.27</b>	<b>Earnings per share</b>		
	<u>Basic</u>		
	<u>Continuing operations</u>		
	Net profit / (loss) for the year from continuing operations	21,61,249	1,18,51,325
	Less: Preference dividend and tax thereon	-	-
	Net profit / (loss) for the year from continuing operations	21,61,249	1,18,51,325
	attributable to the equity shareholders		
	Weighted average number of equity shares	50,00,000	50,00,000
	Par value per share	10	10
	Earnings per share from continuing operations - Basic	0.43	2.37
<b>24.28</b>	<b>Deferred tax (liability) / asset</b>		
	<u>Tax effect of items constituting deferred tax liability</u>		
	On difference between book balance and tax balance of fixed assets	9,999	2,18,628
	Tax effect of items constituting deferred tax liability	9,999	2,18,628
	Tax effect of items constituting deferred tax assets		
	Provision for compensated absences, gratuity and other employee benefits	8,24,143	7,51,017
	Brought forward business losses	0	0
	Tax effect of items constituting deferred tax assets	8,24,143	7,51,017
	<b>Net deferred tax (liability) / asset</b>	<b>8,14,144</b>	<b>5,32,389</b>
	The Company has recognised deferred tax asset on unabsorbed depreciation to the extent of the corresponding deferred tax liability on the difference between the book balance and written down value of Fixed Assets as per Income Tax Act, the company has recognised deferred Tax Assets on unabsorbed depreciation and brought forward business losses.		
<b>24.29</b>	<b>IFRS: First Time Adoption of International Financial Reporting Standards</b>		
	Financial Year 2017-18 is the First Year for Implementation of Indian Accounting Standards from the Generally Accepted Accounting Principles in India for the Company.		

**Notes forming part of the financial statements  
Disclosures Under Accounting Standards (Contd.)**

Note	Note	Particulars	For the year ended 31 March, 2019							(Rs.In Lacs)
			Business segments							
Particulars			A	B	C	D	E	Eliminations		Total
Particulars			Securities Dealing and Broking	Merchant Banking Fee	Consultancy Fee	Registrar & Share Transfer agents	Demat / Depository	Eliminations		Total
24	24.30	<b>Segment information</b>								
		"Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed assets that are used interchangeably amongst segments are not allocated to primary and secondary segments. "" The Company primarily operates in business segment i.e, Share and Stock broking and other related ancillary services. The Company operates in India and hence there are no reportable geographical segments."								
		Revenue	354.64	17.25	3.26	39.72	10.24	-	-	425.11
		Inter-segment revenue	-	-	-	-	-	-	-	-
		Total	354.64	17.25	3.26	39.72	10.24	-	-	425.11
		Segment result	3.95	6.90	1.70	11.92	2.04	-	-	26.51
		Unallocable expenses (net)	-	-	-	-	-	-	-	-
		Operating income	3.95	6.90	1.70	11.92	2.04	-	-	26.51
		Extra Ordinary item	-	-	-	-	-	-	-	-
		Profit before taxes	3.95	6.90	1.70	11.92	2.04	-	-	26.51
		Tax expense (Net)								4.82
		Net profit for the year								21.69

**Notes forming part of the financial statements  
Disclosures Under Accounting Standards (Contd.)**

Note	Note	Particulars							(Rs.In Lacs)
		For the year ended 31 March, 2019							
		Business segments							
		A	B	C	D	E	Eliminations		Total
		Securities Dealing and Broking	Merchant Banking Fee	Consultancy Fee	Registrar & Share Transfer agents	Demat / Depository			
		4337.82	4.52	-	30.35	23.23	-		4395.92
		-	-	-	-	-	-		-
		4337.82	4.52	-	30.35	23.23	-		4395.92
		2280.18	0.55	-	4.38	0.34	-		2285.45
							-		2110.47
							-		4395.92
							-		
		11.83	-	-	-	-	-		11.83
		-	-	-	-	-	-		-
		-	-	-	-	-	-		-
							-		
							-		12.14
							-		
							-		
							-		

**Notes forming part of the financial statements  
Disclosures Under Accounting Standards (Contd.)**

Note	Note	Particulars							(Rs.In Lacs)
		For the year ended 31 March, 2018							
Particulars		Business segments							Total
		A	B	C	D	E	Eliminations	Total	
		Securities Dealing and Broking	Merchant Banking Fee	Consultancy Fee	Registrar & Share Transfer agents	Demat / Depository			
	Revenue	610.15	7.05	0.00	47.71	10.88	-	675.79	
	Inter-segment revenue	-	-	-	-	-	-	-	
	Total	610.15	7.05	0.00	47.71	10.88		675.79	
	Segment result	132.11	3.15	0.00	14.30	2.25		151.81	
	Unallocable expenses (net)	-	-	-	-	-		-	
	Operating income	132.11	3.15	0	14.30	2.25		151.81	
	Extra Ordinary item	-	-	-	-	-		-	
	Profit before taxes	132.11	3.15	0	14.30	2.25		151.81	
	Tax expense (Net)	-	-	-	-	-		33.30	
	Net profit for the year	-	-	-	-	-		118.51	

**Notes forming part of the financial statements  
Disclosures Under Accounting Standards (Contd.)**

Note	Note	Particulars							(Rs.In Lacs)
		For the year ended 31 March, 2018							
		Business segments							
	A	B	C	D	E	Eliminations	Total		
	Securities Dealing and Broking	Merchant Banking Fee	Consultancy Fee	Registrar & Share Transfer agents	Demat / Depository				
	Segment assets	2954.56	5.15	0.00	34.28	26.50	-	3020.49	
	Unallocable assets	-	-	-	-	-	-	-	
	Total assets (Common)	2954.56	5.15	-	34.28	26.50	-	3020.49	
	Segment liabilities	898.40	1.05	-	1.92	0.25	-	901.62	
	Unallocable liabilities	-	-	-	-	-	-	2118.87	
	Total liabilities (Common)	-	-	-	-	-	-	3020.49	
	Other information								
	Capital expenditure (allocable)	11.50	-	-	-	-	-	11.50	
	Capital expenditure (unallocable)	-	-	-	-	-	-	-	
	Depreciation and amortisation (allocable / Common)	-	-	-	-	-	-	-	
	Depreciation and amortisation (unallocable)	-	-	-	-	-	-	13.76	
	Other significant non-cash expenses (allocable) (give details)	-	-	-	-	-	-	-	
	Other significant non-cash expenses (unallocable)	-	-	-	-	-	-	-	

**Notes forming part of the financial statements Disclosures Under Accounting Standards (Contd.)**

24.31	Fixed deposits, Securities, and Office Buildings have been assigned towards collateral/margin deposit to bank against guaranteees issued by them followed by personal guarantee given by Promoter Directors.
24.32	Balances of Sundry Debtors and Sundry Creditors are subject to confirmation.
24.33	"There are no amounts payable to small-scale industrial undertaking as at the balance sheet date. This disclosure is based on the information available with the Company."The Company has not received any intimation from its vendors regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any,required under the said Act have not been made."
24.34	Depreciation had been computed as per rates prescribed under Companies Act,2013 on the opening w.d.v of the asset block as per Companies Act 1956.
24.35	Immaterial Impact on Account of Transitional Differences on Account of Conversion of Books of Accounts from Indian GAAP to IND AS have been ignored.
24.36	Disclosure pursuant to Rule 16A of the Companies (Acceptance of Deposits) Rules, 2014 Particulars of Money received from the Director w.e.f 1.4.2014.

S.No	Particulars	Rs. In Lacs (Received)/(Re-paid)
1)	Money Received	230.00
2)	Money Repaid	230.00
3)	Money Outstanding as on 31.03.2019	NIL
24.37	Previous Year figures have been regrouped / rearranged wherever considered necessary.	

In terms of our report attached,  
**For Sridhar Jhawar & Associates**  
Chartered Accountants

**CA Sridhar Jhawar**  
Proprietor  
M.No. 239116 & Firm No:016921S

For and on behalf of the Board of Directors  
CIL Securities Limited

**K K Maheshwari**  
Managing Director  
DIN: 00223241

**A K Inani**  
Director - Finance & CFO  
DIN: 00223069

Place : Hyderabad  
Date : 25.05.2019

Govind Toshniwal  
Company Secretary



**CIL SECURITIES LIMITED**  
**ANNEXURE: DETAILS OF INVESTMENTS AS AT 31st MARCH, 2019**

(in Rs.)

NAME OF THE SCRIP	Nos	As At 31.03.2019 Cost Price	Market value as on 31.03.2019	Nos	As At 31.03.2018 Cost Price	Market value as on 31.03.2018
<b>A. In Other Companies (Quoted)</b>						
<b>Equity Shares</b>						
HIMADARI SPECIALITY CHEM LTD	6000	802326	702900	0	0	0
KAKATIYA CEMENT	4000	1049081	698400	0	0	0
NOCIL	5000	854568	735750	0	0	0
SAGARSOFT	7944	871912	779306	0	0	0
SUBROS LIMITED	2000	553584	535500	0	0	0
<b>TOTAL (A)</b>	<b>24944</b>	<b>4131471</b>	<b>3451856</b>	<b>0</b>	<b>0</b>	<b>0</b>

Vide our report of even dated

for Sridhar Jhavar & Associates  
Chartered AccountantsCA Sridhar Jhavar  
Proprietor  
M.No.239116 & FR NO:016921S  
PLACE: HYDERABAD  
DATE:25.05.2019**FOR & ON BEHALF OF THE BOARD of Directors of  
CIL SECURITES LTD**K K Maheshwari  
**Managing Director**  
**DIN:00223241**  
A K Inani  
**Director - Finance & CFO**  
**DIN: 00223069**  
Govind Toshniwal  
**Company Secretary**

**CIL SECURITIES LIMITED  
ROUTE MAP TO THE VENUE OF AGM  
TO BE HELD AT  
608, RAGHAVA RATNA TOWERS, NORTH BLOCK,  
CHIRAG ALI LANE, ABIDS, HYDERABAD-500001  
ON 30<sup>TH</sup> SEPTEMBER, 2019 AT 11.00 A.M.**



**Form No. MGT-11  
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 company: CIL SECURITIES LIMITED**  
**Registered Office : 214, Raghava Ratna Towers, Chirag Ali Lane, Abids,**  
**Hyderabad - 500001, Telangana, Phone: 040- 2320 3155 / 2465**  
**E-mail: advisors@cilsecurities.com ; website: www.cilsecurities.com**  
**CIN: L67120TG1989PLC010188**

Name of the member (s): .....  
 Registered address: .....  
 E-mail Id: .....  
 Folio No/ Client Id & DP ID: .....

I/We, being the member (s) of ..... 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 Annual General Meeting of the members of CIL SECURITIES LIMITED to be held on, Monday, the 30th Day of September, 2019 at 11.00 A.M. at 608, Raghava Ratna Towers, North Block, Chirag Ali Lane, Abids, Hyderabad -500 001, Telangana and at any adjournment thereof in respect of such resolutions as indicated below:

S.No	Resolutions
1.	Adoption of Financial Statements for the year ended March 31, 2019
2.	Approval of dividend for the year ended March 31, 2019
3.	Re-appointment of Shri K K Maheshwari, who retires by rotation
4.	Re-appointment of Shri Piyush Modi, who retires by rotation
5.	ReAppointment of Shri K K Maheshwari as Manaing Director for a term of 5 years
6.	ReAppointment of Shri Budhi Prakash Toshniwal as Independent Director for a term of 5 years
7.	ReAppointment of Shri F R Bhote as Independent Director for a term of 5 years

Signed this..... day of..... 2019  
 Signature of shareholder  
 Signature of Proxy holder(s)

Affix  
 Revenue  
 Stamp of  
 not  
 less than  
 Re. 0.15

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**MEMBERS ARE REQUESTED TO BRING THEIR COPIES OF ANNUAL REPORT ALONG WITH THEM AT THE ANNUALGENERAL MEETING**

**LEFT INTENTIONALLY BLANK**



# CIL SECURITIES LIMITED

Regd. Office: 214, Raghava Ratna Towers, Chirag Ali Lane, Abids  
Hyderabad -500001, Phone: 040- 2320 3155 / 2465  
E-mail: advisors@cilsecurities.com ; website: www.cilsecurities.com  
CIN: L67120TG1989PLC010188

## Attendance Slip

(Only shareholders or proxies will be allowed to attend the meeting)

Registered Folio No / DP ID / Client ID	
Name of the Shareholder / Joint Holder / Proxy	
Address of the Shareholder	
No. of Shares held	
Class	Equity

I/We hereby record my/our presence at the 30th Annual General Meeting of the Company held on Monday, the 30th Day of September, 2019 at 11.00AM at 608, Raghava Ratna Towers, North Block, Chirag Ali Lane, Abids - Hyderabad - 500001.

Signature of the Member / Joint Holder / Proxy attending the meeting

Note: Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue

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**FORMAT FOR FURNISHING THE PAN AND BANK DETAILS**

Ref : CILSEC/SEC/2019

To  
**CIL Securities Limited**  
**214 Raghava Ratna Towers**  
**Chirag Ali Lane, Abids**  
**Hyderabad - 500 001**

Dear Sir / Madam,

**SUB: UPDATATION OF PAN AND BANK DETAILS****UNIT : CIL SECURITIES LIMITED**

I/We furnish our Folio No. along with PAN and Bank mandate details for updation and confirmation for doing the needful.  
 I/We are enclosing the self attested copies of PAN Card/s of all the holder/s, original Cancelled Cheque Leaf / Bank Pass Book and address proof viz., Aadhar Card as required for updation of the details.

Folio No.	
Address of the First named Shareholder as per the Share Certificate/s	
Mobile No.	
Email ID (In order to receive all future correspondence/s made by the Company through mail only)	

Bank Account Details : [for Electronic Credit of Unpaid Dividend and all future Dividends]	
Name of the Bank	
Name of the Branch	
Account No.[as appearing in your Cheque Book]	
Account Type [Saving / Current / Cash Credit]	
9 Digit MICR No. [as appearing on the MICR Cheque issued by the Bank]. Please enclose a photocopy of a Cheque for verification	
11 Digit IFSC Code	

	PAN No.	Name	Signature
First Holder			
Joint Holder 1			
Joint Holder 2			

Date :

Place :

Encl:

Copy of Self Attested PAN

Copy of Self Attested Aadhar

Cancelled Cheque (Name must be printed on it)

**LEFT INTENTIONALLY BLANK**