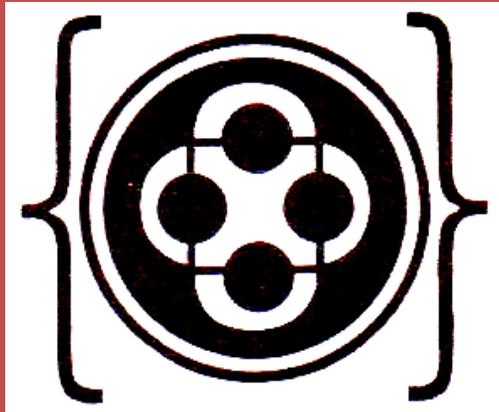


INFORMATION MEMORANDUM



CONTINENTAL SECURITIES LIMITED

Registered Office: Flat No. 301, Metro Plaza,
Parivahan Marg,
Jaipur- 302 001, Rajasthan.
Tel: 0141-2377301

E-mail: continentalsecuritieslimited@gmail.com
Website: www.continentalsecuritiesltd.com

Compiled By:



203-204, Jaipur Tower, M.I. Road,
Jaipur -302 001
Rajasthan

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, the following terms have the meaning given below. References to Statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto.

In this Information Memorandum, unless the context otherwise indicates, all references to “**CSL**”, “**the Company**”, “**our Company**” are to Continental Securities Limited, a company incorporated in India under the Companies Act, 1956 (the “**Companies Act**”) with its Registered Office at Flat No. 301, Metro Plaza, Parivahan Marg, Jaipur, Rajasthan. Furthermore, all references to the terms “**we**”, “**us**” and “**our**” are to Continental Securities Limited.

Act	The Companies Act, 1956 and Companies Act, 2013 (to the extent applicable)
AGM	Annual General Meeting
Articles/AOA	Articles of Association of the Company
Auditors	M/s. R. P. Khandelwal & Associates, Chartered Accountants, Statutory Auditors of the Company
ASEL	Ahmedabad Stock Exchange Limited
Board	Board of Directors of Continental Securities Limited
BSE	Bombay Stock Exchange Limited
CDSL	Central Depository Services (India) Limited
Company Secretary / Compliance Officer	Mr. Jagdish Chand Kedawat, Secretary
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depository	A Depository registered with SEBI under the SEBI (Depositories & Participants) Regulations, 1996 as amended
DSEL	Delhi Stock Exchange Limited
Directors	Directors on the Board of Continental Securities Limited
DP	Depository Participant
EOGM/EGM	Extra Ordinary General Meeting
Equity Shares	Fully paid-up shares of ₹ 10/- each of the Company
Equity Shareholders	Equity Shareholders of the Company

“Existing Promoters”/ Promoters	The existing promoter of our Company is Mr. Rajesh khuteta
Financial Year/Fiscal/FY	Period of 12 month ended March 31 of that particular year unless stated otherwise.
Information Memorandum	This Information Memorandum as filed with BSE
ISIN	International Securities Identification Number
I T Act	Income Tax Act, 1961 and subsequent amendments thereto
JSEL	Jaipur Stock Exchange Limited
Listing Agreement	Listing Agreement entered into with Stock Exchange
MCA	Ministry of Corporate Affairs
MOA	Memorandum of Association of Continental Securities Limited as amended
NSDL	National Securities Depository Limited
Promoter Group Entities/ Promoter Group Companies/ Promoter Group Company/ Promoter Group Entity/Group Entity/ Group Company	Unless the context otherwise requires, refers to such entities which constitute the promoter group of our Company and a list of which is provided in the chapter titled “Our Promoter Group” beginning on page no. 41 of the Information Memorandum.
RBI	Reserve Bank of India
ROC	Registrar of Companies, Rajasthan
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI (ICDR) Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2009, as amended.
Stock Exchange	Shall refer to the BSE Limited, Ahmedabad Stock Exchange Limited, Delhi Stock Exchange Limited and Jaipur Stock Exchange Limited.
Transfer Agent / Registrars	Beetal Financial & Computer Services Private Limited Beetal House, 99, Madangir, IIIrd Floor, Behind Local Shopping Centre, Near Dada Harsukh Das Mandir, New Delhi- 110 062

ABBREVIATIONS

Terms	Description
CFO	Chief Financial Officer
FDI	Foreign Direct Investment
FI	Financial Institutions
FII	Foreign Institutional Investor
HNI	High Net worth Individual
ICAI	The Institute of Chartered Accountants of India
No.	Number
SWOT	Strengths, weakness, opportunities & threats
UPSI	Unpublished price sensitive information
U.T.	Union Territory
Yrs	Years

Notwithstanding the foregoing, terms in “**Main Provisions of Articles of Association of the Company**”, shall have the meanings given to such terms in that section.

CERTAIN CONVENTIONS; PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION

CERTAIN CONVENTIONS

All references to “India” contained in this Information Memorandum are to the Republic of India. In this Information Memorandum, our Company has presented numerical information in “lacs” units. One lac represents 1,00,000.

In this Information Memorandum, the terms “we”, “us”, “our”, the “Company”, “our Company”, “Continental Securities Limited” and “CSL”, unless the context otherwise indicates or implies, refers to Continental Securities Limited. In this Information Memorandum, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “ten lac / lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In this Information Memorandum, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

Financial Data

Unless indicated otherwise, the financial data in this Information Memorandum is derived from our financial statements prepared in accordance with the Generally Accepted Accounting Principles in India (“Indian GAAP”) and the Companies Act, 1956, as amended (“Companies Act”) included elsewhere in this Information Memorandum. The financial year commences on April 1 and ends on March 31, so all references to a particular financial year are to the twelve-month period ended March 31 of that year. In this Information Memorandum, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off.

Industry and Market Data

Unless stated otherwise, industry data and the market data used throughout this Information Memorandum have been obtained from industry publications, websites and other authenticated published data. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although, the Company believes that industry data used in this Information Memorandum is reliable, it has not been independently verified. Similarly, internal company reports, while believed by us to be reliable, have not been verified by any independent sources.

The extent to which the market and industry data used in this Information Memorandum is meaningful depends on the readers familiarity with the understanding of the methodologies used in compiling such data. There are no standard valuation methodologies or accounting policies in the said industry in India and methodologies and assumptions may vary widely among different industry sources.

Currency Information

All references to “Rupees” or “Rs.” or “INR” or “₹” are to Indian Rupees, the official currency of the Republic of India. All references to “\$”, “US\$”, “USD”, “U.S.\$”, “U.S. Dollar(s)” or “US Dollar(s)” are to United States Dollars, the official currency of the United States of America.

FORWARD LOOKING STATEMENTS

This Information Memorandum contains certain words or phrases, including, “will”, “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “would”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions, that are forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Important factors that could cause actual results to differ materially from the Company’s expectations include, among others:

- Changes in law and regulations that apply to the industries in India, wherein the Company is operating;
- Increasing competition and the conditions of the customers of the Company;
- Changes in Government Policies;
- The Company’s ability to successfully implement its strategy, growth and expansion plans;
- General economic and business conditions in the markets in which the Company operates and in the local, regional and national economies;
- Changes in the value of the Rupee vis-à-vis other currencies;
- Changes in political and socio-economic conditions in India;
- The Company’s ability to meet its capital expenditure requirements;
- Fluctuations in operating costs;
- Company’s ability to attract and retain qualified personnel;
- Changes in technology;
- The performance of the financial markets in India and globally;
- Any adverse outcome in the legal proceedings in which the Company might get involved in future.

ABSOLUTE RESPONSIBILITY OF CONTINENTAL SECURITIES LIMITED

Continental Securities Limited having made all reasonable inquiries, accepts responsibility for, and confirms that this Information Memorandum contains all information with regard to the Company, which is material, that the information contained in the Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Information Memorandum as a whole or any of such information or the expression of any such opinions are intentions misleading in any material respect.

LISTING

The existing shares of our company are currently listed on the Ahmedabad Stock Exchange Limited, Delhi Stock Exchange Limited and Jaipur Stock Exchange Limited. Now the Company proposes to list equity shares on the BSE Limited (BSE) under Direct Listing norms of BSE Ltd.

The Information Memorandum is for the Listing of 32,50,600 Equity Shares of ₹ 10/- each.

SECTION II – RISK FACTORS

Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein.

A. INTERNAL RISK FACTORS

1. Our growth will depend on our ability to develop our brand and failure to do so will adversely affect our ability to compete in the industry.

Management Perception

We believe that promoting and positioning our brand is necessary for achieving recognition of our services. Brand promotion activities may not yield increased revenues and even if they do, increased revenues may not offset the expenses we incur in brand building. If we fail to promote our brand, our business, financial condition and result of operation could be affected.

2. Our business is vulnerable to interest rate risk. Changes in interest rate may affect our income from operation and adversely affect our financial performance and profitability.

Management Perception

In our NBFC business, we are exposed to the risk of higher interest rates. If the yield on our Company's interest earning assets does not increase at the same time or to the same extent as our cost of funds, or our cost of funds does not decline at the same time or to the same extent as the yield on its interest earning assets, our net interest income and net interest margin would be adversely impacted. This could have a material adverse effect on the financial performance.

3. Our Company may experience delays in enforcing the collateral when borrowers default on their obligations, which will result in failure to recover the expected value of collateral and affect our financial performance.

Management Perception

Our Company may not be able to realize the full value of the collateral as a result of delays in bankruptcy and foreclosure proceedings, inability to foreclose, defects in the title of collateral, fraudulent transfers by borrowers and other factors which includes legislative changes and judicial pronouncements. The inability to recover the expected value of collateral could expose our Company to losses, which will have impact on business and financial performance.

4. If our company fails attract and retain key employees, our operation could be affected.

Management Perception

The Company believes that human resource is most important element for success of any organization. The company takes every step to promote feeling of belongingness among its employees and maintains a separate Human Resource department to care of concerns and well being of employees. The staff turnover in the company is considerably less as compared to the industry. In any case, skilled and/or trained manpower is available in the market. It has a strong Culture & Corporate Core Values.

5. The changes in the regulations that govern our Company could cause the business to suffer.

Management Perception

NBFCs in India are regulated by the RBI. Any changes in the regulatory framework will affect the profitability of our business and our future financial performance.

6. We may require additional funds to satisfy our capital needs, which we may not be able to procure.

Management Perception

We may need to raise additional capital from time to time, which we may not be able to procure. The Company may not be able to raise adequate funds on attractive terms and conditions, which could have an adverse effect on our results of operations.

B. EXTERNAL RISK

1. A slowdown in economic growth in India could cause business to suffer.

Management Perception

The performance and growth of the company and the industry are dependent on the health of the Indian economy as well as the secondary industries. The economy could be adversely affected by various factors such as political or regulatory action, including adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, interest rates, commodity and energy prices and various other factors.

Any slowdown in the Indian economy may adversely impact business and financial performance and the price of Equity Shares.

2. Any downgrading of India's debt rating by an independent agency may harm ability to raise debt financing.

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely affect ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have a material adverse effect on capital expenditure plans, business and financial performance.

3. Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and our business.

Terrorist attacks and other acts of violence or war may negatively affect the Indian financial markets and also adversely affect the worldwide financial markets. In addition, any deterioration in relations between India and its neighbouring countries might result in investor concern about stability in the region, which could adversely affect the business. India has witnessed civil disturbances in the past and it is possible that future civil unrest as well as other adverse social, economic and political events in India could have a negative impact. Such incidents could also create perception in the minds of investors that investment in Indian Companies involve a higher degree of risk.

4. Natural calamities could have a negative impact on the Indian economy and cause our business to suffer.

India has experienced natural calamities such as earthquake, tsunami, floods and drought in the past. The extent and severity of these natural disasters determines their impact on the Indian economy, which have an adverse impact on our business.

5. Factors affecting Indian economy in general.

Like any other entity, our financial results are also affected by the macro economic factors determining the growth of the Indian economy in general and continued growth of the securities market. The Growth of our business and ability to maintain the growth is influenced by the growth rate of the securities market indicators. Any slowdown in Indian economy or slowdown in securities market or any changes in government regulation could have an impact on our financial performance.

SECTION III-INTRODUCTION**SUMMARY OF BUSINESS****Business Overview**

Our Company was originally incorporated on March 30, 1990, as “Home Land Finance & Consultants Private Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Rajasthan, Jaipur. Subsequently, the name of our Company was changed to “Continental Securities Private Limited” vide a fresh Certificate of Incorporation dated January 20, 1995 issued by the Registrar of Companies, Rajasthan, Jaipur. Subsequently, our Company was converted into a public limited consequent to name change to “Continental Securities Limited” vide a fresh Certificate of Incorporation dated February 1, 1995 issued by the Registrar of Companies, Rajasthan, Jaipur. The Corporate Identification Number of the Company is L67120RJ1990PLC005371.

The Registered Office as well as Head Office of our company is situated at Flat No. 301, Metro Plaza, Parivahan Marg, Jaipur.

Continental Securities Limited (registered with the Reserve Bank of India (RBI) as a Non-Banking Financial Company), is presently engaged in investment in securities, inter-corporate loans and advances and such allied fund based activities.

SUMMARY OF FINANCIAL INFORMATION

STATEMENT OF ASSETS AND LIABILITIES
(Amount in ₹)

	Particulars	31.03.2013	31.03.2012	31.03.2011
	EQUITY AND LIABILITIES			
1	Shareholder's Funds			
	(a) Share Capital	28,518,990.00	28,518,990.00	28,518,990.00
	(b) Reserve and Surplus	775,602.00	(243,038.00)	31,730.00
	(c) Money received against share warrants	-	-	-
2	Share Application Money Pending Allotment	-	-	-
3	Non-Current Liabilities			
	(a) Long Term Borrowings	803,479.00	107,743.00	204,990.00
	(b) Deferred Tax Liabilities (Net)	151,450.00	128,203.00	198,969.00
	(c) Other Long Term Liabilities	-	-	-
	(d) Long Term Provisions	-	-	-
4	Current Liabilities			
	(a) Short-Term Borrowings	-	-	-
	(b) Trade Payables	-	-	-
	(c) Other Current Liabilities	1,375,437.00	1,173,860.00	1,543,252.00
	(d) Short-Term Provisions	377,352.00	-	-
	TOTAL	32,002,310.00	29,685,758.00	30,497,931.00
	ASSETS			
1	Non-Current Assets			
	(a) Fixed Assets			
	(i) Tangible Assets	3,314,978.00	2,577,693.00	3,277,705.00
	(ii) Intangible Assets	-	-	-
	(iii) Capital Work-in-Progress	-	-	-
	(iv) Intangible assets under development	-	-	-
	(b) Non-Current Investments	4,295,000.00	6,295,000.00	6,295,000.00
	(c) Deferred Tax Assets (Net)	-	-	-
	(d) Long-Term Loans & Advances	-	-	-
	(e) Other Non-Current Assets	-	-	-
2	Current Assets			
	(a) Current Investments	-	-	-
	(b) Inventories	-	-	-
	(c) Trade Receivables	-	-	-
	(d) Cash and Cash Equivalents	1,381,895.00	1,035,006.00	1,261,176.00
	(e) Short-Term Loans & Advances	21,481,257.00	19,406,996.00	19,174,079.00
	(f) Other Current Assets	1,529,180.00	371,063.00	489,971.00
	TOTAL	32,002,310.00	29,685,758.00	30,497,931.00

STATEMENT OF PROFIT AND LOSS
(Amount in ₹)

Particulars	31.03.2013	31.03.2012	31.03.2011
1) Revenue From Operations	4,406,629.00	2,909,580.00	3,402,720.00
2) Other Income	-	-	36,240.00
3) Total Revenue (1+2)	4,406,629.00	2,909,580.00	3,438,960.00
4) Expenses:			
Employee Benefits Expense	842,296.00	1,107,222.00	1,047,390.00
Finance Costs	61,897.00	18,263.00	29,226.00
Depreciation & Amortization Expense	1,200,555.00	1,143,387.00	1,680,778.00
Other Expenses	810,828.00	986,242.00	948,496.00
Total Expenses	2,915,576.00	3,255,114.00	3,705,890.00
5) Profit/(Loss) before exceptional and extraordinary items and tax (3-4)	1,491,053.00	(345,534.00)	(266,930.00)
6) Exceptional items	-	-	-
7) Profit before extraordinary items and tax (5-6)	1,491,053.00	(345,534.00)	(266,930.00)
8) Extraordinary Items	-	-	-
9) Profit before Tax (7-8)	1,491,053.00	(345,534.00)	(266,930.00)
10) Tax Expenses			
(1) Current Tax	449,166.00	-	-
(2) Deferred Tax	23,247.00	(70,766.00)	(71,489.00)
11) Profit/(Loss) for the year from continuing operations (9-10)	1,018,640.00	(274,768.00)	(195,441.00)
12) Profit/(Loss) from discounting operations	-	-	-
13) Tax expenses of discounting operations	-	-	-
14) Profit/(Loss) from discontinuing operations (after tax) (12-13)	-	-	-
15) Profit/(Loss) for the year (11+14)	1,018,640.00	(274,768.00)	(195,441.00)
16) Earning per Equity share:			
(1) Basic	0.31	-	-
(2) Diluted	0.31	-	-

GENERAL INFORMATION

Our Company was originally incorporated on March 30, 1990, as “Home Land Finance & Consultants Private Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Rajasthan, Jaipur. Subsequently, the name of our Company was changed to “Continental Securities Private Limited” vide a fresh Certificate of Incorporation dated January 20, 1995 issued by the Registrar of Companies, Rajasthan, Jaipur. Subsequently, our Company was converted into a public limited consequent to name change to “Continental Securities Limited” vide a fresh Certificate of Incorporation dated February 1, 1995 issued by the Registrar of Companies, Rajasthan, Jaipur. The Corporate Identification Number of the Company is L67120RJ1990PLC005371.

REGISTERED OFFICE OF OUR COMPANY

Continental Securities Limited
Flat No. 301, Metro Plaza,
Parivahan Marg,
Jaipur- 302 001, Rajasthan
Contact Details – 0141-2377301
E-mail: continentalsecuritieslimited@gmail.com
Website: www.continentalsecuritiesltd.com

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mr. Jagdish Chand Kedawat
Flat No. 301, Metro Plaza,
Parivahan Marg,
Jaipur- 302 001, Rajasthan
Contact Details – 0141-2377301
E-mail: continentalsecuritieslimited@gmail.com

REGISTRAR TO THE COMPANY

M/s Beetal Financial & Computer Services Private Limited
Beetal House, 99, Madangir, IIIrd Floor,
Behind Local Shopping Centre,
Near Dada Harsukh Das Mandir,
New Delhi- 110 062
Contact Details – 011-29961281/82/83
Fax - 011-29961284
E-mail: beetalrta@gmail.com
Website: www.beetalfinancial.com
Contact Person: Mr. Bhawendra Jha
SEBI Regn. No. : INR000000262

AUDITOR TO THE COMPANY

M/s R. P. Khandelwal & Associates, Chartered Accountants
205, Navjeevan Complex,
29, Station Road,
Jaipur- 302 001, Rajasthan
Tel No: 0141-2369157
E-mail: rpk1956@rediffmail.com
Contact Person: Mr. R. P. Khandelwal

BANKER TO THE COMPANY

Bank of Baroda
Address: Industrial Area, 22 Godam,
Jaipur-302 006, Rajasthan
Tel No: 0141-2216619/2210109
Fax No: 0141-2218224/2211885

State Bank of Travancore
Address: 1st Floor, P.B. #354,
Shyam Anukampa, Ashok Marg,
C-Scheme, Jaipur-302 001, Rajasthan
Tel No: 0141-2367175/2362596

Now the Equity Shares of the Company i.e. Continental Securities Limited shall be admitted to trading on BSE. Such admission for trading will be subject to fulfillment by the Company of Direct listing criteria of BSE and also subject to such other terms and conditions as may be prescribed by BSE at the time of the application by the Company seeking listing.

Eligibility Criterion

The Company is submitting its Information Memorandum, containing information about itself, making disclosures in line with the disclosure requirement for public issues, as applicable, to BSE for making the said Information Memorandum available to public through their website viz. www.bseindia.com and its website www.continentalsecuritiesltd.com

Prohibition by SEBI

The Company, its directors, its promoters, other companies promoted by the promoters and companies with which the company's directors are associated as directors have not been prohibited from accessing the capital markets under any order or direction passed by SEBI.

Caution

The Company accepts no responsibility for statements made otherwise than in the Information Memorandum or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by the company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

Filing

Copies of Information Memorandum have been filed with BSE in due compliance.

Listing

Application has been made to BSE for permission to deal in and for an official quotation of the Equity Shares of the Company. The Company has already taken steps for the completion of necessary formalities for commencement of trading at the Stock Exchanges mentioned above.

DEMAT Credit

The Company has executed Agreements with CDSL for its securities in DEMAT form as per the following details:

Dematerialization of Shares

Tripartite agreements have been signed between the Company, the Registrar and CDSL. The ISIN No. allotted to the Company is INE183Q01012.

The details of shares in demat mode as on 18th April, 2014 are given hereunder:

S. No.	Details	No. of Shares	Percentage of Total
1	Dematerialized Equity Shares	994600	30.60%

CAPITAL STRUCTURE OF THE COMPANY

The Details of Share Capital as on the date of this Information Memorandum is set forth below:

SHARE CAPITAL:

Particulars	Amount in (₹)
<u>Authorised Capital</u>	
40,00,000 Equity Shares of ₹ 10/- Each	<u>4,00,00,000</u>
<u>Issued, Subscribed and Paid Up Capital</u>	
32,50,600 Equity Shares of ₹ 10/- Each Fully Paid Up	<u>3,25,06,000</u>

NOTES TO CAPITAL STRUCTURE:**DETAILS OF INCREASE/CHANGES IN AUTHORIZED SHARE CAPITAL OF OUR COMPANY:**

Date of Meeting	Changes in Authorized Share Capital
30.03.1990	On Incorporation, the initial authorized share capital of the Company comprised of ₹5 Lakhs divided into 5,000 Equity Shares of ₹100/- each
28.08.1991	Increase in the authorized share capital of the Company from ₹ 5 Lacs divided into 5,000 Equity Shares of ₹ 100/- each to ₹ 20 Lacs divided into 20,000 Equity Shares of ₹100/- each.
Sub-division of Shares from ₹ 100/- per share each had been split into 10 shares of ₹10/- per share with effect from 31.12.1994*	
31.12.1994	Increase in the authorized share capital of the Company from ₹ 20 Lacs divided into 2,00,000 Equity Shares of ₹10/- each to ₹ 100 Lacs divided into 10,00,000 Equity Shares of ₹10/- each.
15.09.1995	Increase in the authorized share capital of the Company from ₹ 100 Lacs divided into 10,00,000 Equity Shares of ₹10/- each to ₹ 400 Lacs divided into 40,00,000 Equity Shares of ₹10/- each.

NOTE*: Every 1 share of the company of ₹ 100 each had been splitted into 10 shares of ₹ 10 each on 31st December, 1994. (Special Resolution passed in EOGM convened on 31st December, 1994)

EQUITY SHARE CAPITAL HISTORY OF OUR COMPANY:

Date of Allotment / Date of Fully Paid Up	No. of Equity Shares allotted	Cumulative No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Cumulative Securities Premium Account (₹)	Cumulative Paid-up Capital (₹)	Consideration	Nature of Issue and Category of Allottees
30.03.1990	150	150	100	100	Nil	15,000	Cash	Subscribers to the Memorandum
Sub-division of Shares from ₹100/- per share each had been splitted into 10 shares of ₹10/- per share with effect from 31.12.1994*. After subdivision the restated position was as under:-								
-----	-----	1,500	10	10	Nil	15,000	-----	-----
06.03.1995	58,700	60,200	10	10	Nil	6,02,000	Cash	Allotment to Promoters, Directors & their relatives
02.05.1995	3,65,200	4,25,400	10	10	Nil	42,54,000	Cash	Allotment to Promoters, Directors & their relatives
23.09.1995	2,26,700	6,52,100	10	10	Nil	65,21,000	Cash	Allotment to Promoters, Directors & their relatives
09.04.1996	7,09,200	13,61,300	10	10	Nil	1,36,13,000	Cash	Allotted to Promoters, Directors & their relatives through Initial Public Offer
09.04.1996	18,89,300	32,50,600	10	10	Nil	3,25,06,000	Cash	Allotted to Public through Initial Public Offer

NOTE*: Every 1 share of the company of ₹ 100 each had been splitted into 10 shares of ₹ 10 each on 31st December, 1994. (Special Resolution passed in EOGM convened on 31st December, 1994)

DETAILS OF EQUITY SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH

As on date, our Company has not issued any Equity Shares for consideration other than cash.

SHAREHOLDING PATTERN AS ON 18TH APRIL, 2014

Category	No. of Shares	% of Shares
Promoters:-		
Individuals	813500	25.02
Body Corporate	486500	14.97
Public Shareholding:-		
Individuals	1874500	57.66
NRI	56100	1.73
HUFs	20000	0.62
Total	3250600	100.00

SHAREHOLDING PATTERN AS ON 18TH APRIL, 2014 AS PER CLAUSE 35 OF LISTING AGREEMENT**Introductory sub-table (I) (a)**

Partly Paid Up Shares	No. of partly paid up Shares	As a % of total no. of partly paid up shares	As a % of total no. of shares of the company
Held by Promoter / Promoter Group	0	0.00	0.00
Held by Public	0	0.00	0.00
Total	0	0.00	0.00

Outstanding convertible securities	No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company assuming full conversion of the convertible securities
Held by Promoter / Promoter Group	0	0.00	0.00
Held by Public	0	0.00	0.00
Total	0	0.00	0.00
Warrants	No. of Warrant	As a % of total no. of Warrants	As a % of total no. of shares of the company assuming full conversion of Warrants
Held by Promoter / Promoter Group	0	0.00	0.00
Held by Public	0	0.00	0.00
Total	0	0.00	0.00
Total Paid-up capital of the company assuming full conversion of warrants and convertible securities			₹ 3,25,06,000/-

Category of Shareholder	No. of Share holders	Total No. of Shares	Total No. of Shares held in Dematerialized Form	Total Shareholding as a % of Total No. of Shares		Shares pledged or Otherwise encumbered	
				As a % of (A+B)	As a % of (A+B+C)	No. of shares	As a % of Total No. of Shares
(A) Shareholding of Promoter and Promoter Group							
(1) Indian							
Individuals / Hindu Undivided Family	22	813500	0	25.03	25.03	0	0.00
Bodies Corporate	7	486500	0	14.97	14.97	0	0.00
Sub Total(A) (1)	29	1300000	0	39.99	39.99	0	0.00
(2) Foreign	0	0	0	0.00	0.00	0	0.00
Sub Total(A) (2)	0	0	0	0.00	0.00	0	0.00
Sub Total (A1) + (A2)	29	1300000	0	39.99	39.99	0	0.00
(B) Public Shareholding							
(1) Institutions	0	0	0	0.00	0.00	0	0.00
Sub Total(B) (1)	0	0	0	0.00	0.00	0	0.00
(2) Non-Institutions							
(A)Bodies Corporate	0	0	0	0.00	0.00	0	0.00
(B)Individuals							
i. Individual shareholders holding nominal share capital up to ₹1 lakh	2740	909900	10000	27.99	27.99	0	0.00
ii. Individual shareholders holding nominal share capital in excess of ₹1 lakh	14	964600	964600	29.67	29.67	0	0.00
Any Others (Specify)							
Non Resident Indians	2	56100	0	1.73	1.73	0	0.00
Hindu Undivided Family	1	20000	0	0.62	0.62	0	0.00
Sub Total (B) (2)	2757	1950600	994600	60.01	60.01	0	0.00
Sub Total (B1) + (B2)	2757	1950600	994600	60.01	60.01	0	0.00
Total (A)+(B)	2786	3250600	994600	100.00	100.00	0	0.00
(C) Shares held by Custodians and against which Depository Receipts have been issued							
(1) Promoter and	0	0	0	0.00	0.00	0	0.00

Promoter Group							
(2) Public	0	0	0	0.00	0.00	0	0.00
Sub Total(C)	0	0	0	0.00	0.00	0	0.00
GRAND TOTAL (A)+(B)+(C)	2786	3250600	994600	100.00	100.00	0	0.00

(1)(b) Statement Showing Holding of Securities includes (shares, warrants, convertible securities) of person belonging to the category “promoter and promoter group”

Name of the Shareholder	Details of Shares held		Encumbered shares (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
	No. of Shares held	As a % of grand total (A)+(B)+(C)	No.	As a %	As a % of grand total (A)+(B)+(C)	No. of warrants held	As a % total no. of warrants of the same class	No. of convertible securities held	As a % total number of convertible securities of the same class	
GORDHANDAS SETHI	7200	0.22	0	0.00	0.00	0	0.00	0	0.00	0.22
RAJIV KHANDELWAL	7500	0.23	0	0.00	0.00	0	0.00	0	0.00	0.23

ASHOK MAMODIA	7600	0.23	0	0.00	0.00	0	0.00	0	0.00	0.23
GEETADEVI MAMODIA	10000	0.31	0	0.00	0.00	0	0.00	0	0.00	0.31
RAMSWAROOP RAWAT	10800	0.33	0	0.00	0.00	0	0.00	0	0.00	0.33
RADHIKA DANGAYACH	11900	0.37	0	0.00	0.00	0	0.00	0	0.00	0.37
GIRRAJ PRASAD KHANDELWAL	12400	0.38	0	0.00	0.00	0	0.00	0	0.00	0.38
PHOOL SINGH	12400	0.38	0	0.00	0.00	0	0.00	0	0.00	0.38
JAGDISH PRASAD KHANDELWAL	14300	0.44	0	0.00	0.00	0	0.00	0	0.00	0.44
RAJ KHUTETA	14500	0.45	0	0.00	0.00	0	0.00	0	0.00	0.45
RAJESH KHUTETA	16500	0.51	0	0.00	0.00	0	0.00	0	0.00	0.51
MADHU KHANDELWAL	17600	0.54	0	0.00	0.00	0	0.00	0	0.00	0.54
MURARILAL KHANDELWAL	22400	0.69	0	0.00	0.00	0	0.00	0	0.00	0.69
RAMESH CHAND RAWAT	24600	0.76	0	0.00	0.00	0	0.00	0	0.00	0.76
DINESH KHANDELWAL	34000	1.05	0	0.00	0.00	0	0.00	0	0.00	1.05
HEMLATA KHANDELWAL	43800	1.35	0	0.00	0.00	0	0.00	0	0.00	1.35
BHAGWATI KHANDELWAL	48400	1.49	0	0.00	0.00	0	0.00	0	0.00	1.49
NAVNEET KHANDELWAL	62600	1.93	0	0.00	0.00	0	0.00	0	0.00	1.93
MADAN LAL KHANDELWAL	70400	2.17	0	0.00	0.00	0	0.00	0	0.00	2.17
VIKRANT KHANDELWAL	79600	2.45	0	0.00	0.00	0	0.00	0	0.00	2.45
RAJ KHUTETA	124000	3.81	0	0.00	0.00	0	0.00	0	0.00	3.81
SUNIDHI KHUTETA	161000	4.95	0	0.00	0.00	0	0.00	0	0.00	4.95
M/S A&SALES	20000	0.62	0	0.00	0.00	0	0.00	0	0.00	0.62
TRIDENT ELECTRONICS	20000	0.62	0	0.00	0.00	0	0.00	0	0.00	0.62
TIRUPATI FINBUILD PVT LTD	50000	1.54	0	0.00	0.00	0	0.00	0	0.00	1.54
CENTURY PROJECTS	60000	1.85	0	0.00	0.00	0	0.00	0	0.00	1.85

INDIA PVT LTD										
K.K. FINBUILDS PVT LTD	75000	2.31	0	0.00	0.00	0	0.00	0	0.00	2.31
ORCHID SECURITIES PVT LTD	91500	2.81	0	0.00	0.00	0	0.00	0	0.00	2.81
UNIQUE TECHNO ASSOCIATES PVT LTD	170000	5.23	0	0.00	0.00	0	0.00	0	0.00	5.23
Total	1300000	39.99	0	0.00	0.00	0	0.00	0	0.00	39.99

(1)(c)(i) Statement Showing Holding of Securities includes (shares, warrants, convertible securities) of person belonging to the category "public " and holding more than 1% of the total number of shares

S.No.	Name of the Shareholder	No. of Shares held	Shares as % of Total No. of Shares	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				No. of warrants held	As a % total no. of warrants of the same class	No. of convertible securities held	% w.r.t total no. of convertible securities of the same class	
1	PRABHA GUPTA	162000	4.98	0	0.00	0	0.00	4.98
2	SUNIL KUMAR MISHRA	100800	3.10	0	0.00	0	0.00	3.10
3	MAHENDRA KHANDELWAL	100000	3.08	0	0.00	0	0.00	3.08
4	MURARI LAL VYAS	99400	3.06	0	0.00	0	0.00	3.06
5	DIPTANSHU GUPTA	80000	2.46	0	0.00	0	0.00	2.46

6	VIJAY LAXMI GUPTA	71200	2.19	0	0.00	0	0.00	2.19
7	RINKU KHANDELWAL	69300	2.13	0	0.00	0	0.00	2.13
8	VIBHA KHANDELWAL	64000	1.97	0	0.00	0	0.00	1.97
9	RISHI TAMBHI	60000	1.85	0	0.00	0	0.00	1.85
10	KAUSHALYA DEVI GHIYA	55800	1.72	0	0.00	0	0.00	1.72
11	NAVAL BIHARI KHANDELWAL	50100	1.54	0	0.00	0	0.00	1.54
12	SYLVESTER NORONHA	50000	1.54	0	0.00	0	0.00	1.54
	Total	962600	29.61	0	0.00	0	0.00	29.61

(1)(c)(ii) Statement Showing Holding of Securities includes (shares, warrants, convertible securities) of person belonging to the category "public" and holding more than 5% of the total number of the share of the Company

S.No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	No. of Shares	Shares as % of Total No. of Shares	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
-----NOT APPLICABLE-----								

(1)(d) Statement showing details of locked-in shares

S.No.	Name of the Shareholder	No. of Shares	Locked-in Shares as % of Total No. of Shares
-----NOT APPLICABLE-----			

(II)(a) Statement showing details of Depository Receipts (DRs)

S.No.	Type of Outstanding DR (ADRs, GDRs, SDRs, etc.)	No. of Outstanding DRs	No. of Shares Underlying outstanding DRs	Shares Underlying Outstanding DRs as % of Total No. of Shares
-----NOT APPLICABLE-----				

(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by "promoter/promoter group" are in excess of 1% of the total number of shares

S.No.	Name of the DR Holder	Type of Outstanding DR (ADRs, GDRs, SDRs, etc.)	No. of Shares Underlying Outstanding DRs	Shares Underlying Outstanding DRs as a % of Total No. of Shares
-----NOT APPLICABLE-----				

LIST OF TOP 10 SHAREHOLDERS ALONGWITH THE NUMBER OF SHARES HELD

S. No	Name of Shareholders	No of Shares	% of total No. of Shares
1	UNIQUE TECHNO ASSOCIATES PVT. LTD.	170000	5.23
2	PRABHA GUPTA	162000	4.98
3	SUNIDHI KHUTETA	161000	4.95
4	RAJ KHUTETA	124000	3.81
5	SUNIL KUMAR MISHRA	100800	3.10
6	MAHENDRA KHANDELWAL	100000	3.08
7	MURARI LAL VYAS	99400	3.06
8	ORCHID SECURITIES PVT. LTD.	91500	2.81
9	DIPTANSHU GUPTA	80000	2.46
10	VIKRANT KHANDELWAL	79600	2.45

Details of Outstanding Convertible Instruments including Warrants Pending Conversion.

Not Applicable

Details of Group/Subsidiary companies, such as name of the company, the stock exchanges where they are listed and the market prices of their securities during the week preceding the date of application for listing on this Exchange.

Our Company does not have any Group / Subsidiary Companies which are listed on any stock exchange.

Statement showing dividends and cash bonuses paid during the last 10 years or such shorter period as the company has been in existence.

Our Company has not allowed for any dividend and cash bonuses at any time during the last 10 years.

Statement containing particulars of the dates of and parties to all material contracts, agreements (including agreements for technical advice and collaboration), concessions and similar other documents (except those entered into in the ordinary course of business carried on or intended to be carried on by the company) together with the brief description of terms, subject matter and general nature of the documents, if applicable.

Not Applicable.

Statement containing particulars of any commission, brokerage, discount or other special terms including an option for the issue of any kind of securities granted to any person, if applicable.

Not Applicable.

SECTION IV –ABOUT THE COMPANY

BUSINESS OVERVIEW

INTRODUCTION

Continental Securities Limited (registered with the Reserve Bank of India (RBI) as a Non-Banking Financial Company), is presently engaged in business of investment in securities, inter-corporate loans, advances and such allied fund based activities.

PRODUCTS AND SERVICES

Investment in Securities

Investment in Securities can be related to high returns and low expenses with the process of liberalization and deregulation in the country. The policies of the government have made this area as an attributive option for financial service companies.

Inter-corporate Loans

Continental Securities Limited proposes to integrate its financial services activities by entering into expanding its operations in Inter Corporate Loans. Commercial banks also offer this facility, but this is found to be inadequate and the finance Companies can be an alternate source.

Loans and Advances

Our Company does the business of financing and advancing short term and long term loans, credits, to individuals or associations of person by a whatever name called either on securities such as land, buildings or part thereof, machinery, plants, shares, debentures, government securities, stock certificates, life insurance policies, units, stock-in-trade or on guarantee on such terms as may seem expedient and to release or discharge any debt or obligation owing to the company.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Continental Securities Limited is a NBFC and is engaged mainly in the business of investing in Securities. The industry structure relevant to the Company's operations is mainly concerned with the loans and advances.

The NBFCs sector is undergoing a significant transformation at present and has come to be recognized as an important element of the financial system. The recent issue in financial sector has highlighted the necessity, importance and significant role, the NBFCs play in development of nation's infrastructure.

In the financial system of India, importance of NBFCs has been much discussed. RBI has been setting right its regulatory and supervising policies from time to time to keep pace with the changes in the environment.

NBFCs have been actively fuelling the growth of the economy – especially the infrastructure part of the economy and have been supplementing the Banking system effectively and thus enhancing competition and diversification in the financial sector.

The NBFCs have attracted substantial investments during the recent years both from the retail and from the wholesale side. The growth also has been significant during this year. The NBFCs have been catalysts in accelerating the growth in the semi urban and rural areas. The projections made by RBI and other financial forecasts give substantial growth opportunities for the industry in the coming years.

FUTURE BUSINESS PROSPECTUS

With the gradual liberalization of the capital market, the financial sector in the country is opening up and thus providing an increasing array of business opportunities in domestic as well as global context. The most remunerative field of investment is capital and money market as is apparent from the shifting of the household savings from fixed interest bearing securities to the primary and secondary market operations, as disclosed in the Bombay Stock Exchange directory. The economy of India is experiencing the vast rehabilitating measures adopted by the government after the deteriorated situation in 1990-91, Extensive reforms in form of liberalization and globalization has been inducted in Indian economy policy and as a result of which the companies in India have been able to exploit lots of potential in the industrial and financial channels of production and services.

OPPORTUNITIES & THREATS

Capital markets at present are going through turbulent times due to slow-down in domestic economy, slow-down in reforms, uncertain global economic environment, economic crisis faced by a few countries in Europe, fluctuations in currency rates, etc. Although the inflation has remained steady during the year but it is still under pressure due to hike in petrol prices, burden of diesel subsidies, high fiscal deficit, etc. However, we feel that the opportunities will soon arise in the markets upon the corrective policies by the government and better fiscal management which will strengthen the economy.

The NBFC industry holds immense potential and the Government of India's increased focus towards Financial Inclusion has created various opportunities for existing NBFCs to leverage on their established customer base in rural areas. The recent steps by the Government of India to create Infrastructure for NBFC and to provide banking license for NBFCs is a positive signal. The above opportunities have made the Industry highly competitive with the emergence of new category of systematically important NBFCs. Along with existing local and Multinational players leading to tough competition within the industry.

CHALLENGES & FUTURE OUTLOOK

While NBFCs have witnessed substantial growth over the years, there are few areas of concern which need to be addressed. For instance, while NBFCs have enjoyed an edge over banks in semi-urban & rural markets where banking network is not yet strong, they have limited spread in urban markets. Nonetheless, in recent years, NBFCs have begun to create niches for themselves that are often neglected by banks. These primarily include providing finance to non-salaried individuals, traders, transporters, stock brokers, etc.

The growth of the Company depends directly upon the performance of the Securities Market, the Regulatory framework and other micro and macro economic factors in the economy viz-a-viz movements in the interest rates, fluctuation in the currency rates, etc. that have a direct bearing on the investment decisions of the Company.

HUMAN RESOURCES MANAGEMENT

The Company's belief in trust, transparency and teamwork improved employee efficiency at all levels. The Company's commitment to harmonious industrial relations resulted in enhancing effectiveness of operations and enabled the achievement of benchmarks in industry. The company's ongoing objective is to create an inspirational work climate where talented employees engaged in creating sustained value for the stakeholders.

Training and orientation programs are being arranged periodically, to update the employees in the work techniques. The overall human resources are positive and we would be able to effectively achieve the desired objectives. The Company has developed an environment of harmonious and cordial relations with its employees.

INTERNAL CONTROL SYSTEMS

The Company has built adequate systems of internal controls towards achieving efficiency and effectiveness in operations, optimum utilization of resources, and effective monitoring thereof as well as compliance with all applicable laws. The internal control mechanism comprises of well-defined organization structure, documented policy guidelines, predetermined authority levels and processes commensurate with the level of responsibility.

SWOT ANALYSIS

<p>STRENGTHS</p> <ul style="list-style-type: none"> ✓ Strong customer relationship ✓ Experienced Management Team ✓ Easy and fast appraisal and disbursements ✓ Focus on Recovery 	<p>WEAKNESSES</p> <ul style="list-style-type: none"> ✓ Inherent credit risk due to involvement in fund based activities ✓ Recession in any of the industries where the company has deployed/proposes to deploy its funds ✓ Higher regulatory restrictions
<p>OPPORTUNITIES</p> <ul style="list-style-type: none"> ✓ Capital market provides ample opportunities for profitable investments ✓ Blurring gap with banks in terms of cost of funds ✓ Rapid industrial & infrastructural development leads to growth of financial services industry ✓ Personal loans, home equity, IPO financing are new areas to boost profitability 	<p>THREATS</p> <ul style="list-style-type: none"> ✓ Increased competition from public sector institutions, banks and other companies ✓ Economic crisis and economic instability ✓ Growing retail thrust within banks ✓ Entry of foreign players in post 2009 scenario

HISTORY AND CORPORATE STRUCTURE

Our Company was originally incorporated on March 30, 1990, as “Home Land Finance & Consultants Private Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Rajasthan, Jaipur. Subsequently, the name of our Company was changed to “Continental Securities Private Limited” vide a fresh Certificate of Incorporation dated January 20, 1995 issued by the Registrar of Companies, Rajasthan, Jaipur. Subsequently, our Company was converted into a public limited consequent to name change to “Continental Securities Limited” vide a fresh Certificate of Incorporation dated February 1, 1995 issued by the Registrar of Companies, Rajasthan, Jaipur. The Corporate Identification Number of the Company is L67120RJ1990PLC005371.

The Registered Office as well as Head Office of our company is situated at Flat No. 301, Metro Plaza, Parivahan Marg, Jaipur-302 001.

BUSINESS MODEL

Continental Securities Limited is a Non Banking Financial Company (NBFC). The Company obtained its Certificate of Registration from RBI to carry on the business of non –banking financial institution (not to accept public deposits) on 3rd March, 1988. The Registration no. of the Company with RBI is 10.00022. At present, the Company is carrying on NBFC’S activities.

The company is presently engaged in business of investment in securities, inter-corporate loans, advances and such allied fund based activities.

The Company will continue its focus and efforts in capital market as well as in making loans to the potential and sound borrowers. The Directors of the company are optimistic that company would be able to fetch better returns in the future.

CHANGES IN MEMORANDUM OF ASSOCIATION

Except as stated below there has been no change in the Memorandum of Association of our Company since its Incorporation:

S.NO.	PARTICULARS	DATE OF MEETING	TYPE OF MEETING
1	Authorized Capital with ₹ 5 Lacs divided into in 5,000 Equity Shares of ₹100/- each.	On Incorporation of Company	
2	Increase in the authorized share capital of the Company from ₹ 5 Lacs divided into 5,000 Equity Shares of ₹ 100/- each to ₹ 20 Lacs divided into 20,000 Equity Shares of ₹100/- each.	28.08.1991	EGM
3	Subdivision of shares from ₹ 100 to ₹10 each.	31.12.1994	EGM
Sub-division of Shares			

4	Increase in the authorized share capital of the Company from ₹ 20 Lacs divided into 2,00,000 Equity Shares of ₹10/- each to ₹ 100 Lacs divided into 10,00,000 Equity Shares of ₹10/- each.	31.12.1994	EGM
5	Increase in the authorized share capital of the Company from ₹ 100 Lacs divided into 10,00,000 Equity Shares of ₹10/- each to ₹ 400 Lacs divided into 40,00,000 Equity Shares of ₹10/- each.	15.09.1995	EGM
6	Name change of the company from "Home Land Finance & Consultants Private Limited" to "Continental Securities Private Limited".	20.01.1995	EGM
7	Conversion of the company to public Company by deleting the word "private" from "Continental Securities Private Limited".	25.01.1995	EGM

MAIN OBJECTS OF OUR COMPANY:

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To invest in, acquire, hold, buy, sell or otherwise, dispose off or deal in any kind of shares, debentures, debenture stocks, bonds, units, gold, silver and real estate, obligations and securities issued or guaranteed by any government, state, municipal or civil body, financial institutions, commercial papers, negotiable instruments and papers, all types of instrument and to carry on the business of stock broking, sub-broking and its allied matters, viz. acting as underwriters, brokers, advisors to the issue of securities, dealers in securities, merchant bankers in all its aspects, issue house managers, market makers, registrar to the issue of securities, share transfer agents, investment business, public issue subscription, portfolio management, investment consulting, fixed deposit brokers, inter corporate investment convassers, finance and discount brokers, advisors, promoters, advertisement consultants to issue of securities of all kinds and types in all their aspect in or outside India and to apply for and become a corporate member or and dealer of any stock exchanges or over the counter exchanges (OTCEI) in India or national stock exchanges if permissible by law and to establish safe lockers, vaults and provide custodian services.
2. To carry on the business of hire purchase, leasing or financing of all consumer durable industrial and commercial properties, assets, vehicles, machinery, tools, equipments, computers and instruments of all description, refrigerators, air conditioners, washing machines and household equipment and movable properties of any kind, including machinery, plant of all kinds, to buy, sell, alter, repair, exchange and deal in and finance the sale of furniture, apparatus, machinery and all sort of other materials, goods, articles and equipments materials, goods and articles and to hire out or sale on hire purchase system and to take or grant on lease, hire purchase or acquire by license or otherwise dispose of any mines, mills, factories, plants, works, vessels, boats, barges, launches, lorries, cars, air plants, wagons, carts, machinery, equipments, accessories, apparatus, stock-in-trade, patents, inventories, trade- marks, rights, privileges of any description.

3. To establish in India or abroad, set-up, organize, maintain, support, assist and/or conduct training classes, schools, colleges and other educational institutions to organize educational programme, lectures, seminars, symposium on subjects and in respect of operating computers, computer programming, computer training, computer manufacturing, computer technology, development of hardware and software, state of the art of computer technology and to award degrees, diplomas and certificates to trainees, students and other persons and to establish, promote, organize, support and maintain EDP centres.
4. To provide project monitoring and implementation assistance, to identify and advice for project opportunities in India and abroad, preparation of project reports, techno economic feasibility reports, provide all types of project technical services, to advice on capital structure schemes, managing finance from financial institutions and banks, to provide investment advisory services and all types of corporate advisory services.

MATERIAL CONTRACTS

The Company has not entered into any material contract, concessions and similar other documents except those entered into in the ordinary course of the business carried on or intended to be carried on by the company.

OUR SUBSIDIARIES

As on date of the Information Memorandum our Company has no subsidiary.

COLLABORATIONS

The Company has so far not entered into any technical or financial collaboration agreement.

MANAGEMENT

BOARD OF DIRECTORS

Under our Articles of Association, our Company is required to have not less than three (3) directors and not more than fifteen (15) directors. Our Company currently has 5 directors on Board. The following table sets forth current details regarding our Board of Directors:

S.No.	Name, Father's name, Address, Experience, Occupation, Qualification & DIN	Age	Status of Directorship in our Company	Other Directorships
1	Mr. Madan Lal Khandelwal Father's Name – Mr. Ram Swaroop Khandelwal Address – A-2, Opp. Udyog Bhawan, C-Scheme, Jaipur- 302 005 Experience - 46 Years Occupation -Business Qualifications - M.Tech DIN - 00414717 PAN - ABQPK 1533 K	69 years	Non Executive Director	❖ Continental Petroleums Limited ❖ Unique Techno Associates Private Limited
2	Mr. Rajesh Khuteta Father's Name – Mr. Shyam Lal Khuteta Address – 2, Modi Nagar, Ajmer Road, Jaipur- 302 019 Experience - 25 Years Occupation - Business Qualifications - B.Com DIN – 00167672 PAN - ACRPK 7254 P	45 years	Managing Director	❖ Orchid Securities Private Limited
3	Mr. Suresh Kumar Gupta Father's Name – Mr. Radhey Shyam Akar Address – B-15, Saket Colony, Adarsh Nagar, Jaipur- 302 004 Experience - 25 Years Occupation – Professional Qualifications – B.Com, M.Com, FCA, DISA DIN – 00217474 PAN - ABYPG 2140 A	50 years	Additional Director	❖ Satiny Project Consultants Private Limited ❖ Synergy Buildcon Private Limited ❖ Indo Thai Developers Private Limited ❖ Satiny Constructions Limited ❖ Satiny Infraheights Private Limited

4	<p>Mr. Vishnu Dusad Father's Name – Mr. Ram Prasad Dusad Address – 435-A, Vidyut Nagar A, Ajmer Road, Jaipur- 302 006 Experience - 25 Years Occupation – Business Qualifications – B.E., Diploma in Mgmt. DIN – 03041606 PAN- ACGPD 1082 M</p>	50 years	Additional Director	<ul style="list-style-type: none"> ❖ Varshit Electricals Private Limited ❖ Varshit CSC Engineers India Private Limited
5	<p>Mrs. Ruchi Gupta Father's Name – Mr. Suresh Gupta Address – 1-A, Modi Nagar, Purani Chungi Naka, Ajmer Raod, Jaipur- 302 019 Experience - 4 Years Occupation – Professional Qualifications – B.Com, M.Com, CS DIN – 06827155 PAN- AYSPG5708P</p>	28 years	Additional Director	-----

BRIEF PROFILE OF DIRECTORS

A. Mr. Madan Lal Khandelwal

Mr. Madan Lal Khandelwal aged 69 years, the Director on the Board as Non Executive Director of our company is an industrialist and M.Tech from IIT Delhi. He possesses about 46 years of management experience including 10 years abroad in Kuwait & Iraq on various executive positions in various corporate. His broad based management expertise includes corporate finance, strategic planning & production, marketing management, investment decisions, and consultancy services in the field of petroleum and lubricants.

B. Mr. Rajesh Khuteta

Mr. Rajesh Khuteta, the Promoter & Managing Director, aged about 45 years, is a graduate having experience of more than twenty five years in financial services, such as, leasing, fund based activities and investment in securities. The experience of Mr. Rajesh Khuteta includes working as an independent consultant in the area of financial services. He specialises in equity research and corporate analysis to judiciously finalise and advice the investment decision. He has been the Chief Executive at Continental Securities Limited since its inception.

C. Mr. Suresh Kumar Gupta

Mr. Suresh Kumar Gupta aged 50 years, the Director on the Board as Non Executive Independent Director of our company holds a Bachelors as well as Masters degree in Commerce from University of Rajasthan. He is also a Fellow Member of The Institute of Chartered Accountants of India. He possess vast experience of around 25 years in auditing, finance, taxation, etc. including serving on various top positions in corporate world. He is currently working as partner of M/s Suresh R Gupta, Chartered Accountants.

D. Mr. Vishnu Dusad

Mr. Vishnu Dusad aged 50 years, the Director on the Board as Non Executive Independent Director of our company is a B.E. (Electrical Engineering) and also holds diploma in Management from IGNOU. He is an Associate member of Institute of Engineers (India). He possess about 25 years of experience as engineer and has vast exposure of detailed planning, designing and construction of electrical infrastructure for industrial, commercial and housing projects.

E. Mrs. Ruchi Gupta

Mrs. Ruchi Gupta aged 28 years, the Director on the Board as Non Executive Independent Director of our company holds a Bachelors as well as Masters degree in Commerce. She is also a qualified Company Secretary and currently pursuing Ph.D in ABST. She possess around 4 years of experience in the line of industry.

CHANGES IN BOARD OF DIRECTORS DURING LAST THREE YEARS

There has been no change in our board of Director, except the below changes:-

Sr. No.	Name of Director	Appointment	Cessation
1.	Mr. Suresh Kumar Gupta	04.12.2013	----
2.	Mr. Vishnu Dusad	29.03.2014	----
3.	Mrs. Ruchi Gupta	29.03.2014	----

SHAREHOLDING OF DIRECTORS

Sr. No.	Name of Director	No. of Shares Held	% of Total No. of Shares
1	Mr. Madan Lal khandelwal	70400	2.17
2	Mr. Rajesh Khuteta	16500	0.51

COMPENSATION OF DIRECTORS

The aggregate value of salary and perquisite paid to Managing Director of the Company during the current year ended 31st March, 2013 and during the previous year ended 31st March 2012 are as below:- (Amount In ₹)

S. No.	Name & Designation	Salary and Perquisites	
		31 st March 2013	31 st March 2012
1)	Mr. Rajesh Khuteta (Managing Director)	384,000.00	354,000.00

CORPORATE GOVERNANCE

Corporate Governance is administered through our Board and the Committees of the Board. In compliance with Clause 49 of the Listing Agreement with the Stock Exchange, we have formed the Audit Committee, Shareholders' / Investors Grievance Committee and Remuneration Committee. However, the primary responsibility for upholding Corporate Governance and providing necessary disclosures within the framework of legal provisions and institutional conventions with commitment to enhance shareholders' value vests with our Board.

Our Company being listed Company; we are in compliance with the applicable provisions of the Listing Agreements pertaining to Corporate Governance, including composition of Board of Directors, appointment of Independent Directors.

The Board of Directors of the Company consists of 5 (Five) members and out of 5 (Five) Directors 3 (Three) are Non Executive Independent Directors, 1 (One) is Non-Executive Directors and 1(One) is Executive Director.

Our Company has constituted an Audit Committee, Remuneration Committee and Shareholders/Investor's Grievance committee, as per the provisions of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement to be entered with Stock Exchanges. The terms of reference of Audit Committee, Remuneration Committee and Shareholders/Investor's Grievance committee complies with the requirements of Clause 49 of the Listing Agreement, entered into with the Stock Exchanges.

In terms of the above stated provision of listing agreement, the Company originally constituted its Audit Committee, Remuneration Committee and Shareholder/ Investor Grievance Committee on 31st March, 2014.

Committee	Name of the Director	Designation
Audit Committee		
	Mr. Suresh Kumar Gupta	Chairman
	Mr. Vishnu Dusad	Member
	Mrs. Ruchi Gupta	Member
Remuneration Committee		
	Mr. Suresh Kumar Gupta	Chairman
	Mr. Vishnu Dusad	Member
	Mrs. Ruchi Gupta	Member
Shareholder/ Investor Grievance Committee		
	Mr. Suresh Kumar Gupta	Chairman
	Mr. Vishnu Dusad	Member
	Mrs. Ruchi Gupta	Member

BOARD PROCEDURE

The Board of Directors meets at least once in a quarter and there will be not less than 4 meetings in a year. The agenda for the meeting together with the relevant notes are circulated in accordance with the provisions of the Companies Act, 1956.

REPORT ON CORPORATE GOVERNANCE

Our Company is in compliance with the provisions of the clause 49 of the Listing Agreement of the Stock Exchange.

CODE OF CONDUCT

The Company has adopted the Code of Conduct and ethics for Directors and Senior Management. The code has been circulated to all the Member of the Board and Senior Management and the same has been put on the company's website www.continentalsecuritiesltd.com. The Board Members and Senior Management has affirmed their compliance with the code of conduct and a declaration signed by the Managing Director of the Company is appearing elsewhere in the Annual Report.

COMPLIANCE WITH LISTING AGREEMENT

Our Company is listed on Ahmedabad Stock Exchange Limited, Delhi Stock Exchange Limited and Jaipur Stock Exchange Limited has complied with the requirements under the Listing Agreement of ASEL, DSEL and JSEL. The requisite annual listing fee to the ASEL, DSEL and JSEL for the year 2012-13 and 2013-14 has been paid.

DECLARATION OF OPERATING RESULTS

We declare the Quarterly operating results which are reported to the Stock Exchange in compliance with the provisions of the Listing Agreement. The un-audited/audited quarterly results are declared as per Clause 41 of the Listing Agreement.

PAYMENT OR BENEFITS

No amount or benefit (other than salary) has been paid or given by Our Company within two preceding years or intended to be given to any officer of Our Company.

LOAN TAKEN BY DIRECTORS/ KEY MANAGEMENT PERSONNEL

Our Company has not provided any loan to Directors / Key Managerial Personnel.

OUR PROMOTERS

Our Promoter is Mr. Rajesh Khuteta.

A. Mr. Rajesh Khuteta

Mr. Rajesh Khuteta, the Promoter & Managing Director, aged about 45 years, is a graduate having experience of more than twenty five years in financial services, such as, leasing, fund based activities and investment in securities. The experience of Mr. Rajesh Khuteta includes working as an independent consultant in the area of financial services. He specialises in equity research and corporate analysis to judiciously finalise and advice the investment decision. He has been the Chief Executive at Continental Securities Limited since its inception.

Identification

Particulars	Details
Name	Rajesh Khuteta
Permanent Account Number	ACRPK 7254 P
Driving License Number	RJ-14/DLC/08/734722

OUR PROMOTER GROUP

Promoter Group Entities as per Regulation 2 sub regulation (zb) of SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009

a) The immediate relative (Individual) of the promoter

Relationship	Mr. Rajesh Khuteta
Father	Mr. Shyam Lal Khuteta
Mother	Mrs. Raj Khuteta
Spouse	Mrs. Hemlata Khuteta
Brother	Mr. Nitin Khuteta
Sister	Mrs. Mamta Arora
Son	Mr. Yash Khuteta
Daughter	Ms. Sunidhi Khuteta Ms. Mahima Khuteta
Spouse's Father	Mr. Madan Lal Khandelwal
Spouse's Mother	Late Mrs. Bhagwati Khandelwal
Spouse's Brother	Mr. Navneet Khandelwal Mr. Vikrant Khandelwal
Spouse's Sister	N.A.

b) Companies, Firms and HUFs which form part of our Promoter Group are as follows:

S.No.	Nature of Relationship	Entity
(1)	Any company in which 10% or more of the share capital is held by the Promoter or an immediate relative of the Promoter or a firm or HUF in which the Promoter or any one or more of his immediate relative is a member	➤ Orchid Securities Private Limited
(2)	Any company in which a company mentioned in (1) above, holds 10% or more of the total share capital	-
(3)	Any HUF or firm in which the aggregate share of the Promoter and his immediate relatives is equal to or more than 10% of the total holding	Firms: - N.A. Hindu Undivided Family:- M/s Rajesh Khuteta (HUF)

OUR GROUP ENTITIES

1. ORCHID SECURITIES PRIVATE LIMITED**Corporate Information**

Orchid Securities Pvt. Ltd. was incorporated on 01.11.1994 vide Certificate of Incorporation issued by the Registrar of Companies, Rajasthan at Jaipur. The CIN of Orchid Securities Pvt. Ltd. is U67120RJ1994PTC008984.

Main Objects

The main object of the Company is to carry on the business of an investment company and shares and stock brokers to underwrite to sub-underwrite to invest in and acquire and hold, sell, buy or otherwise deal in shares, debentures, debenture-stocks, bonds, units, obligations and securities issued or guaranteed by Indian or foreign governments, state, dominions, sovereign, municipalities, or public authorities or bodies, and shares, stocks, debentures, debenture-stock, bonds, obligations and securities issued and guaranteed by any company, corporation, firm or person whether incorporated or established in India or elsewhere.

To act as financial consultants, management consultants, and provide advise services, consultancy, in various fields, general administrative, secretarial, commercial, financial, legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control and data processing.

To take part in the formation, supervision or control of the business of operations of any company or undertaking and for that purpose to act as an issue house, registrars and share transfer agents, secretaries, financial advisors or technical consultants or in any other capacity.

To manage investment pools, mutual funds, syndicate in share stocks, securities, finance and real estate.

To carry on the business of bills discounting, bills purchasing and of leasing and hire purchase company and to acquire, to provide on lease or to provide entire purchase basis all types of industrial and office, plant, equipments, machinery, vehicles, buildings.

Interest of Promoter

Our Promoter, Mr. Rajesh Khuteta holds 4.99% shares in the Company.

2. HINDU UNDIVIDED FAMILY WITHIN OUR GROUP ENTITIES

Sr. No.	Name of HUF	Name of Karta	Members of HUF
1)	Rajesh Khuteta (HUF) PAN – AAKHR 4070 D	Mr. Rajesh Khuteta	Mrs. Hemlata Khuteta Mr. Yash Khuteta Ms. Sunidhi Khuteta Ms. Mahima Khuteta

SECTION V – OUTSTANDING LITIGATION & MATERIAL DEVELOPMENT

There are no outstanding or pending litigation, suit, criminal or civil prosecution, proceeding or tax liabilities against our Company, Promoters, Directors, Promoter Group Companies that would have a material adverse effect on our business and there are no defaults, non-payment or overdue of statutory dues, institutional/ bank dues that would have a material adverse effect on our business.

MATERIAL DEVELOPMENTS

There have not arisen, since the date of the last financial statements disclosed in this Information Memorandum, any circumstances which materially and adversely affect or are likely to affect the performance and prospects of the Company in any manner.

SECTION VI – DISCLAIMER CLAUSE OF BSE

As required, a copy of this Information Memorandum is being submitted to BSE.
The BSE does not in any manner:

- Warrant, certify or endorse the correctness or completeness of any of the contents of this Information Memorandum; or
- Warrant that this Company's securities will be traded or will continue to be traded on the BSE; or
- Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

And it should not for any reason be deemed or construed to mean that this Information Memorandum has been cleared or approved by the BSE. Every person who desires to acquire any securities of this company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription / acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Filing

Copies of Information Memorandum have been filed with BSE in due compliance.

Listing

Application has been made to BSE for permission to deal in and for an official quotation of the Equity Shares of the Company. The Company has already taken steps for the completion of necessary formalities for commencement of trading at the Stock Exchanges mentioned above.

SECTION VII- MATERIAL DOCUMENTS FOR INSPECTION

1. Memorandum and Articles of Association of the Company, as amended.
2. Certificate of Incorporation dated 30th March, 1990 of the Company.
3. Fresh Certificate of Incorporation consequent on Change of Name dated 20th January, 1995.
4. Fresh Certificate of Incorporation consequent on Change of status to public company dated 1st February, 1995.
5. Copies of Annual Reports of Continental Securities Limited for the last three financial years ended 31st March, 2013, 31st March, 2012 and 31st March, 2011.
6. Copy of Prospectus dated 22nd January, 1996 issued by the Company for Initial Public Offer.
7. Agreement among CDSL, our Company and the Registrar to the Issue.

SECTION VIII- DECLARATION

All relevant provisions of the Companies Act, 1956 and the Companies Act, 2013 (to the extent applicable) and all the legal requirements connected with the Direct Listing as also the guidelines, instructions etc. issued by SEBI, Government and any other competent authority in this behalf have been duly complied with and no statements made in this Information Memorandum are contrary to the provisions of the Companies Act, 1956 and the Companies Act, 2013 (to the extent applicable), the Securities and Exchange Board of India Act, 1992 or the rules made there under or regulations issued, as the case may be. We further certify that all the statements in this Information Memorandum are true and correct.

ON BEHALF OF THE BOARD OF DIRECTORS

For, CONTINENTAL SECURITIES LIMITED

PLACE: JAIPUR
DATE: 21.04.2014

(MR. RAJESH KHUTETA)
MANAGING DIRECTOR