

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

TO ALL THE MEMBERS CONTINENTAL SECURITIES LIMITED

NOTICE is hereby given that the Extra Ordinary General Meeting (EGM) of the Members of CONTINENTAL SECURITIES LIMITED will be held on Wednesday 01 March 2023 at 11.00 A.M (IST) AT Registered office of the company 301, Metro Plaza, Goaplbari, and Jaipur Rajasthan 302001 to transact the following businesses:

The proceedings of the Extra Ordinary General Meeting (EGM) shall be deemed to be conducted at the Registered Office of the Company at 301, Metro Plaza, Goaplbari, Jaipur Rajasthan 302001 which shall be deemed venue of the EGM.

SPECIAL BUSINESSES:

ITEM NO 1: SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS 10/- PER SHARE TO RS. 2 /- PER SHARE

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT:

1. pursuant to the provisions of Section 61(1)(d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Article 47 and other enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, consent of the Members be and is hereby accorded to Sub-divide each of the Equity Shares of the Company having a face value of Rs. 10/- each in the Authorized, Issued, Subscribed and Paid-up Share Capital of the Company be sub-divided into Five (5) Equity Shares having a face value of Rs.2/- each fully paid, of the Company, with effect from the Record Date as may be fixed for the purpose.

pursuant to the Sub-division of the Equity Shares of the Company, all the issued, subscribed and paid-up Equity Shares of nominal value of Rs. 10/- each of the Company existing on the Record Date to be fixed by the Company in consultation with the Stock Exchange where the shares of the Company are listed shall stand Sub-divided into Five (5) Equity Shares of nominal value of Rs.2/- each fully paid up.

upon Sub-division of the Equity Shares as aforesaid, Five (5) Equity Shares of the face value of Rs. 2/- each to be allotted in lieu of existing One (1) Equity Share of Rs 10/- each subject to the terms of the Memorandum and Article of Association of the Company and shall rank pari passu in all respects with the existing fully paid-up Equity Shares of Rs 10/- each of the Company and shall be entitled to participate in full after the Sub-divided Equity Shares are allotted.

upon the Sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of Sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before Sub-division.

the Board of Directors of the Company (“the Board”), (which expression shall also include a committee thereof) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution”.

ITEM NO. 2: ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION CONSEQUENT UPON SUB-DIVISION:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT:

pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 read with other applicable provisions if any of the Companies Act, 2013 (including any amendments there to or re-enactment thereof) and the rules framed thereunder, the consent of the Members of the Company be and is hereby accorded to alter the Authorized Share Capital of the Company from existing Rs 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 Equity Shares of Rs. 10/- each to Rs 10,00,00,000/- (Rupees Ten Crores only) divided into 5,00,00,000 Equity Shares of Rs. 2/- each.

2. the Memorandum of Association of the Company be altered in the following manner i.e., existing Clause V of the Memorandum of Association be deleted and the same will be substituted with the following new clause as Clause V

V . The Authorized Share Capital of the Company from existing Rs 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 Equity Shares of Rs. 10/- each to Rs 10,00,00,000/- (Rupees Ten Crores only) divided into 5,00,00,000 Equity Shares of Rs. 2/- each.

3. For the purpose of the giving effect to this resolution, the Board (which expression shall also include a Committee thereof) , be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution”.

**By the Order of Board of Directors
For Continental Securities Limited
CIN: L67120RJ1990PLC005371**

Registered Office:
Flat No. 301, Metro Plaza, Parivahan Marg;
Jaipur- Rajasthan-302001-India
Website:www.continentalsecuritiesltd.com
E-mail-: continentalsecuritieslimited@gmail.com
Tel. No. 0141-2943037

**Sd/-
Pravita Khandelwal
Company Secretary**

Place: Jaipur
Date: 02.02.2023

NOTES:*

1. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy neednot be a member of the company. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total value of share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The instrument appointing proxy must reach the Registered Office of the Company not later than 48 hours before the time fixed for the meeting. A copy of proxy form for the AGM is enclosed.

2. Members/ proxies/ authorised representatives are requested to bring their duly filled in Attendance slips enclosed herewith to attend the meeting mentioning therein details of their DP and Client ID / Folio No.

3. Corporate members intending to send their authorized representative to attend the meeting pursuant to Section 113 of Companies Act, 2013 are requested to send to the company a certified copy of the relevant Board resolution together with the specimen signature of their authorized representatives to attend and vote on their behalf at the meeting.

4. 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.

5. The explanatory statement pursuant to section 102 of the Companies Act, 2013 ("the Act") in respect of Special businesses set out in Notice above is annexed here to.

6. The Notice of EGM will be sent to those Members whose name will appear in the Register of Members as 03.02.2023.

7. The Register of the members and share transfer books of the Company will remain Closed from 22 February 2023 to 28 February 2023. (Both days inclusive).

8. The Members holding shares in physical form are requested to intimate quoting their Folio Number and the change of address immediately to M/s Beetal Financial Services and Computers Pvt.Ltd (the registrar and transfer Agent) Beetal House, 3rd

Floor, 99 Madangir, Behind LSC, New Delhi 110062.

9. The shareholders holding shares in demat form and have not registered their e-mail IDs with their Depository Participant are requested to register their e-mail address, to enable the Company to use the same for serving documents electronically. Shareholders holding shares in physical form shall provide their e-mail address to RTA.

10. Pursuant to Section 72 of Companies Act, 2013, shareholders holding shares in physical form may file nomination in form SH-13 with the Registrar & share transfer agents of the Company. In respect of shares held in electronic /demat form the nomination form may be filed with respective depository participant.

11. Members desirous of obtaining any information required concerning the accounts of the company and any other information are requested to address their queries to the Company at least seven days in advance of the date of meeting.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to depository participants with whom they maintain their accounts. Members holding shares in physical form have to submit their PAN number and AADHAAR Card Copy to Registrar and Share Transfer Agents of the Company.

13. Members may note that the notice of the Extra Ordinary General meeting will be available on the Company website www.continentalsecuritiesltd.com for their download. The physical copies of the aforesaid documents will also be available for inspection at Registered office of the company for inspection during normal business hours on working days. Even after registering for e - communication, members are entitled to receive copy of above documents in physical form, upon making a request for the same at free of cost.

14. In accordance with rule 20 of the Companies (Management and Administration) amendment Rules 2015, the Company has fixed 22 February 2023 as the cutoff date to determine the eligibility to vote by electronic means or in the general meeting. A person whose name is recorded in register of members or in the register of beneficiary owners maintained by depositories as on the cut off date, i.e 22 February 2023 shall be entitled to avail facility of e-voting as well as voting at the general meeting. Instructions for Members for Remote E-Voting are as under:-CDSL e-Voting System - For Remote E-voting and E-voting during AGM/EGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Sunday 26th February 2023 at 09.00 am

and ends on Tuesday the 28th February 2023 at 5.00 pm. During this period Ordinary members of the Company, as on the cut-off date (record date) of 22nd February 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Ordinary Members who have already voted prior to the Annual general meeting date would not be entitled to vote at the meeting venue.
- (iii) The ordinary members should log on to the e-voting website www.evotingindia.com
- (iv) Click on "members" module.
- (v) Now enter your User ID -Folio number as per company records.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) Enter your PAN no. as per company records - PAN No
- (viii) Enter Bank account no. - Bank account Number
- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m- Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile

INSTRUCTIONS FOR MEMBERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE EGM ARE IS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
2. Only those members, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
3. If any Votes are cast by the members through the e-voting available during the EGM/AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.
4. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

ITEM NO. 1 & 2

Sub-Division of Equity Shares and Alteration of Capital Clause of Memorandum of Association

As the members are aware, the equity shares of your company are listed on the Bombay Stock Exchange. With a view to broad base the investor base by encouraging the participation of the retail investors and also with a view to increase the liquidity of the Company's Shares, the Board of Directors in its meeting held on February 02, 2023 recommended sub-division of the nominal value and paid-up value of (Authorised, Issued, Subscribed and paid-up) of the company from 1 (One) equity share of Rs. 10/- (Rupees Ten only) each into 5 (five) equity shares of Rs. 2/- (Rupees Two only) each. The aforesaid sub-division of equity shares of Rs. 10/- (Rupees Ten only) each into Five (5) equity shares of Rs. 2/- (Rupees Two only) each would require amendment to existing Capital Clause V of the Memorandum of Association.

Pursuant to the provisions of Section 13, and Section 61 of the Companies Act, 2013 approval of the members is required for subdivision of shares and consequent amendment to Clause V of the Memorandum of Association. The Board recommends the Resolutions at item No. 1 and 2 of this Notice, for approval of the Members.

After approval of the resolutions set out at Item Nos. 1 and 2, the Board of Directors or Committee thereof will fix the record date for the purpose of ascertaining the list of members whose shares shall be sub-divided, as proposed above and the same shall be notified to the members through appropriate medium. Members who are holding shares in physical form are required to submit to the company the old share certificate through courier or any other postal medium so that company shall send them new share certificate on their latest address.

A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of Extra Ordinary General Meeting. None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions, except to the extent of equity shares held by them in the Company.

By the Order of Board of Directors
For Continental Securities Limited
CIN: L67120RJ1990PLC005371

Registered Office:
Flat No. 301, Metro Plaza, Parivahan Marg;
Jaipur- Rajasthan-302001-India
Website: www.continentalsecuritiesltd.com
E-mail-: continentalsecuritieslimited@gmail.com
Tel. No. 0141-2943037

Sd/-
Pravita Khandelwal
Company Secretary

Place: Jaipur
Date: 02.02.2023

Continental Securities Limited

CIN NO.: L67120RJ1990PLC005371

Regd Office: Flat No. 301, Metro Plaza, Parivahan Marg, Jaipur-Rajasthan- 302001-
India

Phone: 0141-2377301 **Website:** www.continentalsecuritiesltd.com

Email: continentalsecuritieslimited@gmail.com

Form No. MGT-11

PROXY FORM

**(Pursuant to Section 105(6) of the Companies Act, 2013 and Rules 19(3) of the
Companies**

Management and Administration) Rules, 2014

CIN	L67120RJ1990PLC005371		
Name of the Company	Continental Securities Limited		
Registered Office	Flat No. 301, Metro Plaza, Parivahan Marg, Jaipur-Rajasthan- 302001-India		
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 :

Name			
Address			
E-mail ID		Signature	

OR FAILING HIM

Name			
Address			
E-mail ID		Signature	

OR FAILING HIM

Name			
Address			

E-mail ID		Signature	
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As my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the Extra Ordinary General Meeting of the Company to be held on Wednesday, MARCH 01, 2023 at 11.00 A.M. at Flat No. 301, Metro Plaza, Parivahan Marg, Jaipur-Rajasthan- 302001-India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For*	Against*
Special Business			
01.	To approve the sub division of Equity shares		
02.	To approve Alteration of Capital Clause of Memorandum of Association		

Signed this _____ day of _____ 2023

Signature of Shareholder (s): _____

Signature of Proxy Holder(s): _____

AFFIX REVENUE STAMP

Note:

1. 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.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10%, of the total share capital of the Company carrying voting rights may appoint a single person as a proxy. However, such person shall not act as proxy for any other shareholders.
3. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid. Undated proxy form will also not be considered as valid.
4. *It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Continental Securities Limited

CIN NO.: L67120RJ1990PLC005371

Regd Office: Flat No. 301, Metro Plaza, Parivahan Marg, Jaipur-Rajasthan- 302001-
India

Phone: 0141-2377301 **Website:** www.continentalsecuritiesltd.com

Email: continentalsecuritieslimited@gmail.com

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING ON WEDNESDAY, MARCH 01, 2023

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE
ENTRANCE OF THE MEETING HALL**

Name and Address of the Registered Member	
Folio No. / DP ID. / Client ID	
No. of Shares	

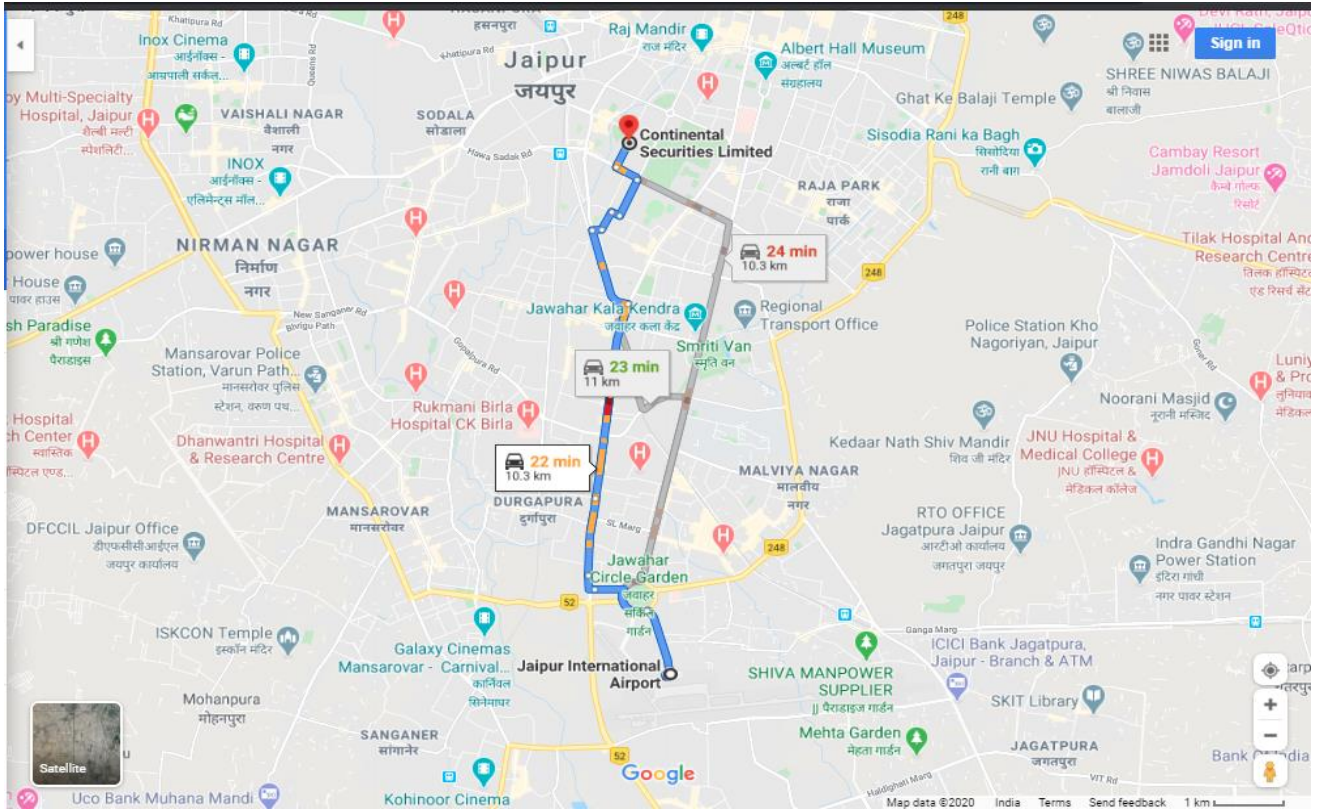
I/We hereby record my/our presence at the Extra Ordinary General Meeting (EGM) of the Company on Wednesday, March 01, 2023 at 11:00 A.M. at “Flat No. 301, Metro Plaza, Parivahan Marg, Jaipur-Rajasthan- 302001-India” or any adjournment thereof.

NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue

[Signature of Shareholders/Proxy(s) Joint member attending the meeting]

Note: Person attending the meeting is requested to bring this Attendance Slip with him/her. Duplicate Attendance Slip will not be issued at the Meeting

MAP TO THE EGM VENUE



EGM VENUE

Flat No. 301, Metro Plaza, Parivahan Marg, Jaipur-Rajasthan- 302001-India