

CONTINENTAL SECURITIES LIMITED



Regd. Office: 301, Metro Plaza, GopalBari, Jaipur-302001

CIN NO: - L67120RJ1990PLC005371

Date: May 10, 2023

To,
BSE Limited
25th Floor, P J Towers, Dalal Street
Mumbai, Maharashtra - 400001, India.

Subject: Notice of the Extra Ordinary General Meeting ("EGM") of the Company as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Scrip Code: 538868

Respected Sir/Ma'am,

Pursuant to the Regulation 30 of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation, 2015, as amended and any other applicable provision, we would like to inform you that the Extra Ordinary General Meeting ("EGM") of the Members of the Company will be held on **Saturday, June 03, 2023**, at **11:00 a.m. (IST)** at the registered office of the Company situated at Flat No. 301, Metro Plaza, Parivahan Marg, Jaipur, Rajasthan 302001.

Significant details with regard to EGM are as under:

Sr. No.	Particulars	Details
1	Cut-off Date for e-voting	Saturday, May 27, 2023
2	Commencement of Remote e-voting	09:00 a.m. (IST) on Wednesday, May 31, 2023
3	End of remote e-voting	05:00 p.m. (IST) on Friday, June 02, 2023

The Notice of EGM is also available on the website of the Company <https://continentalsecuritiesltd.com/investor>

Kindly take the above information on the record.

Thanking You,

For Continental Securities Limited,


Praviha Khandelwal

Company Secretary and Compliance Officer

M.No. 53836

Encl: As above

Phone: +91-141-2377301, Mob. +91-94140-77226 WEBSITE: -CONTINENTALSECURITIESLTD.COM

E-Mail: rk14569@rediffmail.com, continentalsecuritieslimited@gmail.com

CONTINENTAL SECURITIES LIMITED



Regd. Office: 301, Metro Plaza, GopalBari, Jaipur-302001

CIN NO: - L67120RJ1990PLC005371

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given to the Shareholders that an Extraordinary General Meeting (EGM) of the Shareholders of the Company will be held on **Saturday, June 03, 2023, at 11:00 a.m.** at the registered office of the Company situated at Flat No. 301, Metro Plaza, Parivahan Marg, Jaipur-302001, Rajasthan, to transact the following special business.

SPECIAL BUSINESS:

Item 1: To consider and approve the issuance of Convertible Warrants on Preferential Basis

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

RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 read with the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) ("the Act") and Securities and Exchange Board of India (Issue of Capital and Disclosure time to time ("ICDR Regulations"), including the provisions of Chapter V of the ICDR Regulations, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") and the listing agreement executed by the Company with the Stock Exchanges, any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), Ministry of Corporate Affairs ("MCA"), stock exchanges where the shares of the Company is listed namely, BSE Limited ("Stock Exchange"), and/or any other statutory / regulatory authority, provisions under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed thereunder, Memorandum and Articles of Association of the Company, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities (including regulatory or statutory authorities), institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the board of directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot, from time to time in one or more tranches, up to 50,00,000 (Fifty Lakhs) Convertible Share Warrants (herein referred to as "warrants") of the company, at a price of Rs. 10/- per Warrant each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of 2.00/- (Rupee Two Only) at a premium of Rs. 8/- aggregating upto Rs. 5,00,00,000/- (Rupees Five crores only) ("Total Issue Size") on a preferential basis to persons / entity listed below ("Warrant Holder(s)" / "Proposed Allottee(s)") subject to the maximum entitlement of each Warrant Holder as specified below and upon receipt of Rs. 2.50/- for each Warrant, which is equivalent to 25% (twenty five per cent) of the Warrant Issue Price as upfront payment ("Warrant Subscription Price") entitling the Warrant Holder(s) to apply for and get allotted one Equity Share of the Company against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months ("Conversion period") from the date of allotment of Warrants, on payment of Rs. 7.50/- which is equivalent to remaining 75% (Seventy five per cent) of the Warrant Issue Price ("Warrant Exercise Price"), for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of ICDR Regulations, or other applicable laws in this respect:

Sr. No.	Names of the proposed allottees	Category	Number of Warrants	Warrant Subscription Amount (in Rs.)	Warrant Exercise Amount (in Rs.)	PAN
1	Vachi Commercial LLP	Promoter Group	17,00,000	42,50,000	1,27,50,000	AASFV4787B
2	Raahityaa Enterprises LLP	Public	11,00,000	27,50,000	82,50,000	ABAFR6671H
3	Aahwaanith Tradecom LLP	Public	11,00,000	27,50,000	82,50,000	ABQFA6014R
4	Taarush Tradecom LLP	Public	11,00,000	27,50,000	82,50,000	AAPFT8734P
	50,00,000		50,00,000	1,25,00,000	3,75,00,000	

Phone: +91-141-2377301, Mob. +91-94140-77226 WEBSITE: -CONTINENTALSECURITIESLTD.COM

E-Mail: rk14569@rediffmail.com, continentalsecuritieslimited@gmail.com

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Convertible Warrants convertible into Equity shares shall be subject to the following terms and conditions:

- a. The proposed Convertible Warrants shall be issued and allotted by the Company to Proposed Allottees within a period of Fifteen (15) days from the date of passing of this special resolution by the members, provided that where the issue and allotment of the proposed Convertible Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals;
- b. Each Warrant is convertible into One (1) Equity Share and the conversion can be exercised by warrant holder(s), at any time during the period of Eighteen (18) months from the date of allotment of Convertible Warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable;
- c. In accordance with the provisions of Chapter V of ICDR Regulations, Convertible Warrant subscription price equivalent to 25% of the issue price will be payable at the time of subscription and allotment of Convertible Warrants, which would be adjusted by the Company and appropriated against the issue price of the resultant Equity Shares. The balance 75% of the Warrant issue price shall be payable by the warrant holder(s) at the time of exercising conversion of Convertible Warrants;
- d. The warrant holder(s) shall be entitled to exercise the option of exercising any or all of the Convertible Warrants in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of Convertible Warrants proposed to exercise along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares;
- e. The Equity Shares to be so allotted on exercise of Convertible Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company.
- f. In the event the warrant holder(s) does not exercise the Convertible Warrants within Eighteen (18) months from the date of allotment of the Convertible Warrants, then such Convertible Warrants shall lapse and the amount paid shall stand forfeited by the Company;
- g. The Equity Shares arising from the exercise of the Convertible Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- h. The Convertible Warrants and the Equity Shares being allotted pursuant to exercise of such Convertible Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations.
- i. The Proposed Allottee shall pay the consideration of Convertible Warrants convertible into equity shares to the company from their respective bank account and in case of joint holders the consideration shall be paid from the bank account of person whose name appears first in the application.
- j. The Convertible Warrants allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- k. The Convertible Warrants holder may apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants on the payment of the specified consideration against each warrant.
- l. Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of equity shares and perform all such actions as are required including to credit the same to the designated demat account of the Warrant Holder, within 15 days from the date of exercise by the Warrant Holder in terms of regulation 162(2) of the SEBI ICDR Regulations;

- m. The Convertible Warrants by its self until converted into Equity Shares, do not give to the Warrants Holder(s) any voting rights in the Company in respect of such Convertible Warrants.
- n. In terms of Regulation 166 of the ICDR Regulations, the price determined above and the number of Equity shares to be allotted on exercise of the Convertible Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holders in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

RESOLVED FURTHER THAT in terms of regulation 161 of the SEBI ICDR Regulations, the relevant date for the purpose of calculating the floor price for the issue of Warrants is May 04, 2023 being the working day preceding the date that is 30 (thirty) days prior to the date of the EGM scheduled to be held on June 03, 2023 to consider this Preferential Issue ("Relevant Date"). The floor price has been determined in terms of regulation 166A of SEBI ICDR Regulations, which states that the floor price shall be higher of the floor price determined under regulation 164(1) of the SEBI ICDR Regulations or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) or modify the terms of issue of warrants, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make an offer to each of the Proposed Allottees through a private placement offer letter in Form PAS – 4 together with an application form to be issued to the Proposed Allottees inviting them to subscribe to the Warrants, as prescribed under the Companies Act after passing of this resolution with a stipulation that the allotment of the said Warrants would be made only upon receipt of the in-principle approval from the Stock Exchange, receipt of the consideration as aforesaid, receipt of permission from any regulatory or statutory authority and within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT the amount received by the Company for application of the Warrants pursuant to the Preferential Issue shall be kept by the Company in a separate bank account and shall be utilized by the Company only after filing of Form PAS-3 with the Registrar of Companies, Jaipur ("**ROC**") in accordance with Section 42 of the Companies Act and rules made thereunder and such consideration shall be deemed to be considered as Warrant application money and the same may be applied towards allotment of equity shares stated above;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents without being required to seek any fresh approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilization of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary to give effect to the aforesaid resolution including making application to BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Jaipur ("**ROC**"), National Securities Depository Limited Central Depository Services (India) Limited ("**CDSL**") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the issuance of Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Shares to the respective dematerialized securities account of the Investors, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to delegate any or all of the powers conferred upon it by this resolution to any committee of directors of the Company ("**Committee**"), any director(s) and / or officer(s) and / or any person associated with the Company."

"RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

**By Order of the Board
for Continental Securities Limited**

**Sd/-
Pravita Khandelwal
Company Secretary & Compliance Officer
Jaipur, May 10, 2023**

Registered Office:

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

CIN :- L67120RJ1990PLC005371

Email:- continentalsecuritieslimited@gmail.com

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. The instrument appointing a proxy should however be deposited at the registered office of the company duly completed not less than forty-eight hours before the commencement of the meeting.

Pursuant to the provision of Section 105 of the Companies Act, 2013 and the Rules framed thereunder, 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 carrying voting rights. 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 and such proxy shall not act as a proxy for any other person or Member.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the businesses of the Notice, is annexed hereto.
3. The business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 24. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. Additional information pursuant to the Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in respect of the Business to be transacted at the EGM are furnished below in the Explanatory Statement.
7. 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 the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar /Company.

SEBI vide circular dated 3rd November 2021 has mandated the listed companies to have PAN, KYC, bank details and Nomination of all shareholders holding shares in physical form. Folios wherein any one of the cited details / documents are not available with us, on or after 1st April 2023, shall be frozen as per the aforesaid SEBI circular.

8. The investor service requests forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI circular are available on our website <https://continentalsecuritiesltd.com/> In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest.
9. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
10. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

Pursuant to SEBI circular dated 25th January 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal /

exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

11. The Company's shares are listed on BSE Limited, Mumbai.
12. The statutory registers including the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and other relevant documents referred to in the Notice and in the Explanatory Statements will be available for inspection by the members in electronic mode. Members who wish to inspect the documents are requested to write to the company by sending e-mail at continentalsecuritieslimited@gmail.com
13. Members holding shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below AND in case their shares are held in demat, this information should be passed on directly to their respective Depository Participants and not to the Company.

M/s Beetal Financial & Computer Services Private Limited

[Unit: Continental Securities 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

E-mail: beetalrta@gmail.com

14. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in demat form, they must quote their DP ID and Client ID Number.
15. Members/ Proxies/ authorized representatives should bring their duly filled Attendance Slip enclosed herewith to attend the Meeting.
16. Members/ Proxies holding their Shares in Physical mode are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.
17. Members who are holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.
18. The facility for voting through ballot papers will also be made available at the EGM and the members attending the EGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the EGM through ballot process. The Members who have cast their votes by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their votes again.
19. If Members are opting for remote e-voting, they shall not vote by poll paper and vice versa. However, in case Members cast their vote both by poll paper and by remote e-voting, then voting done through remote e-voting shall prevail and voting done by poll paper will be treated as invalid.
20. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio.
21. In an effort to make the Earth a better place to live, the green movement has been sweeping all over the globe. Not only are individuals doing things to help the environment, Companies and governments are as well. The Companies Act, 2013 & SEBI Regulations is a step forward in Promoting "Green Initiative" by providing for service of documents by a Company to its Members through electronic mode. The move of the regulators allows public at large to contribute to the green movement. To support this green initiative of the Government in full measure, in order to save natural resources.

Members may note that the Notice of EGM will also be available on the Company's website <https://continentalsecuritiesltd.com/>, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and Notice will be available on the website of CDSL i.e., www.evotingindia.com.

22. (a) Members who have not registered their e-mail addresses so far, are requested to register their e- mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company

electronically.

(b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

23. The route map of the venue of the Extra-Ordinary General Meeting is appended to this Notice.

24. Voting through electronic means:

- i. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by Central Depository Securities Limited (CDSL). The detailed procedure to be followed in this regard has been given below. The members are requested to go through them carefully.
- ii. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://continentalsecuritiesltd.com/> The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
- iii. The Board of Directors of the Company has appointed Ajay Khandelwal & Associates, Chartered Accountants, Jaipur as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
- iv. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- v. The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility.
- vi. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date, Saturday, May 27, 2023.
- vii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Saturday, May 27, 2023 only shall be entitled to avail the facility of e-voting / remote e-voting.
- viii. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Saturday, May 27, 2023 may obtain the User ID and password from Beetal Financial & Computer Services Private Limited (Registrar & Transfer Agents of the Company).
- ix. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The result of the voting will be announced within 2 working days of the conclusion of the Meeting. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company <https://continentalsecuritiesltd.com/> and on the website of CDSL www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchange.
- x. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Saturday, June 03, 2023.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- a. The voting period begins on Wednesday, May 31, 2023 Start Time: 9:00 a.m. (IST) and ends on Friday, June 02, 2023 End Time: 5:00 p.m. (IST). During this period, shareholders of the Company, holding shares either in

physical form or in dematerialized form, as on the cut-off date i.e. Saturday, May 27, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- d. In terms of SEBI circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

e. **Login method for remote e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demataccount or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the memberid/folio number in the Dividend Bank details field.

f. **After entering these details appropriately, click on “SUBMIT” tab.**

- g. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- h. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
- i. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- j. 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.
- k. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m. 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.
- n. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q. Facility for Non – Individual Shareholders and Custodians –Remote Voting
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval

of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; continentalsecuritieslimited@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

- 1) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- 2) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Registered Office:

Flat No. 301, Metro Plaza, Parivahan Marg

Jaipur Rajasthan 302001 India

CIN :- L67120RJ1990PLC005371

Email:- continentalsecuritieslimited@gmail.com

By Order of the Board

For Continental Securities Limited

Sd/-

Pravita Khandelwal

Company Secretary & Compliance Officer

Jaipur, May 10, 2023

Registered Office:

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

CIN: L67120RJ1990PLC005371

Email: continentalsecuritieslimited@gmail.com

ANNEXURE TO THE NOTICE

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

The following statements sets out all material facts relating to the Special Business mentioned in the accompanying notice:

ITEM NO. 1:

The following disclosure is made in accordance with the provisions of the Companies Act, 2013 (“the Act”) and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended thereof (hereinafter referred to as “**SEBI (ICDR) Regulations**”).

The Board of Directors of the Company at their meeting held on 10th May, 2023, subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of upto 50,00,000 (Fifty Lakhs only) Convertible Share Warrants carrying an entitlement to subscribe to an equivalent number of Equity Shares having face value of Rs. 2/- (Rupees Two Only) at a premium of Rs. 8/- (Rupees Eight Only) each on preferential basis to the persons belonging to the Promoter/ Promoter Group and public category (“*Proposed Allottees*”).

Pursuant to provisions of Section 42 of Companies Act, 2013 (the “Act”) and Rules made thereunder and in accordance with the provisions of Chapter V of “Preferential Issue” of Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2018 (the “ICDR Regulations”) as amended and on terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the members by way of a Special Resolution.

The Board therefore, seeks approval of the members as set out in the notice, by way of Special Resolution to offer, issue and allot 50,00,000 convertible warrants on preferential basis to the proposed allottees.

Each Warrant is convertible into One (1) Equity Share and the conversion can be exercised at any time during the period of Eighteen (18) months from the date of allotment of Convertible Warrants, as the case may be, on such other terms and conditions as applicable, entitling the Proposed Allottee to subscribe to and be allotted the Convertible Warrants convertible into Equity Shares of the Company. It may be noted that all equity shares of the Company are already made fully paid up as on date.

The Company has obtained the Permanent Account Numbers of the proposed allottees.

The proposed issue and allotment of Convertible Warrants, on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Companies Act, 2013 read with the applicable provisions of the rules made there under. Further, in terms of Regulation 163(1) of the SEBI ICDR Regulations and as prescribed under the Companies Act, 2013, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement to the Notice. Without generality to the above, the salient features of the preferential issue of Convertible warrants are:

1. Objects of the preferential issue

The Company proposes to utilize the entire proceeds of the preferential issue of Rs. 5 crores towards augmenting its capital base to meet the future capital requirements for extending the loan facilities to the customers.

Tentative timeline for utilisation of issue proceeds:

We expect to utilize an amount of Rs. 1.25 crore (i.e. 25% of the warrants amount) in F.Y. 2023-24 itself. The balance amount of Rs. 3.75 crore (i.e. 75% of the Warrant amount) shall be payable by the warrant holder(s) at the time of exercising conversion of convertible warrants into equity shares within 18 months of date of allotment of warrants. Accordingly, we expect to utilize remaining amount of Rs. 3.75 crores (i.e. 75% of the warrants amount) by March 31, 2025, subject to the realization of funds from the proposed allottees.

Interim Use of Proceeds

Pending utilization for the purpose set forth above, the Company intends to invest the funds in interest bearing

Government Securities and/or fixed deposits with the banks for the necessary duration.

2. Particulars of the offer including date of passing of Board resolution, kind of securities offered, class of persons, maximum number of securities to be issued and the Issue Price

The Board at their meeting held on May 10, 2023 have, subject to the approval of the Members of the Company and such other approvals as may be required, approved to offer, issue and allot upto 50,00,000 share warrants, each convertible into 1 (one) fully paid-up equity share of the Company of face value Rs. 2 (Rupees Two only) ("Warrants"), at a price of Rs. 10/- each (including the warrant subscription price and the warrant exercise price) payable in cash ("Warrant Issue Price") aggregating upto Rs. 5,00,00,000/- (Rupees Five crores Only) ("Total Issue Size") to persons / entities enlisted below ("Proposed Allottees") belonging to promoter group and to persons other than promoter and Promoter Group of the Company (i.e. public category) on a preferential basis ("Preferential Issue"), out of which 25% (twenty five per cent) of the Warrant Issue Price shall be paid by the proposed allottees to the Company before the allotment of Warrants ("Warrant Subscription Price") and 75% (Seventy five per cent) of the Warrant Issue Price ("Warrant Exercise Price") shall be paid by the proposed allottees to the Company upon exercise of Warrant entitlement.

3. Basis on which the price of the Preferential Issue has been arrived at:

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to allottees, the price of Rs. 10/- each of the Warrants to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated May 04, 2023 issued by Abhinav Rajvanshi (R&A Valuation LLP), independent registered valuer (IBBI Regd. No. IBBI/RV/06/2019/11765), having office at H-15 Chitranganj Marg, C-Scheme, Jaipur, Rajasthan 302001, in accordance with Regulation 166A of the ICDR Regulations ("Valuation Report"). Pursuant to the said Valuation Report, the price of Rs. 9.72/- per equity share has been determined. The Valuation Report shall be available for inspection by the members at registered office of the Company during business hours and the same may be accessed on the Company's website at the link: <https://continentalsecuritiesltd.com/investor>. The equity shares of the Company are frequently traded in accordance with regulation 164(5) of the SEBI ICDR Regulations. In terms of the regulation 164(1) of SEBI ICDR Regulations, the price at which Warrants shall be allotted shall not be less than higher of the following:

- a. the 90 trading days volume weighted average price (VWAP) of the related equity shares quoted on the recognized stock exchange preceding the relevant date (i.e. Rs. 8.55/- in the present case)
- b. the 10 trading days volume weighted average price (VWAP) of the related equity shares quoted on a recognized stock exchange preceding the relevant date (i.e. Rs. 8.83/- in the present case)

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

It is to be noted that the Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations. The Articles of Association of the Company provide that the price of such shares to be determined by the valuation report of a registered valuer, which has been considered in the present case.

Further, in terms of regulation 166A of SEBI ICDR Regulations, the floor price shall be higher of the floor price determined under regulation 164(1) of the SEBI ICDR Regulations or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer.

Considering the above, the minimum price at which the Convertible Warrants on Preferential basis can be issued comes to Rs. 9.72/- each as per Regulation 166A read with Regulation 164(1) of the SEBI ICDR Regulations. However, on the recommendation of the Board of Directors in their meeting held on May 10, 2023, it has been decided to issue convertible warrants at the price of Rs.10.00 per warrant, which is above the floor price determined in accordance with SEBI ICDR Regulations.

4. Amount which the Company intends to raise by way of such securities

Upto Rs. 5,00,00,000/- (Rupees Five crores only).

5. Name of the proposed allottees and the no. of warrants proposed to be allotted to them:

Sr. No.	Names of the proposed allottees	Category	Maximum Nos.of Warrants to be Allotted
1	Vachi Commercial LLP	Promoter Group	17,00,000
2	Raahityaa Enterprises LLP	Public	11,00,000
3	Aahwaanith Tradecom LLP	Public	11,00,000
4	Taarush Tradecom LLP	Public	11,00,000

6. Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer:

The promoter group entity, Vachi Commercial LLP has shown its intent to subscribe to the convertible warrants proposed to be issued by the Company. The terms and conditions subject to which the Vachi Commercial LLP will be subscribing the proposed Convertible Warrants are same at which the other prospective investors will be subscribing the proposed Convertible Warrants. Apart from it, no other Promoter & Promoter Group / Directors / Key Managerial personnel of the Company intend to subscribe to the Warrants under the Preferential Issue. The proposed allotment of convertible warrants is also to be made to the proposed allottees as mentioned in the resolution who are belonging to the category other than promoters.

7. Payment of consideration:

For Warrants: In terms of the provisions of Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to at least 25% (twenty five percent) of the total consideration for the Warrants will be payable at the time of subscription to the Warrants. A Warrant balance exercise price equivalent to the 75% of the issue price shall be payable by the Proposed Allottees at the time of exercising the Warrant.

In case the Warrant holder does not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically. The consideration for the Warrants shall be payable in cash and has to be paid by the Proposed Allottees from their respective bank accounts and in case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

8. Relevant date:

In terms of regulation 161 of the SEBI ICDR Regulations, the relevant date for the purpose of calculating the floor price for the issue of Warrants is May 04, 2023, being the working day preceding the date that is 30 (thirty) days prior to the date of the Extraordinary General Meeting (EGM) scheduled to be held on June 03, 2023 to consider this Preferential Issue.

9. Time frame within which the preferential allotment shall be completed:

As required under the SEBI ICDR Regulations, the Warrants pursuant to Preferential Issue shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this special resolution provided that where the issue and allotment of Warrants are pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

10. The current and proposed status of the allottee(s) post Preferential Issue:

Sr. No.	Names of the proposed allottees	Current Status	Proposed Status (post preferential issue)
1.	Vachi Commercial LLP	Promoter Group	Promoter Group
2.	Raahityaa Enterprises LLP	Non-Promoter/ Public	Non-Promoter/Public
3.	Aahwaanith Tradecom LLP	Public/ Non-Promoter	Non-Promoter/Public
4.	Taarush Tradecom LLP	Non-Promoter/ Public	Non-Promoter/Public

11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Sr. No.	Names of the proposed allottees	Category	Details of Ultimate Beneficial Owners
1.	Vachi Commercial LLP	Promoter Group	Hemant Gupta (50%) Shyam Lal Khuteta (50%)
2.	Raahityaa Enterprises LLP	Public	Sunil Kumar Mishra (50%) Lokesh Sharma (50%)
3.	Aahwaanith Tradecom LLP	Public	Manoj Kumar Sharma (50%) Lokesh Sharma (50%)
4.	Taarush Tradecom LLP	Public	Anil Kumar Lohiya (50%) Murari Lal Vyas (50%)

12. The percentage (%) of Post Preferential Issue Capital that may be held by allottees and Change in Control, if any, consequent to the Preferential Issue:

Sr. No.	Names of the proposed allottees	Category	Pre-preferential Issue		No. of Convertible Warrants to be allotted	Post Preferential issue holding (after conversion of warrants)*	
			No. of Shares	%		No. of Shares	%
1.	Vachi Commercial LLP	Promoter Group	2,50,000	1.18	17,00,000	19,50,000	7.43
2.	Raahityaa Enterprises LLP	Public	60,260	0.28	11,00,000	11,60,260	4.42
3.	Aahwaanith Tradecom LLP	Public	98,875	0.47	11,00,000	11,98,875	4.57
4.	Taarush Tradecom LLP	Public	1,26,105	0.59	11,00,000	12,26,105	4.67

* Assuming all the Warrants issued pursuant to this issue are converted into equity shares of the Company.

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company pursuant to the proposed issue and allotment of convertible warrants including conversion thereof into equity shares.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the conversion of warrants into equity shares.

13. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the current Financial Year 2023-24 or previous financial year 2022-23.

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable. Since, the allotment of Warrants and the equity shares pursuant to the exercise of the Warrants is made for consideration payable in cash.

15. Lock-in period:

The Warrants and the equity shares to be allotted pursuant to the exercise of the Warrants issued on Preferential Issue shall be subject to 'lock-in' for such period(s), as may be applicable to each of the investor(s), in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force. Further, the entire pre-preferential allotment shareholding, if any, of the investor(s) shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of convertible warrants as per regulation 167(6) of the SEBI ICDR Regulations.

16. Listing:

The Company will make an application to BSE (“Stock Exchange”) at which the existing shares are already listed, for listing of the equity shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing equity shares of the Company, in all respects, including voting rights and dividend.

17. Undertakings:

The Company hereby undertakes that:

- i. It is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- ii. As the equity shares of the Company are listed on the Stock Exchanges for a period of more than 90 trading days as on the Relevant Date, the provisions of regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable;
- iii. It would re-compute the price of the securities specified above in terms of the provisions of SEBI ICDR Regulations, if it is required to do so;
- iv. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations the above warrants shall continue to be locked-in till the time such amount is paid by the allottees;
- v. The Proposed Allottees have not sold any equity shares of the Company during 90 trading days preceding the Relevant Date;
- vi. Neither the Company nor any of its Promoters or Directors is a wilful defaulter or a fraudulent borrower;
- vii. Neither the Company nor any of its Promoters or Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- viii. All the equity shares to be allotted pursuant to the exercise of the Warrants held by the Proposed Allottees in the Company will be in dematerialized form;
- ix. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories;
- x. The Company has obtained the permanent account numbers (PAN) of all the Proposed Allottees,
- xi. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the EGM seeking shareholders’ approval by way of special resolution;
- xii. The Company is in compliance with the conditions for continuous listing;
- xiii. No person belonging to the promoters / promoter group have sold/transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- xiv. The issue of Convertible Warrants and resultant Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company.

18. Shareholding pattern of the issuer before and after the preferential issue:

Sr. No.	Category of shareholding	Pre issue#		Post issue*	
		Total No.of shares	% of Total No. of Shares	Total No.of shares	% of Total No. of Shares
(A)	<i>Shareholding of Promoter and Promoter Group</i>				
1	Indians				

Sr. No.	Category of shareholding	Pre issue#		Post issue*	
		Total No. of shares	% of Total No. of Shares	Total No. of shares	% of Total No. of Shares
	Individuals / Hindu Undivided Family	80,71,070	37.98	80,71,070	30.74
	Bodies Corporate	10,52,000	4.95	27,52,000	10.48
	Sub Total (A)	91,23,070	42.93	1,08,23,070	41.23
2	Foreign				
	Individuals (Non-Resident Individuals /Foreign Individuals)	-	-	-	-
	Sub Total (A)(2)	91,23,070	42.93	1,08,23,070	41.23
(B)	Public Shareholdings				
1	Institutional Investors	-	-	-	-
2	Central Government/State Government (s)/ President of India	-	-	-	-
3	Non-Institutions				
	Individual	-	-	-	-
	a) Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	49,09,518	23.10	4909518	18.70
	b) Individual shareholders holding nominal share capital in excess of Rs.2 lakhs.	60,10,938	28.28	60,10,938	22.90
4	NBFCs Registered with RBI	-	-	-	-
5	Employee Trusts	-	-	-	-
6	Any Other (Specify)				
	a) HUF	8,44,811	3.97	8,44,811	3.22
	b) Bodies Corporates	3,27,247	1.54	36,27,247	13.82
	c) NRIs	32,510	0.15	32,510	0.12
	d) Other (Clearing Member/House - Corp)	4,906	0.02	4906	0.02
	Sub Total (B)	1,21,29,930	57.07	1,54,29,930	58.77
	TOTAL (A+B)	2,12,53,000	100.00	2,62,53,000	100.00
(C)	Non-Promoter - Non Public				
1	Shares underlying DRs	-	-	-	-
2	Shares held by Employee Trust	-	-	-	-
	Sub-Total (C)	-	-	-	-
	Grand Total (A+B+C)	2,12,53,000	100.00	2,62,53,000	100.00

#Pre-issue shareholding pattern as on March 31, 2023

*The percentage of post issue shareholding has been calculated on the basis of post preferential capital assuming full conversion of warrants into equity shares.

19. Confirmations regarding willful defaulter or a fraudulent borrower/ fugitives, if any:

Neither the Company nor its promoters nor its Directors have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India. None of the promoters and directors of the Company have been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

20. Practicing Company Secretary' Certificate:

A copy of the certificate from Mahendra Prakash Khandelwal (Membership No. FCS 6266); Proprietor of Mahendra Khandelwal & Co., Practicing Company Secretary certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be made available online on the website of the Company at <https://continentalsecuritiesltd.com/investor>

The same shall also be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting and all also be available during the Extraordinary General Meeting.

21. Name and address of valuer who performed valuation:

Name of the Valuer: Abhinav Rajvanshi (R&A Valuation LLP)
IBBI Registration Number-IBBI/RV/06/2019/11765
Address: H-15 Chitrangan Marg, C-Scheme, Jaipur 302001, Rajasthan.

22. Principal terms of assets charged as securities

Not applicable.

23. Material terms of the proposed Preferential Issue of the Convertible Warrants:

The material terms of the proposed preferential issue of the Convertible Warrants are stipulated in the Special Resolution as set out at Item No. 1 of this Notice.

Mr. Rajesh Khuteta, Director of the Company and their relatives are interested in the Special Resolution as Promoter/Promoter Group/Directors/ Shareholders of the Company. Apart from this, none of the Directors, Key Managerial Personnel of the Company or their relatives, other than to the extent of their shareholding, is in any way concerned or interested, financially or otherwise in the Special Resolution as set out at Item No. 1 of this Notice.

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot convertible warrants as specifically described in the resolutions set out at Item No. 1 of this Notice.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set in the accompanying notice for your approval.

By Order of the Board
For Continental Securities Limited

Sd/-
Pravita Khandelwal
Company Secretary & Compliance Officer
Jaipur, May 03, 2023

Registered Office:

Flat No. 301, Metro Plaza, Parivahan Marg Jaipur Rajasthan 302001 India
CIN :- L67120RJ1990PLC005371
Email:- continentalsecuritieslimited@gmail.com

Continental Securities Limited

CIN: L67120RJ1990PLC005371

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

E mail: continentalsecuritieslimited@gmail.com

Website: <https://continentalsecuritiesltd.com/>

Tel no.: + +91-141-2377301.

Extra Ordinary General Meeting to be held on Saturday, June 03, 2023 at 11:00 a.m. IST Flat No. 301, Metro Plaza, Parivahan Marg Jaipur Rajasthan 302001 India.

ATTENDANCE SLIP

DP ID* _____

**Registered Folio
No.** _____

Client ID* _____

No. of Share(s) _____

**Name & Address of
Shareholder:**.....
.....
.....

I/We hereby record my / our presence at the Extra Ordinary General Meeting Saturday, June 03, 2023 at 11:00 a.m. IST at Flat No. 301, Metro Plaza, Parivahan Marg Jaipur Rajasthan 302001 India.

Signature of Shareholder / Proxy

*Applicable for investors holdings shares in electronic form.

FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration), 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 Continental Securities Limited hereby appoint:

- 1) Name: _____ Email id: _____ Address: _____ or
failing him
- 2) Name: _____ Email id: _____
Address: _____ or failing him
- 3) Name: _____ Email id: _____ Address: _____ or
failing him

and whose signature(s) are appended below 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 Saturday, June 03, 2023 at 11:00 a.m. IST at Flat No. 301, Metro Plaza, Parivahan Marg Jaipur Rajasthan 302001 India, and at any adjournment thereof in respect of such resolution as are indicated below.

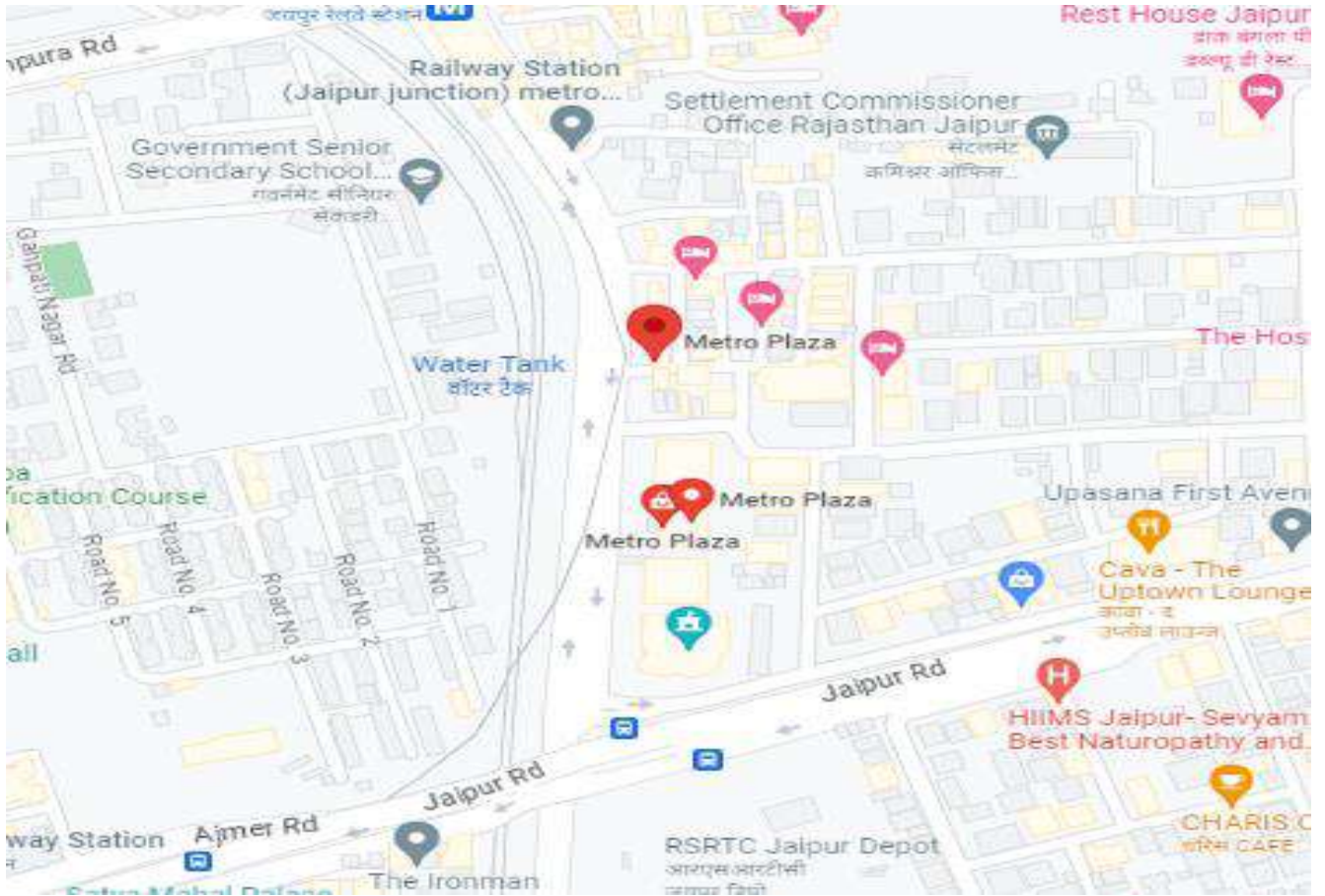
** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Particulars	For	Against
Special Business:			
1.	Approval of Issuance of upto 50,00,000 (Fifty Lakhs) Convertible Warrants on Preferential Basis		
Signed this..... Day of.....2023		Affix Revenue Stamp of Rs. 1	
Signature of shareholder: _____			
Signature of Proxy holder(s): _____			

Note:

- 1) This form duly completed should be deposited at the Registered Office of the Company Not later than 48 hours before the commencement of Extra Ordinary General Meeting of the Company.
- 2) For the resolution, Explanatory Statement and Notes, please refer to Notice of the Extra Ordinary General Meeting.
- 3) ** This is only optional. Please put an 'X' in the appropriate column against a resolutions indicated in the box.
- 4) Please complete all details including details of Members(S) in above box before Submission.

Route Map to the Venue of EGM:



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