



CIL securities Ltd

REGD. OFF : 214, RAGHAVA RATNA TOWERS, CHIRAG ALI LANE, ABIDS, HYDERABAD - 500 001.
PHONE NO. OFF : 040-23202465, 23203155, FAX : (040) 23203028, 66661267.

E.mail : advisors@cilsecurities.com,
CIN No - L 67120TG1989PLC010188

CILS/SEC/09/2015

Date: 25.09.2015

To

BSE Limited,

PhirozeJeejeebhoy Towers,

Dalal Street,

Mumbai-400001

Dear Sir,

Sub: Shareholding pattern of top ten shareholders other than directors and promoters forming part of Extract of Annual Return in the Annual Report for the FY 2014-15

Ref: Our Scrip Code: 530829

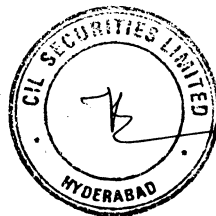
Details from Serial Number 1 to 16 of the captioned schedule given on page no. 28 and 29 be considered as integral part of the Annual Report 2015.

Details from Serial Number 17 to 26 have been inadvertently included in the Annual Report 2015 on page no. 29 & 30 and it is not to be considered.

This is for your information and records.

Thanking You,

For CIL Securities Limited



K K Maheshwari

Managing Director

DIN: 00223241

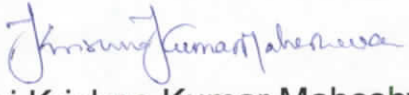


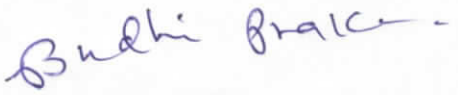


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FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

1.	Name of the company	CIL Securities Limited
2.	Annual financial statements for the year ended	31 st March 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	NA
5.	To be signed by :	
	<ul style="list-style-type: none">• Managing Director	 (Shri Krishna Kumar Maheshwari)
	<ul style="list-style-type: none">• Director –Finance / CFO	 (Shri A K Inani)
	<ul style="list-style-type: none">• Auditor of the company	For M/s Ram Kishore Jhavar & Associates Chartered Accountants  CA Ram Kishore Jhavar Proprietor M.No. 27970 & Firm No: 003016S
	<ul style="list-style-type: none">• Audit Committee Chairman	 (Budhi Prakash Toshniwal)

CIL SECURITIES LIMITED

(CIN : L67120TG1989PLC010188)



ANNUAL REPORT
2014-15

Company Information

Board of Directors

Budhi Prakash Toshniwal	Chairman / Independent Director
K.K.Maheshwari	Managing Director
Piyush Modi	Executive Director
A.K. Inani	Director-Finance / CFO
Pramila Maheshwari	Non Executive Director
F.R. Bhote	Independent Director

Independent Directors Committee

Budhi Prakash Toshniwal
F.R. Bhote

Risk Management Committee

K.K.Maheshwari
A K Inani
Piyush Modi
Pramila Maheshwari

Audit Committee

Budhi Prakash Toshniwal
Pramila Maheshwari
F.R. Bhote

Stakeholder's Relationship Committee

Pramila Maheshwari
F.R. Bhote
Budhi Prakash Toshniwal

Nomination & Remuneration Committee

F.R. Bhote
Budhi Prakash Toshniwal
Pramila Maheshwari

Auditors

M/s Ram Kishore Jhawar & Associates
Chartered Accountants Firm No. 003016S
4-4-296/297, 1st Floor, Room no 13,
Mithila Complex, Bank Street, Koti,
Hyderabad – 500195

Company Secretary

Govind Toshniwal

Solicitors

K Balakrishna & Associates
No 1-1-336/140, Chikkadpally
Hyderabad- 500 020

Principal Bankers

Kotak Mahindra Bank Limited
Canara Bank
HDFC Bank

Registered Office

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

Corporate Office

130-132, Room No. 20,
II Floor, Great Western Building
Opp. Lions Gate, Fort,
Mumbai-400023

Registrar & Share Transfers In House

214, Raghava Ratna Towers
Chirag Ali Lane, Abids ,
Hyderabad- 500 001
E-mail: advisors@cilsecurities.com
Tel No.: 040-23203155
Fax: 040-23203028

NOTICE

Notice is hereby given that the **Twenty Sixth Annual General Meeting** of the Members of CIL Securities Limited will be held on **Tuesday, the 15TH Day of September, 2015** at , 610, Raghava Ratna Towers, North Block, Chirag Ali Lane, Abids, Hyderabad – 500 001 at **11:00 A.M.** to transact the following businesses:

Ordinary Business:

- 1) To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015, the Statement of Profit & Loss of the Company for the year ended on that date together with the Reports of the Board of Directors, Corporate Governance and Auditors thereon.
- 2) To declare Dividend on the Equity Shares of the Company for the Financial Year ended March 31, 2015.
- 3) To appoint a Director in place of Shri Krishna Kumar Maheshwari, who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.
- 4) To appoint a Director in place of Shri Piyush Modi, who retires by rotation at this Annual General Meeting, and being eligible, offers himself for reappointment.
- 5) To Consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditor) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force) appointment of M/s Ram Kishore Jhawar and Associates approved in the EGM held on 23rd March, 2015 until the conclusion of 28th Annual General Meeting is hereby ratified in this Annual General Meeting till the conclusion of the next Annual General Meeting, with remuneration as may be decided by the Board of Directors of the Company.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Special Business

- 6) To consider, and if thought fit to pass, with or without modifications, the following resolution as an **Special Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof), the new set of Articles of Association of the Company, be and is hereby approved and adopted as the new set of Articles of Association of the Company, in substitution for, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts deeds and things and to execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

By Order of the Board of Directors of
CIL SECURITIES LIMITED

KK Maheshwari
Managing Director
DIN: 00223241

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

Place: Hyderabad
Date: 16.05.2015

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the meeting is annexed hereto
2. A Member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
5. Members who hold shares in Dematerialized form are requested to write their DP ID and Client ID and those who hold shares in Physical Form are requested to write their Folio Number in the attendance slip for attending the Meeting.
6. 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.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the Company on all working days except Saturdays and Sundays, between 11.00 AM and 1.00 PM up to the date of the Meeting.
8. Brief resume of all Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and memberships / Chairmanships of Board Committees, shareholding and relationships between directors inter – se stipulated under clause 49 of the Listing Agreement are provided in the Report on Corporate Governance forming part of the Annual Report.
9. In terms of Sections 205A and 205C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund. Accordingly, the Company would be transferring the Final Dividend for the year ended 31st March 2008. Shareholders are requested to ensure that they claim the dividends referred to above, before it is transferred to the said fund.
10. The Shareholders are expected to send their queries on Annual Report to the Company Secretary, at least 7 days before the date of meeting, so that the requisite information/explanations can be provided in time.
11. (a) The Company has already notified closure of Register of Members and
Transfer Books from **9th Sep, 2015 to 15th Sep, 2015** (both days inclusive) for determining the names of Member eligible for Dividend on Equity shares.
(b) The dividend on Equity shares, if declared at the Meeting, will be paid on or after **15th Day of September 2015** to those members whose names shall appear on the Company's Register of Members on , **8th September 2015**; in respect of shares held in Dematerialized form, the dividend will be paid to members whose name are furnished by the National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners on date.
12. (a) In order to provide protection against fraudulent encashment of dividend warrants, members who hold shares in physical form are requested to intimate Share Transfer Department of the Company, under the signature of the Sole/First Joint holder, the following information to be incorporated on dividend warrants:
 - (i) Name of the Sole/First Joint Holder and the Folio Number;
 - (ii) Particulars of the Bank Accounts, viz:
 - Name of the Bank;
 - Name of the Branch;
 - Complete Address of the Bank with Pin Code Number;
 - Account Type

- Whether Savings Account (SA) or Current Account (CA);
- Bank Account Number and MICR code/RTGS/NEFT Code
- (b) Members who wish to change such Bank Account Details are, requested to advise their Depository Participants about such change with complete details of the Bank Account.
- (c) To avoid loss of dividend warrants in transit and undue delay in respect of Dividend Warrants, the Company has provided a facility to the members for remittance of dividend warrant through the Electronic Clearing System (ECS). The ECS facility is available at locations identified by Reserve Bank of India from time to time and covers most of the cities and towns. Members holding shares in physical form and desirous of availing this facility are requested to contact Share Transfer Department of the Company.
13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their email address, are entitled to receive such communication in physical form upon request.
14. The Annual Report of the Company circulated to the Members of the Company, will be made available on the Company's website at www.cilsecurities.com and also on website of the Stock Exchange where the Equity Shares of the Company are traded.
15. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
16. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report to the Meeting.
17. Voting through electronic means:
- i. According to Section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 e-voting is mandatory for all listed companies or companies having Shareholders not less than one thousand.
 - ii. In compliance with provisions of Section 108 of the companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services provided by Central Depository Services Limited (CDSL):
 - iii. A member may exercise his vote at any general meeting by electronic means and company may pass any resolution by electronic voting system in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014.
 - iv. During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on the fixed or record date, may cast their vote electronically.
 - v. The e-Voting shall remain open for 3 days from 9.00 AM of 12th Day of September 2015 to 5.00 PM of 14th September 2015
 - vi. The Board of Directors at their meeting have appointed Mr. **Thomas Joseph Lloyd**, Practicing Advocate as the scrutinizer for e-Voting to unblock the votes in favour or against, if any, and to report forthwith to the Chairman. The scrutinizer will be responsible to conduct e-Voting in a fair and transparent manner.
 - vii. Vote once cast by the member cannot be changed/ altered.

18. The instructions for e-voting are as under:

(A) In case of members receiving e-mail:

- i) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii) Log on to the e-voting website www.evotingindia.com.
- iii) Click on “Shareholders” tab to cast your votes.
- iv) Now, select the Electronic Voting Sequence Number - “EVSN” along with “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ◆ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ◆ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. PAN / Sequence Number is available on bottom side of the address Sticker 	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

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

vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %& *). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.

viii) Click on the relevant EVSN on which you choose to vote.

ix) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

x) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.

xi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(II) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

(B) Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.

(C) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their

vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

- (D) The Remote voting period begins at 9.00 of 12th Sep, 2015 and ends on 5.00 PM of 14th Sep, 2015 During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 8th Sep, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (E) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
19. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Share Transfer Department of the Company for consolidation into a single folio.
20. Non-Resident Indian Members are requested to inform the Share Transfer Department of the Company of:
- Change in Residential Status on return to India for permanent settlement.
 - Particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with the Pin Code number.
21. Members desirous of any information on the accounts are requested to write to the Company at least a week before the meeting so as to enable the Management to keep the information ready and replies will be provided only at the meeting.
22. Duplicate attendance slip shall not be issued at the Annual General Meeting Venue. However the same shall be issued at the Registered Office of the Company upto two days preceding the day of AGM.
23. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 8th Sep, 2015.
24. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 8th Sep, 2015 may obtain the login ID and password by sending an email to rta@cilsecurities.com or helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on <https://www.evotingindia.com>
25. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
26. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
27. **Shri Thomas Joseph Lloyd**, Practicing advocate has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
28. The Scrutiniser shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall within 3 days of conclusion of the meeting submit a consolidated scrutiniser report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.
29. The results along with the Scrutinisers Report shall be placed on the website of the Company and on the website of CDSL and shall be communicated to BSE Limited.

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

**KK Maheshwari
Managing Director
DIN: 00223241**

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

**Place: Hyderabad
Date: 16.05.2015**

Details as required under Clause 49 of the Listing Agreement:-

ITEM 3

Shri Krishna Kumar Maheshwari is a graduate in Commerce and has more than 27 years of experience in the line of investments activity. He is the Promoter Director of the Company and has been associated with Company's development and diversification plans. He has experience in Merchant Banking, Registrar & Share Transfer Agents, Stock Broking Activity and other diversified financial activities. He is a Member of the Stakeholders Relationship Committee of the Company. Shri K.K.Maheshwari holds 1072700 Equity shares of the Company representing 21.45 percent of the paid up share capital as on 31st March, 2015.

He is the Managing Director of the Company and holds directorship in the following Companies.

1. CIL Industries Limited.
2. CIL Commodities Private Limited
3. Industrial Filters & Fabrics Private Limited
4. Mahesh Vidya Bhavan Limited
5. Gita Finvest Private Limited

ITEM 4

Shri Piyush Modi is a graduate in Commerce and is having more than 18 years of experience in financial services and Capital Market Operations. Shri Piyush Modi holds 500 Equity shares of the Company representing 0.01 percent of the paid up share capital as on 31st March, 2015.

He is the Executive Director of the Company and holds directorship in the following Companies.

1. Jhansi Plastics Private Limited
2. Piyush Stock Broking Service Private Limited
3. Om Crusher India Private Limited
4. KRP Concretes Private Limited

Explanatory Statement (Pursuant to Section 102 of Companies Act 2013)

ITEM 6

The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. Upon enforcement of the Companies Act, 2013, various provisions of the Companies Act, 1956 have become ineffective and in view of the same the AoA of the Company needs to be realigned as per the provisions of the new Act.

The Board of Directors at its meeting held on 16th May, 2015 decided to incorporate/substitute/alter certain provisions as per the latest amendments of the Companies Act, 2013. As this would result in a number of changes in the existing AoA of the Company, it was desirable to adopt a new set of AoA in place of and in exclusion to the existing AoA of the Company.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of AoA of the Company.

A copy of the proposed set of new AoA of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on all working days, except Saturdays and Sundays, between 11.00 AM and 1.00 PM up to the date of the Meeting.

The Board recommends the resolution as set out at item no. 6 of the Notice for your approval.

None of the Directors of your Company or their relatives are concerned or interested in the said resolution

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

**KK Maheshwari
Managing Director
DIN: 00223241**

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

**Place: Hyderabad
Date: 16.05.2015**

NOTICE-GREEN INITIATIVE

Dear Shareholders,

Sub: Email address for mailing Annual Reports, Notices and other documents

As a part of "Green Initiative" in the Corporate Governance, the Ministry of Corporate Affairs vide Circular No 18/2011 dated 29th April 2011 has enabled Companies to send Annual Reports, Notices and other documents through electronic mail.

In the view of the above, we propose to send the Annual Reports, Notices and other documents to our Members through electronic mail.

- A. For Members holding shares in electronic form, the email address provided by you and made available to us by the Depositories will be used for sending the Annual Report. Kindly update your email address with your Depository Participant, including changes if any. In case you desire to receive in physical form please inform us in writing.
- B. Members holding shares in physical form are requested to register their email address so that the Annual Report can be sent through email. You may register your email id with our Registrar & Transfer Agent, whose address and email id is as under:-

CIL Securities Limited,
214, Raghava Ratna Towers,
Chirag Ali Lane, Abids,
Hyderabad-500001
Email: rta@cilsecurities.com/ secretary@cilsecurities.com

- C. Members can also register their choice by logging in to www.cilsecurities.com and clicking on "MCA's Green Initiative" link.

Thanking you,
Yours sincerely,

For CIL Securities Limited

K.K. Maheshwari
Managing Director
DIN:00223241
Date: 16.05.2015

Directors' Report

Dear Members,

Your Directors present the 26th Annual Report and the Audited Accounts for the Financial Year ended 31st March 2015.

Financial Results

The Financial performance of the Company for the Financial Year ended 31st March, 2015 is summarized below:

(Rs in Lacs)

Particulars	Year Ended	Year Ended
	31.03.2015	31.03.2014
Total Revenue	502.47	325.44
Profit before Interest, Depreciation & Tax	144.90	52.54
Profit before Depreciation and Tax	144.77	52.29
Depreciation	15.33	13.67
Profit Before Tax	129.24	38.62
Less: Provision for Tax (Net)	12.94	1.11
Profit After Tax	116.30	37.51
Add: Balance Brought Forward from the last year	1008.99	1004.49
Profit available for Appropriation	1125.29	1042.00
Appropriations:		
Proposed Equity Dividend	25.00	25.00
Tax on Dividend	5.00	4.25
Transfer to General Reserve	11.65	3.76
Balance carried forward to Balance sheet	1083.64	1008.99
Total Appropriations	1125.29	1042.00

The Company's Profit after Tax is Rs. 116.30 Lacs (Previous Year Rs. 37.51 Lacs). The Board recommends transfer of a sum of Rs. 11.65 Lacs (Previous Year Rs. 3.76 Lacs) to General Reserve.

DIVIDEND

Your Directors are pleased to recommend the payment of dividend on equity shares @ Rs. 0.50 per share for the financial year ending 31-03-2015. The total dividend together with tax and surcharge there on amount to Rs.30.00 Lacs (Previous year Rs. 29.25 Lacs).

MARKET SCENARIO

The Financial Market was mainly positive during the FY 2014-15 as the markets were buoyed up by a lot of factors that turned positive. The fact that most Financial Markets across the globe have been doing well over the past few quarters, despite several challenging head-winds, helped our markets remain cheerful for the better part of the financial year under review.

Our own internal factors have been quite significant too, in keeping our markets very buoyant in the recent times. The induction of the BJP led NDA Government, being voted to power with an absolute mandate has been the most influential factor in helping our Financial & Capital Markets returning to buoyant times after almost 4 years of prolonged, struggling times. The Markets really made historic moves as the lead Indices on the D-Street galloped to new life-time highs, creating wealth for all types of Investors. The FY 2014-15 will be remembered in the annals of stock markets' history as an rewarding one!

CHALLENGES REMAIN

Despite the optically visible rosy picture the markets' path is froth with stern challenges from various Domestic as well Global quarters. Firstly, the very basic Fundamentals with regard to the Economy continue to see several headwinds. The very basic growth factors, measured in terms of GDP numbers remain subdued at barely above the 6% mark while the desired levels of 8%+ remain distantly evasive. The Inflation levels have cooled off but the Core Inflation levels on the Consumer Index still is not comforting enough for the RBI to trigger aggressive growth measures like slashing Repo-Rates.

Some other functional deficiencies in Administrative issues & certain Contentious Taxation Issues have also been spooking the markets at regular intervals. The Retrospective Taxation issues that made debut in 2012 in the form of GAAR & has, somehow, lingered around ever since, has cropped again in the form of MAT claims on certain FII, resulting in an air of despondency amongst the FII fraternity, extending the list of serious market concerns. As such, the worries posed by the Natural factors like the probability of a poor Monsoon & the continued stress levels of the Rural Economy were causing serious enough concerns & hurting the markets' sentiments adversely.

Despite the record levels of FOREX Reserves that can boast, the Cross-Currency fluctuations continue to hurt broader interests & is not entirely insulated from the periodic jolts. The anomaly created by the Currency moves is constantly hurting the Exporters (due to weaker Currencies of competing nations) on one hand while the weakening Rupee is threatening the prospective FDI & FII Inflows from developed Economic geographies. Thus, the predicaments of the Finance Ministry are getting accentuated, making them progress cautiously in

pursing certain key Economic Reforms. However, the Government's efforts to push through the Reform process, overcoming the legislative hurdles, can be viewed in a positive light.

MARKET MOOD – COUTIOUSLY OPTIMISTIC

Despite the overwhelming list of concerns & niggling worries, our markets present a picture of cautious optimism. Of course, the euphoric fervor of the earlier quarters of this Financial Year have subsided considerably. Despite the fact that the leading Indices the NIFTY & SENSEX hit lofty levels at 9100+ & 30K+ respectively, recorded in the first week of March, the events over the next couple of months has resulted in bringing these major Indices into a negative territory for the Calendar Year 2015. Indian Markets slipped into the red even as most leading Global Markets were progressing handsomely, hitting either life-time Highs of multi-Decade Highest levels. This slump had been triggered NOT due to the Economic issues but more due to the external factors that are in the control of certain powers that be.

Despite all these hassles, the Financial Streets do believe that it is just a matter of time before we get our act together. Also, the feeling that the Economy shall pick up pace in the due course is seldom lost amongst the players' fraternity. The Long term growth fundamentals of our Economy & the remarkably high levels of entrepreneurship spirits of our Corporate Entities is unquestionably liked by most leading Global Institutional Investors. The remarkable maturity displayed by our Domestic Institutions in recent times can be seen as a hugely positive take-away. Even the Mutual Fund fraternity seems to be now enjoying the confidence of a much larger sections of retail Investors. The role of MF's in the coming up times is most likely to be much more valuable. The outlook for the markets is certainly positive, even if a bit cautiously.

SHARE CAPITAL

During the Financial Year 2014-15, the share capital of the Company has remained unchanged

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return, in format MGT -9, for the Financial Year 2014-15 has been enclosed with this report.

NUMBER OF BOARD MEETINGS

The Details of the number of meetings of the Board held during the Financial Year 2014-15 forms part of the Corporate Governance Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152 of the Companies Act 2013 Shri K K Maheshwari and Shri Piyush

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

During the year the following directors have resigned w.e.f the closure of business hours of 07.02.2015:

1. Shri M P Murhy
2. Shri V.B.Purnaiah
3. Shri Ram Nivas Joshi

Your Directors place on record their appreciation of the valuable contribution made by the retired directors of your Company.

Shri Budhi Prakash Toshniwal has been appointed as the Additional Director of the Company w.e.f 07.02.2015. His appointment has been ratified in the EGM held on 23rd March, 2015

The Board on 7th Feb, 2015 appointed Shri Govind Toshniwal, as Company Secretary of the Company.

The Members of the Company on 23rd March, 2015 appointed Shri A K Inani, Director Finance of the Company as CFO of the Company.

POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

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

Policy on Directors Appointment

Policy on Directors appointment is to follow the criteria as laid down under the Companies Act, 2013 and the listing agreement with Stock Exchanges and good corporate practices. Emphasis is given to persons from diverse fields or professions.

Policy on Remuneration

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

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

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

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

DECLARATION OF INDEPENDENCE BY THE INDEPENDENT DIRECTORS

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

REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL

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

A) Ratio of remuneration of each Director to the median remuneration of all the employees of your Company for the Financial Year 2014-15 as follows:

S.No	Name	Remuneration Paid in the FY 2014-15 in Rs.	Ratio / Times per Median of employee remuneration
1	Shri Krishna Kumar Maheshwari	13,97,886 /-	6.33
2	Shri Piyush Modi	6,00,000/-	2.72
3	Shri Ashok Kumar Inani	9,42,464/-	4.27

The aforesaid details are calculated on the basis of remuneration for the financial year 2014-15.

Median remuneration of the Company for all its employees is Rs 220667/- for the Financial Year 2014-15.

B. Details of percentage increase in the remuneration of each Director and CFO and Company Secretary in the Financial Year 2014-15 are as follows:

Name	Designation	Remuneration in Rs.		Increase %
		2014-15	2013-14	
Shri Krishna Kumar Maheshwari	Managing Director	13,97,886 /-	13,95,152/-	0.20
Shri Piyush Modi	Whole Time Director	6,00,000/-	6,00,000/-	0.00
Shri Ashok Kumar Inani	Director Finance/ CFO	9,42,464/-	8,99,343/-	4.80
Shri Govind Toshniwal	Company Secretary	67,002/-	NA	NA*

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

* For part of the current year only

C. Percentage increase in the median remuneration of all employees in the financial year 2014-15:

Particulars	2014-15	2013-14	Increase / (decrease)%
Median remuneration of all employees per annum	Rs. 220667/-	Rs. 234918/-	(6.06)

D. Number of permanent employees on the rolls of the Company as on 31st March, 2015 are 26 and as on 31st March, 2014 are 28.

E. Explanation on the relationship between average increase in remuneration and Company performance:

The Increase in average remuneration of all employees in the financial year 2014-15 as compared to the financial year 2013-14 was 11.67%.

The Key indices of Company's performance is as follows:

Amount in Lacs

Particulars	2014-15	2013-14	Growth %
Net Revenue from operations	502.47	325.44	54.40
Profit Before Tax and exceptional itmes	129.24	38.62	234.64
Profit After Tax	116.30	37.51	210.05

Your Company is committed in ensuring fair pay and a healthy work environment for all its employees. Your Company offers competitive compensation to its employees. The pay also incorporates external factors like cost of living to maintain concurrence with the environment. Internal equity is ensured by appropriate fitment at the time of the employee joining a particular cadre and grade. The fixed pay for an employee depends on his/ her performance against the objectives set for the year.

Thus, there will be a positive correlation in the increase in remuneration of employees and your Company's performance, however, a perfect correlation will not be visible given the dependency on the other factors.

F. Comparison of the remuneration of the Key Managerial Personnel against the performance of your Company:

The remuneration of Key Managerial Personnel increased by around 3.75% in 2014-15, compared to 2013-14, whereas the Profit Before Tax and exceptional items increased by 234.64% in 2014-15, compared to 2013-14.

G. Details of Share price and market capitalization:

The details of variation in the market capitalization and price earnings ratio as at the closing date of the current and previous financial years are as follows:

Particulars	As on 31 st March 2015	As on 31 st March 2014	Increase / Decrease %
Price Earnings ratio	14.14	9.36	51.09
Market Capitalisation (in Crores)	8.20	4.01	104.49

Comparison of share price at the time of first public offer and market price of the share of 31st March, 2015:

Market Price as on 31st March, 2015	16.40
Price at the time of initial public offer in 1995	10.00
% increase of Market price over the prices at the time of initial public offer	64

Closing share price on BSE has been used for the above tables.

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

Particulars	2014-15	2013-14	Increase %
Average Salary of all the Employees (Other than KMP)	3,11,513 /-	2,19,255/-	42.01
Salary of Key Managerial Personnel			
Managing Director	13,97,886/-	13,95,152	0.20
Whole Time Director	6,00,000/-	6,00,000/-	0.00
Director Finance / CFO	9,42,464/-	8,99,343/-	4.80
Company Secretary	67,002/-	--	NA

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

I. Key parameters for the variable component of remuneration paid to the Directors:

The key parameters for the variable component of remuneration to the Directors are decided by the Nomination and Remuneration Committee in accordance with the principles laid down in the Nomination and Remuneration Policy.

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

K. Affirmation:

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

REPLY TO AUDITOR'S OBSERVATIONS:

STATUTORY AUDITOR'S REPORT

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

SECRETARIAL AUDITOR'S REPORT

- 1) Appointment of KMP as per Companies Act, 2013 was complied within the Financial Year after identification of proper person by the Board.
- 2) Considering broad based circulation of information through stock exchange, these were intimated within the stipulated time frame. However the board has noted for other regulatory requirements

STATUTORY AUDITORS

M/s. Ramkishore Jhawar & Associates, Statutory Auditors of the Company hold office until the conclusion of 28th Annual General Meeting. The Company has received a letter from them to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3)(g)

of Companies Act, 2013. Accordingly the said Auditors can be reappointed as Statutory Auditors of the Company at the ensuing Annual General Meeting.

INTERNAL AUDIT

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

SECRETARIAL AUDIT

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

WHISTLE BLOWER / VIGIL MECHANISM POLICY

In pursuance to the provisions of section 177 of the Companies Act, 2013 and clause 49 of the Listing Agreement, a Vigil Mechanism for Directors and Employees to report genuine concerns has been established. The Policy has been uploaded on the website of the Company.

RELATED PARTY TRANSACTIONS

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

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

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

The Company has not given loans, guarantee or provided securities. However, particulars of investments made is provided in Notes to Financial Statements in Note no. 9.

LISTING ARRANGEMENTS

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

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

PUBLIC DEPOSITS

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

INTERNAL COMPLAINTS COMMITTEE

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

The Company has not received any complaints

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS :

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

INSURANCE

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

STATUTORY INFORMATION

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

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

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

During the year under review, the Company does not have any Foreign Exchange earnings however the Company has foreign spendings and spending are fully reimbursed. Hence is not impacting the Financials.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

DIRECTORS RESPONSIBILITY STATEMENT

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

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance. Your Directors affirmed to the requirements set out in the Listing Agreement with the Stock Exchanges and have implemented all the stipulations prescribed.

Registered office

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

Place: Hyderabad

Date: 16.05.2015

The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges forms part of the Annual Report.

The requisite certificate from the Auditors of the Company, M/s Ramkishore Jhawar & Associates, confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Clause 49, is annexed to this Report.

A Cash Flow Statement for the Financial Year 2014-15 of the Company is attached to the Balance Sheet.

DEPOSITORY SYSTEM

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

As on 15th May, 2015, a total of 48,61,309 Equity shares of the Company, which forms 97.23% of the Share Capital of the Company, stands dematerialized.

DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY

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

ACKNOWLEDGEMENT

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

**By Order of the Board of Directors of
CIL Securities Limited**

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

**A K Inani
Director Finance /CFO
DIN: 00223069**

Report on Corporate Governance

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

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

The Company continuously reviews its policies and practices of Corporate Governance with a clear goal not merely to comply with statutory requirements in letter and spirit but also to implement the best international practices of Corporate Governance, in the overall interest of all the stakeholders.

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

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

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

In accordance with Clause 49 of the Listing Agreement with the Stock Exchange and some of the best practices followed internationally on Corporate Governance, a report containing the details of governance systems and processes at CIL SECURITIES LIMITED is as under:

1. Company's Philosophy on Code of Governance:

The Company's philosophy on Corporate Governance envisages attainment of the highest levels of transparency, accountability and equity in all facets of its operations, and in all interactions with its stakeholders including shareholders, employees, lenders, Government and society at large.

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

2. Board of Directors

Composition of the Board

As on 31st March, 2015, the Board of Directors consists of 6 Directors viz., 1 Managing Director, 2 Executive Directors, 3 Non-Executive Directors (Out of which 2 are Independent Directors).

The Composition of the Board is in conformity with Clause 49 of the Listing Agreement which stipulates that: (i) Not less than 50% of the Board of Directors should comprise of Non-Executive Directors; and (ii) where the Chairman of the Board is a Non-Executive Director not related to the promoter group, at least one third of the Board should comprise of Independent Directors.

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

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

- (i) **Shri K.K.Maheshwari** is a graduate in Commerce and has experience in the line of investments activity and has more than 27 years of experience. He is the Promoter Director of the Company and has been associated with Company's development and diversification plans. He has experience in Merchant Banking, Registrar & Share Transfer Agents, Stock Broking Activity and other diversified financial activities. He is a Member of the Shareholders'/Investor Grievance Committee of the Company. Shri K.K.Maheshwari holds 1072700 Equity shares of the Company representing 21.45 percent of the paid up share capital as on 31st March, 2015.
He is the Managing Director of the Company.
- (ii) **Shri Piyush Modi** is a graduate in Commerce and is having more than 18 years of experience in financial

services and Capital Market Operations. Shri Piyush Modi holds 500 Equity shares of the Company representing 0.01 percent of the paid up share capital as on 31st March, 2015.

He is the Executive Director of the Company.

- (iii) **Smt Pramila Maheshwari** is a graduate in Commerce and has experience in Capital Market operations of more than 23 years. She is the Promoter Director of the Company. She is also the Chairperson of the Shareholders'/Investor Grievance Committee of the Company. Smt Pramila Maheshwari holds 768500 Equity shares representing 15.37 percent of the paid up share capital as on 31st March, 2015.

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

- (iv) **Shri A.K. Inani** is a Commerce Graduate and is having more than 28 years of experience in Finance, Taxation, Accounts and other related financial arena. He is associated with the Company since November ,1995. Sri A.K. Inani does not hold any shares in the Company.

He is an Executive Director of the company and designated as Director-Finance & CFO.

- (v) **Shri F.R . Bhote** is a Science Graduate(Engineering) in Electronics & Communications and holds a Master Degree in Computer Science from I.I.T. He has got varied experience of more than 30 years in making Software for Capital Market. Shri F.R Bhote does not hold any shares in the Company.

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

- (vi) **Shri Budhi Praksh Toshniwal** has experience of over 35 years in running industries. He is a Promoter and Whole Time Director of "**TOSHNIWAL GRANITES PVT LTD**" a 100% E.O.U. which exports granite directly and indirectly to over 20 countries across the world.

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

3. Board Meetings, its Committee Meetings and Procedures.

(a) Institutionalized decision making process

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

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

- (i) Minimum four Board Meetings are held every year, which are prescheduled. Apart from the above, additional Board Meetings are convened by giving appropriate notice to address the specific needs of the Company. In case of business exigencies or urgency of matters, resolutions are passed by circulation.
- (ii) All departments of the Company are encouraged to plan their functions well in advance, particularly with regard to matters requiring discussion/approval/decision at the Board / Committee meetings.
- (iii) The Information placed before the Board includes:
- ◆ Business plans, capital budgets and any updates.
 - ◆ Quarterly results of the Company.
 - ◆ Minutes of the Meetings of the Audit Committee and other Committees of the Board, and also resolution passed by circulation.
 - ◆ The information on recruitment and the remuneration of senior officers.
 - ◆ Materially important show cause, demand, prosecution and penalty notices.
 - ◆ Delegation of administrative powers/authority to the management.
 - ◆ The information on financial obligation and disciplinary action.
 - ◆ Any issue, which involves possible public liability claims of substantial nature, including any judgment or order / strictures passed on the conduct of the Company or any adverse view etc.
 - ◆ Enterprise that may have negative implications on the Company
 - ◆ Significant employee's problems and their proposed solutions. Any significant development in Human Resources.
 - ◆ Compliance of regulatory, statutory or listing requirements and shareholders services.
 - ◆ Major Accounting provisions.
 - ◆ Quarterly summary of all long term borrowings made, bank guarantees issued and investments made.
 - ◆ Status of the business risk exposures, its management and its related action plans.

- ◆ Making investments of surplus funds.
 - ◆ Proposals for investment, mergers and acquisitions.
 - ◆ Recommendation / declaration of dividend.
 - ◆ General notices of interest of Directors.
 - ◆ Terms of reference of Board Committees.
- iv) The Chairman of the Board and the Compliance Officer in consultation with the other concerned team members of the senior management, finalize the agenda papers for the Board Meetings.

(c) Board Material:

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

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

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

Name of the Director	DIN	Category	Attendance at Board meetings during 2013-14		No. of other Directorship(s) Held as on 31.03.2015*	No. of Membership(s)/ Chairmanship(s) Committees of other Companies**	
			Board Meetings	Previous AGM		Member-ship (s)	Chairmanships
Shri K.K.Maheshwari	00223241	Executive & Promoter	5	Yes	2	0	0
Shri Piyush Modi	00036680	Executive	5	Yes	0	0	0
Smt Pramila Maheshwari	00223430	Non-Executive & Non-Independent	5	Yes	1	0	0
Shri A.K. Inani	00223069	Executive	5	Yes	1	0	0
Shri F. R. Bhole	00516590	Non-Executive & Independent	5	No	1	2	0
Shri Budhi Prakash Toshniwal	00147869	Non-Executive & Independent	1	No	1	3	1
Shri M P Murhy***	00294106	Non-Executive & Independent	5	No	1	0	3
Shri V.B.Purnaiah***	00284637	Non-Executive & Independent	5	Yes	0	0	0
Shri Ram Nivas Joshi***	00798679	Non-Executive & Independent	2	No	0	0	0

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

(e) Post Meeting Follow-up Mechanism:

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

(f) Compliance:

The Compliance Officer while preparing the Agenda, Notes on Agenda, Minutes etc. of the Meeting (s), is responsible for and is required to ensure adherence to all the applicable laws and regulations including the Companies Act, 2013 and rules thereunder, The Companies Act, 1956 read with the Rules issued there under and the Secretarial Standards recommended by the Institute of Company Secretaries of India as applicable.

* The Directorships held by Directors as mentioned above, do not include Alternate Directorships and Directorships of Foreign Companies, Section 25 Companies and Private Limited Companies.

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

*** Resigned w.e.f the closure of business hours of 7th Feb, 2015.

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

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

Sl.No.	Date	Board Strength	No. of Directors Present
1.	5th April, 2014	8	8
2.	17th May, 2014	8	7
3.	9th August, 2014	8	7
4.	8th November, 2014	8	8
5.	7th February, 2015	8	7

6. Board Committee:

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

(a) Audit Committee :

The role and powers of the Audit committee are as per the guideline of clause 49 set out in the Listing Agreement with the Stock Exchange. The committee also acts as a link between the statutory and the Board of Directors. The Committee meets the statutory auditors periodically and reviews the financial statements, Annual financial statements, Auditors Report thereon and discusses their findings and suggestions and seeks clarifications thereon. The committee reviews the management and the financial statements before submitting the report to the board

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

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

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

S.No	Dates on which Audit Committee Meeting was held	Attendance at the Meeting					
		Shri V.B Purnaiah	Shri M.P Murthy	Shri RN Joshi	Shri F.R. Bhote	Shri Budhi Prakash Toshniwal	Smt Pramila Maheshwari
1	17th Day of May, 2014	Attended	Attended	-	Attended	Became member from 7feb 2015 Board Meeting	Became member from 7feb 2015 Board Meeting
2	9th Day of August, 2014	Attended	Attended	-	Attended		
3	8th Day of November, 2014	Attended	Attended	Attended	Attended		
4.	7th Day of February, 2015	Attended	Attended	-	Attended		

The Statutory Auditor was present in all the meetings. Managing Director / Director-Finance were also invited to attend the Meetings.

The reconstituted Nomination & Remuneration Committee comprises of the following members:

(b) Nomination & Remuneration Committee:

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

Shri F R Bhote(Chairman)

Shri Budhi Prakash Toshniwal

Smt Pramila Maheshwari

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

S.No	Dates on which Remuneration Committee Meeting was held	Attendance at the Meeting		
		ShriM.P Murthy	Shri V.B Purnaiah	Shri R.N Joshi
1	17th day of May 2014	Attended	Attended	-
2	7th Day of Feb, 2015	Attended	Attended	-

Nomination & Remuneration Policy and Remuneration of Directors

Subject to the recommendation of Remuneration Committee and approval of the Board and of the Company in General Meeting and such other approvals as may be necessary, the Managing /Executive Directors are paid remuneration as per the Agreements entered into between them and the Company. The remuneration structure of the Managing/Executive Directors comprises of salary, commission, performance incentives, perquisites and allowances, contribution to Provident Fund and Gratuity. The details of salary, commission and perquisites (including contribution to Provident Fund/Superannuation Fund) paid/payable for the financial year ended March 31 , 2015 to them is as under.

Name& Designation	Sri K.K Maheshwari (Managing Director)	Sri Piyush Modi (Executive Director)	Sri A.K. Inani (Director -Finance)
Salary	Rs. 13,16,780/-	Rs.6,00,000/-	Rs. 9,42,464/-
Perquisites	Rs. 81,106/-	-	-
TOTAL	Rs. 13,97,886/-	Rs.6,00,000/-	Rs. 9,42,464/-

The Non-Executive Directors do not draw any remuneration from the Company except Sitting Fees of Rs 4000/- plus conveyance expenses per meeting of the Board and Committees. The total amount of sitting fees paid during the year is Rs. 1,40,000/-.

(c) Stakeholders Relationship Committee

The reconstituted Stakeholders Relationship Committee comprises of the following members:

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

During the year 2014-15, details of complaints received from shareholders/ investors regarding transfer of shares non-receipt of declared dividends etc. are given below:

Nature of Complaints	Number of Complaints received	Number of Complaints redressed.
Non-receipt of dividends	NIL	NIL
Non-receipt of shares lodged for Transfer	NIL	NIL
Others	3	3
Total	3	3

All Complainants have been resolved and there are no outstanding complaints as on 31st March 2015.

No. of Shares pending for Transfer- Nil

d) Independent Director / Committee:

The Company has received declaration from the independent Directors confirming that they meet the criteria of independence as prescribed under section 149 of the Companies Act, 2013 and rules made there under and under Clause 49 of the listing agreement.

The Independent Directors Committee comprises of the following members:

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

(e) Risk Management Committee

The Risk Management Committee comprises of the following members:

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

(f) Internal Complaints Committee

The Internal Complaints Committee comprises of the following members:

1. **Smt Shobha Chowdary - Presiding Officer**
2. **Shri Rajesh Mayekar - Member**
3. **Shri M.P. Balakrishna - Member**
4. **Smt Bhagwati Baldawa - Member (NGO)**

(g) Name and Designation of the Compliance Officer

Shri Govind Toshniwal - Company Secretary

7. FAMILIARISATION PROGRAMME

Your Company has put in place a structured induction and familiarisation programme for all its Directors including the Independent Directors. The Company through such

programme familiarizes not only the Independent Directors but any new appointee on the Board, with a brief background of the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model, operations of the Company, etc. They are also informed of the important policies of the Company including the Code of Conduct for Board Members and Senior Management Personnel and the Code of Conduct to Regulate, Monitor and Report Trading by Insiders, etc.

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

The familiarization programme for Independent Directors in terms of provisions of Clause 49 of the Listing Agreement is uploaded on the website of the Company.

8. INDEPENDENT DIRECTORS' MEETING

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a meeting of the Independent Directors of the Company was held on 8th Day of November 2014, without the attendance of Non-Independent Directors and members of the management.

9. EVALUATION OF BOARD EFFECTIVENESS

In terms of provisions of the Companies Act, 2013 read with Rules issued there under and Clause 49 of the Listing Agreement, the Board of Directors, on recommendation of the Nomination and Remuneration Committee, have evaluated the effectiveness of the Board. Accordingly, the performance evaluation of the Board, each Director and the Committees was carried out for the financial year ended 31st March, 2015. The evaluation of the Directors was based on various aspects which, inter alia, included the level of participation in the Board Meetings, understanding of their roles and responsibilities, business of the Company along with the environment and effectiveness of their contribution.

Year	AGM/ EGM	Location	Date	Time
2013-14	AGM	608, Raghava Ratna Towers, North Block, Chirag Ali Lane, Nampally, Hyderabad- 500001	28th July, 2014	11.00 A.M.
2012-13	AGM	608, Raghava Ratna Towers, North Block, Chirag Ali Lane, Nampally, Hyderabad- 500001	30th September, 2013	11.00 A.M.
2011-12	AGM	608, Raghava Ratna Towers, North Block, Chirag Ali Lane, Nampally, Hyderabad- 500001	28th August ,2012	11:00AM
2014-15	EGM	610, Raghava Ratna Towers, North Block, Chirag Ali Lane, Nampally, Hyderabad- 500001	23rd Day of March, 2015	11.00 AM

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

Year	Special Resolution passed
2013-14	No Special Resolution was passed
2012-13	No Special Resolution was passed
2011-12	No Special Resolution was passed

Special Resolutions requiring a Postal Ballot

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

Special Resolutions requiring an Extra Ordinary General Meeting

The Company Passed a Special Resolution altering a clause in Articles of Association in the FY 2014-15

11) Disclosures:

a) Disclosures on materially, significant related party transactions: The required disclosures of related party transactions as per the applicable Accounting Standards are disclosed in the Notes to the Accounts. There are no transactions of material nature with the related parties, which may have potential conflict with the interest of the Company at large.

b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any Statutory Authority, on any matter related to capital markets, during the last three years :

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

c) The Company has always encouraged and supported ethical business practices in personal and corporate behavior by its Directors and employees. The Company has framed a specific Code of Conduct for

the members of the Board of Directors and Senior personnel Management Personnel of the Company, in addition to that a special Code of Conduct for dealing in equity shares and other listed securities of the company is also in place.

d) Adoption of non-mandatory requirements under Clause 49 of the Listing Agreement is being reviewed by the Board from time to time.

12) Means of Communication:

The Un-audited quarterly/half yearly results are announced within forty five days from the end of the quarter/half year and the audited annual results within 2 months from the end of the last quarter as stipulated under the Listing Agreement with the Stock Exchange. For the Financial Year 2014-15, the audited annual results have been announced on 16th May 2015. During the Financial Year 2014-15 Company has declared and filed Un-audited quarterly results with Stock Exchange. Limited review report by the auditor was also filed on time. The Company announces the audited results within the stipulated period of Two months as required by the Listing Agreement with the Stock Exchange.

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

13) General Shareholder Information:

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

Annual General Meeting 15thDay of September 2015 at 11:00AM at 610, Raghava Ratna Towers, North Block, Chirag Ali Lane, Nampally, Hyderabad – 500 001.

Date of Book Closure 9th Sep, 2015 to 15thSep, 2015(Both Days Inclusive)

Financial Calendar for 2014-15

Financial Year	1st April, 2015 to 31st March 2016
Results for the quarter ending 30th June, 2015(tentative)	Before 15th of August ,2015
Results for the Quarter/Half Year Ending 30th September, 2015(tentative)	Before 15th of November , 2015
Results for the quarter ending 31st December, 2015(tentative)	Before 15th of February , 2016
Results for the year ending 31st March, 2016(tentative)	Within two months from the end of last quarter as stipulated under Listing Agreement with the Stock Exchange

Listing of Equity Shares

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

Payment of Listing Fees

Annual Listing Fee for the year 2015-16 (as applicable) has been paid by the Company to the BSE.

Monthly Share Price Movement

Month	Open Price	High Price	Low Price	Close Price	No. of Shares	No. of Trades	Total Turnover (Rs.)	Spread (Rs.)	
								High-Low	Close-Open
Apr-14	8.41	9.93	6.75	9.93	252129	64	1707798	3.18	1.52
May-4	10.42	12.6	10.3	10.3	36272	230	406527	2.3	-0.12
Jun-14	9.79	12.25	9.55	12.25	10797	84	117315	2.7	2.46
Jul-14	11.65	13.7	9.5	9.5	20636	105	252168	4.2	-2.15
Aug-14	9.95	11.9	9.51	10.77	12697	64	144390	2.39	0.82
Sep-14	10.75	13.8	10.3	12.49	19937	218	244445	3.5	1.74
Oct-14	12.5	13.78	12.15	13.5	6979	92	88957	1.63	1
Nov-14	13.5	15.5	12.25	14.52	38854	203	547338	3.25	1.02
Dec-14	15.9	19.99	13.65	17.07	13312	243	226750	6.34	1.17
Jan-15	15.5	21	15	17.85	13092	195	235618	6	2.35
Feb-15	17.1	20.05	15.55	17.05	11559	127	202218	4.5	-0.05
Mar-15	17.85	20.4	15.6	16.4	6355	98	114263	4.8	-1.45

(Source: BSE websites)

Registrar and Share Transfer Agent

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

Share Transfer System and Other Related Matters

Presently the Share transfers which are received in Physical form are processed and the share certificates are returned within a period of 15 days from the date of the receipt, subject to the documents being valid and complete in all respects. The Company obtains from a Company Secretary in practice half-yearly certificate of compliance with the share transfer formalities as required under clause 47(c) of the Listing Agreement with Stock Exchanges and files a copy of the Certificate with the Stock Exchange.

DISTRIBUTION OF SHARE HOLDING CATEGORY WISE (as on March 31, 2015)

No. of Equity shares held	No. of shareholders	Percentage of shareholders	No. of shares held	Percentage of shareholding
1 - 500	776	77.68	145020	2.90
501 - 1000	110	11.01	96742	1.93
1001 - 2000	56	5.61	85865	1.72
2001 - 3000	18	1.80	45422	0.92
3001 - 4000	4	0.40	14883	0.30
4001 - 5000	7	0.70	32220	0.64
5001 - 10000	10	1.00	75222	1.50
10001 & Above	18	1.80	4504626	90.09
	999	100.00	5000000	100.00

SHARE HOLDING PATTERN (as on March 31, 2015)

Sl.No.	Category	No. of Shares	% of shares
1	Promoters' Holding	3566001	71.32
2	Corporate Bodies	647307	12.95
3	Individuals/others	714056	14.28
4	NRIs	72636	1.45
	TOTAL	5000000	100.00%

Dematerialization of Shares and Liquidity

The Company's shares are available for trading in depository systems of both the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). As on 15th May, 2015 a total of 4861309 Equity Shares of the Company, which forms 97.23% of the share capital of the Company, stands dematerialized.

Address of Correspondence

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

CIL Securities Limited

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

Tel No. 040-23203155, Fax No. 040-23203028

Investor Grievance

An exclusive e-mail ID, complaints@cilsecurities.com for redressal of investor complaints has been created and the same is available on our website www.cilsecurities.com

14) CEO/CFO Certification:

To

The Board of Directors

CIL Securities Limited

Dear Sirs,

- ◆ I have reviewed the financial statements and the cash flow statement of the Company for the financial Year ended 31st March 2015 and that to the best of my knowledge and belief:
- ◆ These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- ◆ These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- ◆ There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- ◆ I accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or purpose to take to rectify these deficiencies.
- ◆ I have indicated to the Auditors and the audit Committee:
 - o significant changes in internal control over financial reporting during the year
 - o significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - o there are no instances of significant fraud of which we have become aware and the involvement therein , if any, of management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Hyderabad
Date: 16th May, 2015

K.K.Maheshwari
Managing Director
DIN:00223241

Declaration on Compliance of the Company's Code of Conduct

All members of the Board and Senior Management Personnel of the Company have affirmed due observance of the code of conduct, framed pursuant to clause 49 of the Listing Agreement with Stock Exchanges in so far as it is applicable to them and there is no non-compliance thereof during the year ended 31st March, 2015.

Place: Hyderabad
Date: 16th May 2015

K.K.Maheshwari
Managing Director
DIN: 00223241

Management Discussion and Analysis Report**Industry Structure & Developments**

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

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

Opportunities and Threats

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

Opportunities

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

Threats

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

Macro-economic and industry developments

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

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

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

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

Challenges, Risk, Concern

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

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

Segment Wise or Product Wise Performance

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

(Rs. in Lacs)

SEGMENT	GROSS INCOME	
	31.03.2015	31.03.2014
Securities Dealings & Broking	415.47	255.15
Merchant Banking	6.00	2.75
Consultancy Fee	0.00	5.16
Registrar & Share Transfer Agent	46.59	27.35
Demat & Depository	12.27	10.70

Internal Control System and their adequacy

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

Providing assurance regarding the effectiveness and efficiency of operations;

Efficient use and safeguarding of resources;

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

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

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

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

Human Resource Development

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

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2015

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.**

REGISTRATION & OTHER DETAILS:			
1.	CIN	L67120TG1989PLC010188	
2.	Registration Date	29/06/1989	
3.	Name of the Company	CIL Securities Limited	
4.	Category/Sub-category of the Company	Public Listed Company/ Limited by shares	
5.	Address of the Registered office & contact details	214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad, Telangana, 500001 Telephone - 040 2320 2465 Fax Number - 040 23203028 Email Address : advisors@cilsecurities.com	
6.	Whether listed company	Yes, Listed in Bombay Stock Exchange	
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	In House, 214, Raghava Ratna Towers, Chirag Ali Lane, Abids,hyderabad, Telangana, 500001	
I. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S.No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Security Dealing Activities	6599	86.50%

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -NA

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

Category code	Category of Shareholder	Number of Share holders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of(A+B) ¹	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)= (VIII)/(IV)*100
(A)	Shareholding of Promoter and Promoter Group²							
1	Indian	-	-	-	-	-	-	-
(a)	Individuals/Hindu Undivided Family	5	3335850	3335850	66.72	66.72	0	0.00
(b)	Central Government /State Government(s)	-	-	-	0.00	0.00	-	0.00

(c)	Bodies Corporate	2	230151	230151	4.60	4.60	0	0.00
(d)	Financial Institutions/ Banks	-	-	-	0.00	0.00	-	0.00
(e)	Any Others(Specify)	-	-	-	0.00	0.00	-	0.00
	Sub Total(A)(1)	7	3566001	3566001	71.32	71.32	0	0.00
2	Foreign							
a	Individuals (Non-Residents Individuals/Foreign Individuals)	-	-	-	0.00	0.00	-	0.00
b	Bodies Corporate	-	-	-	0.00	0.00	-	0.00
c	Institutions	-	-	-	0.00	0.00	-	0.00
d	Any Others(Specify)	-	-	-	0.00	0.00	-	0.00
	Sub Total(A)(2)	0	0	0	0.00	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	7	3566001	3566001	71.32	71.32	0	0.00
(B)	Public shareholding							
1	Institutions							
(a)	Mutual Funds/ UTI	-	-	-	0.00	0.00	-	0.00
(b)	Financial Institutions / Banks	-	-	-	0.00	0.00	-	0.00
(c)	Central Government/ State Government(s)	-	-	-	0.00	0.00	-	0.00
(d)	Venture Capital Funds	-	-	-	0.00	0.00	-	0.00
(e)	Insurance Companies	-	-	-	0.00	0.00	-	0.00
(f)	Foreign Institutional Investors	-	-	-	0.00	0.00	-	0.00
(g)	Foreign Venture Capital Investors	-	-	-	0.00	0.00	-	0.00
(h)	Any Other (specify)	-	-	-	0.00	0.00	-	0.00
	Sub-Total (B)(1)	-	-	-	0.00	0.00	-	0.00
B 2	Non-institutions							
(a)	Bodies Corporate	30	647307	641707	12.95	12.95	-	0.00
(b)	Individuals	-	-	-	0.00	0.00	-	0.00
I	Individuals -i. Individual share holders holding nominal share capital up to Rs 1 lakh	947	453328	319737	9.07	9.07	-	0.00
I	ii. Individual share holders holding nominal share capital in excess of Rs.1 lakh.	8	260228	260228	5.20	5.20	-	0.00
(c)	Any Other (NRI'S)	6	72636	72636	1.45	1.45	-	0.00

(c-i)	Directors and their relatives	1	500	500	0.01	0.01	-	0.00
(c-ii)	Clearing Member	0	0	0	0.00	0.00	-	0.00
	Sub-Total (B)(2)	992	1433999	1294808	28.68	28.68	-	0.00
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	992	1433999	1294808	28.68	28.68	-	0.00
	TOTAL (A)+(B)	999	5000000	4860809	100.00	100.00	-	0.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
1	Promoter and Promoter Group	-	-	-	-	0.00	-	0.00
2	Public	-	-	-	-	0.00	-	0.00
	Sub-Total (C)	0	0	0	-	0.00	-	0.00
	GRAND TOTAL (A)+(B)+(C)	999	5000000	4860809		100.00	0	0.00

B) Shareholding of Promoter

S.No.	Shareholder's Name	Shareholding At The Beginning Of The Year			Shareholding At The End Of The Year			%Change In Shareholding During The Year
		No. Of Shares	% Of Total Shares Of The Company	%Of Shares Pledged / Encumbered To Total Shares	No. Of Shares	% Of Total Shares Of The Company	%Of Shares Pledged/ Encumbered To Total Shares	
1	Gita Devi Maheshwari	1198550	23.97	-	1198550	23.97	-	0%
2	Krishna Kumar Maheshwari	1072700	21.45	-	1072700	21.45	-	0%
3	Pramila Maheshwari	521000	10.42	-	768500	15.37	-	4.95%
4	Ramkrishna Maheshwari [Huf]	246100	4.92	-	246100	4.92	-	0%
5	Cil Commodities (P) Ltd	125000	2.50	-	125000	2.50	-	0%
6	Cil Industries Limited	105151	2.10	-	105151	2.10	-	0%
7	Vidhi Maheshwari	50000	1.00	-	50000	1.00	-	0%

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

Share holder's Name	Share holding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Share holding during the year	
	No. of shares at the beginning (01.04.2014) /end of the year (31.03.2015)	% of total shares of the company				No. of shares	% of total shares of the company
Pramila Maheshwari	521000 768500	10.42% 15.37%	11.04.2014	247500	Acquisition	768500	15.37%

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

SN	Share holder's Name	Share holding		Date	Increase/ (Decrease) in share holding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (01.04.2014) /end of the year (31.03.2015)	% of total shares of the company				No. of shares	% of total shares of the company
1	Canara Securities Limited	700408 563298	14.01% 11.27%	11.04.2014	(137110)	Sale	563298	11.27%
2	Gita Finvest Private Limited	110390 0	2.21% 0	11.04.2014	(110390)	Sale	0	0%
3	Shobha	84100 84100	1.68% 1.68%				84100	1.68%
4	Integrated Financial Services Limited	60000 59099	1.20% 1.18%	13.02.2015	(901)	Sale	59099	1.18%
5	Seema Jain	57527 53508	1.15% 1.07%	18.04.2014 25.04.2014 02.05.2014 19.09.2014 14.11.2014 05.12.2014	200 100 (300) (10) (950) (498)	Purchase Purchase Sale Sale Sale Sale	57827 57827 57527 57517 56567 56069	1.16% 1.15% 1.15% 1.13% 1.12% 1.10%

				12.12.2014	(915)	Sale	55154	1.10%
				16.01.2015	(369)	Sale	54785	1.08%
				23.01.2015	(1002)	Sale	53783	1.07%
				06.02.2015	(200)	Sale	53583	1.07%
				20.03.2015	(65)	Sale	53518	1.07%
				27.03.2015	(10)	Sale	53508	1.07%
6	Benny Mathew (Non Resident Indian)	20000	0.40%	19.09.2014	10000	Purchase	30000	0.60%
				28.11.2014	12000	Purchase	42000	0.84%
				05.12.2014	8000	Purchase	50000	1.00%
				12.12.2014	3000	Purchase	53000	1.06%
				19.12.2014	2000	Purchase	55000	1.10%
		56000	1.12%	09.01.2015	1000	Purchase	56000	1.12%
7	Y Madana Mohana Rao	51197	1.02%				51197	1.02%
		51197	1.02%					
8	Shailendra Kumar	48864	0.98%	09.05.2014	(5488)	Sale	43376	0.87%
		0	0%	16.05.2014	(510)	Sale	42866	0.86%
				30.05.2014	(2328)	Sale	40538	0.81%
				11.07.2014	(2889)	Sale	37649	0.75%
				18.07.2014	(1932)	Sale	35717	0.71%
				12.09.2014	(55)	Sale	35662	0.71%
				19.09.2014	(11081)	Sale	24581	0.49%
				10.10.2014	(1402)	Sale	23179	0.46%
				21.11.2014	(9740)	Sale	13439	0.27%
				28.11.2014	(13439)	Sale	0	0%
9	Sudharshan Bajaj	18698	0.37%				18698	0.37%
		18698	0.37%					
10	Snehalatha Singhi	14395	0.29%				14395	0.29%
		14395	0.29%					
11	Rukmani Gautam	3932	0.08%	11.07.2014	9821	Purchase	13753	0.28%
		6050	0.12%	31.03.2015	7703	Sale	6050	0.12%
12	Sanket Taran	13140	0.26%				13140	0.26%
		13140	0.26%					
13	Susheela Narasimha	0	0%	30.08.2014	12601	Purchase	12601	0.25%
		12601	0.25%					
14	Sykes & Ray Equities	0	0%	27.06.2014	12497	Purchase	12497	0.25%
		0	0%	30.08.2014	(12497)	Sale	0	0%
15	Bala Ram Gautam	3275	0.07%	27.06.2014	4655	Purchase	7930	0.16%
		9380	0.19%	30.08.2014	1450	Purchase	9380	0.19%
16	Bansi Chetan Shah	4006	0.08%	26.12.2014	2328	Purchase	6334	0.13%
		6194	0.12%	31.03.2014	(140)	Sale	6194	0.12%
17	Satish Narang	5000	0.10%				5000	0.10%
		5000	0.10%					

18	Vedasai Finance and Consultants Limited	4900 4900	0.10% 0.10%				4900	0.10%
19	Sunil Kumar Chatakonda	3000 3000	0.06% 0.06%				3000	0.06%
20	Abhay Kumar Jain	2500 2500	0.05% 0.05%				2500	0.05%
21	Sachin Kumar Jakhodia	2500 2500	0.05% 0.05%				2500	0.05%
22	Manojkumar Pandala	2400 2400	0.05% 0.05%				2500	0.05%
23	Dilip Malpani	2000	0.04%				2000	0.04%
		2000	0.04%					
24	Rama Malpani	2000 2000	0.04% 0.04%				2000	0.04%
25	JNS Vara Prasad	2000 2000	0.04% 0.04%				2000	0.04%
26	Inder Narain	2000 2000	0.04% 0.04%				2000	0.04%

G) Shareholding of Directors and Key Managerial Personnel:

SN	Share holder's Name	Share holding		Date	Increase/ Decrease in Share holding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning (01.04.2014) /end of the year (31.03.2015)	% of total shares of the company				No. of shares	% of total shares of the company
1	Piyush Modi	500 500	0.01% 0.01%				500	0.01%
2	Krishna Kumar Maheshwari	1072700 1072700	21.45% 21.45%				1072700	21.45%
3	Pramila Maheshwari	521000 768500	10.42% 15.37%	11-04-2014	247500	Acqui-sition	768500	15.37%

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Krishna Kumar Maheshwari	Piyush Modi	A.K.Inani	
1	Gross salary	1316780	600000	942464	2859244
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	81106	-	-	81106
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission- as % of profit-others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	1397886	600000	942464	2940350
	Ceiling as per the Act	Within Limits			

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors						Total Amount
		Budhi Prakash Toshniwal	Feroz Russi Bhote	Matam Prabhanjana Murthy	Vemulapalli Basava Purnaiah	Pramila Maheshwari	Ramnivas Joshi	
1	Independent Directors	-	-	-	-	-	-	-
	Fee for attending board committee meetings	-	36000	36000	36000	-	12000	120000
	Commission	-	-	-	-	-	-	-
	Others, please specify (Conveyance)	-	9000	9000	9000	-	3000	30000
	Total (1)	-	45000	45000	45000	-	15000	150000
2	Other Non-Executive Directors	-	-	-	-	-	-	-

	Fee for attending board committee meetings	-	-	-	-	20000	-	20000
	Commission	-	-	-	-	-	-	-
	Others, please specify (conveyance)	-	-	-	-	5000	-	5000
	Total (2)	-	-	-	-	25000	-	25000
	Total (B) =(1+2)	-	45000	45000	45000	25000	15000	175000
	Total Managerial Remuneration	-	-	-	-	-	-	175000
	Overall Ceiling as per the Act	Within Limits						

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
	Govind Toshniwal				
1	Gross salary (for a part of a year)	-	67002	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	67002	-	-

VI PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NA

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

FOR THE FINANCIAL YEAR ENDED 31.03.2015

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

To,
The Members,

CIL SECURITIES LIMITED.

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

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015, according to the provisions of:

- | | |
|--|---|
| <ul style="list-style-type: none"> (i) The Companies Act, 2013 (the Act) and the rules made thereunder; (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the Audit Period) (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):- | <ul style="list-style-type: none"> (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (VI) The Company is a registered member of NSE and BSE apart from having DP connectivity with CDSL. From time to time there were inspection of books, accounts, records of the company by the above said authorities and the observations given there on have also been complied with by the Company. (VII) The Company is a registered as Category I Merchant Banker and Registrar and Share Transfer Agents with SEBI. From time to time there were inspection of books, accounts, records of the company by the above said authority and the observations given there on have also been complied with by the Company. (VIII) Other applicable laws, including the following: <ul style="list-style-type: none"> a) The Payment of Gratuity Act, 1972 b) Competition Act, 2002 c) Employees Provident Fund and Miscellaneous Provisions Act, 1952 d) Employees State Insurance Act, 1948 e) Income Act, 1961 f) Indian Stamp Act, 1899 g) Maternity Benefit Act, 1961 h) Minimum Wages Act, 1948 i) Payment of Bonus Act, 1965 j) Payment of Wages Act, 1936 k) Shops and Establishments Act, 1948 l) The Finance Act, 1994 |
|--|---|

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India, to the extent applicable under the Companies Act, 2013 (Not applicable since notified and effective from 1st July, 2015)
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. **The Company has appointed KMP during the Financial Year.**
2. **The Company has intimated notice of Board meeting and General Meetings and its quarterly results and notice of book closure and record date only to the stock exchange.**

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

Place: Hyderabad DWARAKA PRASAD ASAWA
Date : 16.05.2015 ACS:20636, CP NO: 7546

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

'Annexure A'

To,
 The Members,
CIL SECURITIES LIMITED.

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

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

Place: Hyderabad DWARAKA PRASAD ASAWA
Date : 16.05.2015 ACS:20636, CP NO: 7546

Auditors' Certificate on Corporate Governance

To The Members

CIL SECURITIES LIMITED

We have examined the compliance of conditions of Corporate Governance by CIL Securities Limited, for the year ended on 31st March 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange. The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Hyderabad

Date: 16/05/2015

**For Ramkishore Jhawar & Associates
Chartered Accountants**

**CA Ramkishore Jhawar
M No: 27970 Firm No: 003016S**

INDEPENDENT AUDITORS' REPORT**TO THE MEMBERS OF CIL SECURITIES LIMITED****Report on the Financial Statements**

We have audited the accompanying financial statements of CIL Securities Limited (the Company), which comprise the Balance sheet as at March 31, 2015, and the Statement of Profit and Loss and the Cash Flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the Financial Statements

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

Auditors Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the act and the rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

OPINION

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

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- (b) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with Accounting Standards referred to in Section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Sub Section (2) of section 164 of the Companies Act, 2013.
 - f. With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us :
 1. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 2. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 3. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

**For Ramkishore Jhawar & Associates
Chartered Accountants**

**CA Ramkishore Jhawar
M No: 27970 Firm No: 003016S**

**Place: Hyderabad
Date: 16/05/2015**

ANNEXURE TO THE AUDITORS' REPORT

The Annexure referred to in our report for the year Ended on 31ST March, 2015.

We report that

1. a) The Company has maintained Proper records showing full particulars including quantitative details of Fixed Assets.
b) All the Fixed Assets have been physically verified by the Management at reasonable intervals. In our opinion, the frequency of verification is reasonable. To the best of our knowledge, no material discrepancies have been noticed on verification.
2. a) The Stock of Shares & Securities has been verified by the management at reasonable intervals (Both Physically and held in Demat Account).
b) In our opinion, and according to the information given to us, the procedure for verification (Both Physically and held in Demat Account) of Stock of Shares & Securities followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
c) In our opinion the Company is maintaining proper records of Stock of Shares & Securities and no material discrepancies were noticed on physical verification.
3. The Company has not granted any loans, secured or unsecured to companies, firms or other parities covered in the register maintained u/s 189 of the Act.
4. In our opinion and according to the information given to us, there are adequate Internal Control procedures commensurate with the size of the Company and nature of its business with regard to purchase of equipment and other assets.
5. The Company has not accepted deposits from public and hence directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 of the Companies Act, 2013 and rules framed there under are not applicable for the year under audit.
6. The Central Government has not prescribed the maintenance of cost records under Section 148 of the Act for any of its product
7. a) According to the records of the Company, the Company has been regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Investor Protection Fund, Income Tax, and other statutory dues and according to information and the explanations given to us, no statutory dues were outstanding as at 31.03.2015 for a period of more than six months from the date they became payable.
b) According to information and the explanations given to us, there are no such statutory dues, which have not been deposited on account of any disputes.
c) According to the records of the Company the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.
8. The Company neither has accumulated losses nor has it incurred any cash losses during the current financial year and the immediately preceding financial year
9. Based on our Audit procedures and the information and explanations given by management, we are of the opinion that the Company has not defaulted in repayment of dues ,if any, to any Financial Institutions or Banks.
10. The Company has not given any guarantee for loans taken by others from bank or financial institutions.
11. Based on our Audit procedures and the information and explanations given by management, we are of the opinion that the term loans were applied for the purpose for which the loans were obtained
12. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

Place: Hyderabad
Date: 16/05/2015

For Ramkishore Jhavar & Associates
Chartered Accountants

CA RamkishoreJhavar
M No: 27970 Firm No: 003016S

CIL SECURITIES LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars		Note No.	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
A	EQUITY AND LIABILITIES			
1	Shareholders funds			
	Share capital	1	5,00,00,000	5,00,00,000
	Reserves and surplus	2	13,82,03,981	12,95,73,723
			18,82,03,981	17,95,73,723
2	Non-current liabilities			
	Other Long Term Liabilities	3	2,75,000	2,75,000
	Long-term provision	4	24,68,610	26,36,349
			27,43,610	29,11,349
3	Current liabilities			
	Trade payables	5	4,07,02,129	2,81,36,823
	Other current liabilities	6	16,26,235	6,37,666
	Short-term provisions	7	50,87,544	35,06,991
			4,74,15,908	3,22,81,480
			23,83,63,499	21,47,66,552
B	ASSETS			
1	Non-current assets			
	Fixed assets			
	Tangible assets	8A	64,12,168	74,02,741
	Intangible assets	8B	2,48,999	4,10,761
	Non-current Investment	9	3,10,11,212	3,16,16,561
	Deferred tax assets (net)	21.28	18,80,813	6,64,558
	Long Term Loans and Advances	10	1,24,75,938	1,24,75,938
			5,20,29,130	5,25,70,559
2	Current assets			
	Current investments	11	3,78,78,643	5,68,26,465
	Trade receivables	12	6,93,82,465	6,17,32,404
	Cash and cash equivalents	13	7,73,25,251	3,94,72,998
	Short-term loans and advances	14	10,71,345	4,17,356
	Other current assets	15	6,76,665	37,46,770
			18,63,34,369	16,21,95,993
			23,83,63,499	21,47,66,552
	Significant Accounting Policies and Notes forming part of the financial statements	21		

In terms of our report attached.

For RamKishore Jhawar & Associates
Chartered Accountants

CA Ram Kishore Jhawar
Proprietor
M.No. 27970 & Firm No:003016S

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

K K Maheshwari
Managing Director
DIN: 00223241

A K Inani
Director - Finance & CFO
DIN: 00223069

Govind Toshniwal
Company Secretary

Place : Hyderabad
Date : 16.05.2015

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2015

Particulars		Note No.	For the Year Ended 31.03.2015 Rs.	For the Year Ended 31.03.2014 Rs.
A	CONTINUING OPERATIONS			
1	Revenue from operations (gross)	16	5,02,18,370	3,22,48,197
2	Other income	17	28,726	2,95,778
3	Total revenue (1+2)		5,02,47,096	3,25,43,975
4	Expenses			
	Employee benefits expense	18	1,13,16,639	1,06,13,390
	Finance costs	19	13,959	25,183
	Depreciation expense	8	15,53,167	13,66,705
	Other expenses	20	2,44,39,205	1,66,76,318
	Total expenses		3,73,22,970	2,86,81,596
5	Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		1,29,24,126	38,62,379
6	Exceptional items		0	0
7	Profit / (Loss) before extraordinary items and tax (5 ± 6)		1,29,24,126	38,62,379
8	Extraordinary items		0	0
9	Profit / (Loss) before tax (7 ± 8)		1,29,24,126	38,62,379
10	Tax expense:			
	(a) Current tax expense for current year		24,96,208	6,09,011
	(b) Current tax expense relating to prior years		14,065	-2,082
	(c) Net current tax expense		25,10,273	6,06,929
	(d) Deferred tax		-1,216,255	-495,820
			12,94,018	1,11,109
11	Profit / (Loss) from continuing operation (9+10)		1,16,30,108	37,51,270
12	Profit / (Loss) for the year		1,16,30,108	37,51,270
13	Earnings per share (of ₹ 10/- each):			
	(a) Basic			
	(i) Continuing operations	21.27	2.32	0.75
	(b) Diluted			
	(i) Continuing operations	21.27	2.32	0.75
	Significant Accounting Policies and Notes forming part of the financial statements	21		

In terms of our report attached.

For RamKishore Jhawar & Associates
Chartered AccountantsCA Ram Kishore Jhawar
Proprietor
M.No. 27970 & Firm No:003016SFor and on behalf of the Board of Directors of
CIL Securities LimitedK K Maheshwari
Managing Director
DIN: 00223241A K Inani
Director - Finance & CFO
DIN: 00223069Place : Hyderabad
Date : 16.05.2015Govind Toshniwal
Company Secretary

Cash Flow Statement for the year ended 31st March, 2015

Amount in Rs.

Particulars	For the Year Ended 31.03.2015		For the Year Ended 31.03.2014	
A. Cash flow from operating activities				
Net Profit/(Loss) before extraordinary items and tax		12,924,126		3,862,379
<u>Adjustments for:</u>				
Depreciation & Amortisation	1,553,167		1,366,705	
Provision for impairment of fixed assets and intangibles				
Amortisation of share issue expenses and discount on shares				
(Profit)/Loss on sale/ write off of assets	130,784		(732)	
Expense on employee stock option scheme				
Finance Costs	13,959		25,183	
Interest Income	(2,185,604)		(2,136,700)	
Dividend Income	(433,857)		(668,392)	
Operating Profit		12,002,575		2,448,443
Other Charges				
Net unrealised exchange (gain)/loss				
Operating profit/(loss) before working capital changes		12,002,575		2,448,443
<u>Changes in working capital:-</u>				
Adjustments for (increase)/decrease in operating assets:-				
Inventories				
Trade Receivables	(7,650,060)		(30,393,295)	
Short term loans and advances	(653,989)		195,243	
Long term loans and advances	-		300,000	
Other current assets	3,070,105		8,683,731	
Other non-current assets		(5,233,944)		(21,214,321)
Adjustments for increase/(decrease) in operating liabilities:-				
Trade Payables	12,565,306		(8,245,075)	
Other current liabilities	988,569		(2,813,520)	
Other long term liabilities	-		-	
Short term provisions	1,580,553		19,312	
Long term provisions	(167,739)	14,966,689	110,875	(10,928,408)
Cash flow from extraordinary items		-		-
Cash generated from operations		21,735,320		(29,694,286)
Net Income tax (paid)/refunds		(2,510,273)		(1,146,641)
Net cash flow from/(used in) operating activities (A)		19,225,047		(30,840,927)
B. Cash for Investing Activities				
Capital expenditure on fixed assets, including capital advances		(573,117)		(638,595)
Proceeds from sale of fixed assets		41,500		1,500
Current investments Transactions not considered as Cash and cash equivalents		18,947,822		36,385,879
Purchases of long term investments		-		(5,637,103)
Proceeds from sale of long term investments		605,349		
Interest received		2,185,604		2,136,700
Dividend Received		433,857		668,392
Net cash flow from / (used in) investing activities (B)		21,641,015		32,916,773

Cash Flow Statement for the year ended 31st March, 2015

Amount in Rs.

Particulars	For the Year Ended 31.03.2015		For the Year Ended 31.03.2014	
C. Cash flow from financing activities				
Finance cost	(13,959)		(25,183)	
Dividends paid	(2,500,000)		(2,500,000)	
Tax on dividend	(499,850)		(424,875)	
Net cash flow from/(used in) financing activities (C)		(3,013,809)		(2,950,058)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		37,852,253		(874,212)
Cash and cash equivalents at the beginning of the year		39,472,998		40,347,210
Effect of exchange difference on restatement of foreign currency Cash and cash equivalents				
Cash and cash equivalents at the end of the year		77,325,251		39,472,998
Reconciliation of Cash and cash equivalents with the Balance Sheet:				
Cash and cash equivalents as per Balance Sheet		77,325,251		39,472,998
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 Cash Flow statements		-		-
Net Cash and cash equivalents (as defined in AS 3 Cash Flow Statements)		77,325,251		39,472,998
Add: Current investments considered as part of Cash and cash equivalents (as defined in AS 3 Cash Flow Statements)		-		-
Cash and cash equivalents at the end of the year*		77,325,251		39,472,998
* Comprises:-				
(a) Cash on hand		88,071		164,871
(b) Cheques, drafts on hand				
(c) Balances with banks				
(l) In current accounts			27,037,180	13,139,056
(d) Others (Fixed Deposits)			50,200,000	26,169,071
(e) Current investments considered as part of Cash and cash equivalents			-	-

Notes:

(i) The Cash Flow Statement reflects the cash flows pertaining to continuing operations.

(ii) These earmarked account balances with banks can be utilised only for the specific identified purposes.

See accompanying notes forming part of the financial statements

In terms of our report attached.

For RamKishore Jhawar & Associates

Chartered Accountants

CA Ram Kishore Jhawar

Proprietor

M.No. 27970 & Firm No:003016S

**For and on behalf of the Board of Directors of
CIL Securities Limited**K K Maheshwari
Managing Director
DIN: 00223241A K Inani
Director - Finance & CFO
DIN: 00223069Govind Toshniwal
Company Secretary

Place : Hyderabad

Date : 16.05.2015

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE Share Capital

1	Particulars	As at 31 March, 2015		As at 31 March, 2014	
		Number of shares	Rs.	Number of shares	Rs.
	(a) Authorised Equity shares of ' 10/- each with voting rights	60,00,000	6,00,00,000	60,00,000	6,00,00,000
	(b) Issued # Equity shares of ' 10/- each with voting rights	50,00,000	5,00,00,000	50,00,000	5,00,00,000
	(c) Subscribed and fully paid up Equity shares of ' 10/- each with voting rights	50,00,000	5,00,00,000	50,00,000	5,00,00,000
		50,00,000	5,00,00,000	50,00,000	5,00,00,000
	(d) Subscribed but not fully paid up Equity shares of ' each with voting rights, '	-	-	-	-
		-	-	-	-
	Total	50,00,000	5,00,00,000	50,00,000	5,00,00,000

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:								
Particulars	Opening Balance	Fresh issue	Bonus	ESOP	Conversion	Buy	Other	Closing Balance
Equity shares with voting rights								
Year ended 31 March, 2015								
- Number of shares	50,00,000	-	-	-	-	-	-	50,00,000
- Amount (₹)	5,00,00,000	-	-	-	-	-	-	5,00,00,000
Year ended 31 March, 2014								
- Number of shares	50,00,000	-	-	-	-	-	-	50,00,000
- Amount (₹)	5,00,00,000	-	-	-	-	-	-	5,00,00,000

(ii) Details of shares held by each shareholder holding more than 5% shares:				
Class of shares / Name of shareholder	As at 31 March, 2015		As at 31 March, 2014	
	Number of shares held	% holding in that class of Shares	Number of shares held	% holding in that class of Shares
Equity shares with voting rights				
K.K Maheshwari	10,72,700	21.454	10,72,700	21.454
Canara Securities limited	5,63,298	11.265	7,00,408	14.008
Pramila Maheshwari	7,68,500	15.370	5,21,000	10.420
Gita Devi Maheshwari	11,98,550	23.971	11,98,550	23.971

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE Reserves & Surplus

2	Particulars	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
	(a) Capital reserve		
	Opening balance	28,000	28,000
	Add: Additions during the year	-	-
	Less: Utilised / transferred during the year	-	-
	Closing balance	28,000	28,000
	(b) General reserve		
	Opening balance	2,86,46,000	2,82,70,000
	Add: Transferred from surplus in Statement of Profit and Loss	11,65,000	3,76,000
	Less: Utilised / transferred during the year	-	-
	Closing balance	2,98,11,000	2,86,46,000
	(c) Surplus / (Deficit) in Statement of Profit and Loss		
	Opening balance	10,08,99,723	10,04,49,328
	Add: Profit for the year	1,16,30,108	37,51,270
	Less: Final dividend		
	Dividends proposed to be distributed to equity shareholders Rs. @ 0.50 per share 31.03.2015 (Rs. @ 0.50 per share 31.03.2014)	25,00,000	25,00,000
	Tax on dividend	4,99,850	4,24,875
	Transferred to:		
	General reserve	11,65,000	3,76,000
	Closing balance	10,83,64,981	10,08,99,723
	Total	13,82,03,981	12,95,73,723
Note			
3	Other Long Term Liabilities		
	Trade / security deposits	2,75,000	2,75,000
		2,75,000	2,75,000
4	Long-term provisions		
	Provision for employee benefits:		
	Provision for gratuity	24,68,610	26,36,349
	Total	24,68,610	26,36,349

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE	Particulars	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
5	Trade payables:		
	Other than Acceptances	4,07,02,129	2,81,36,823
	Total	4,07,02,129	2,81,36,823
6	Other current liabilities		
	Other payables		
	Statutory remittances	4,64,677	2,98,977
	Contractually reimbursable expenses	11,57,590	3,30,160
	Other Liabilities	3,968	8,529
	Total	16,26,235	6,37,666
7	Short-term provisions		
	Provision - Others:		
	Provision for tax (net of advance tax Rs.950000/- As at 31.03.2015 (NIL/- As on 31.03.2014)	20,87,694	5,82,116
	Provision for proposed equity dividend	25,00,000	25,00,000
	Provision for tax on proposed dividends	4,99,850	4,24,875
	Total	50,87,544	35,06,991

Notes forming part of the financial statements
Note 8 Fixed assets

Tangible assets	Gross Block			Accumulated depreciation and impairment			Net Block		
	Balance as at 1.04.2014 (Rs.)	Additions (Rs.)	Disposals (Rs.)	Balance as at 31.03.2015 (Rs.)	Balance as at 1.4.2014 (Rs.)	Depreciation amortisation expense for the year (Rs.)	Eliminated on disposal of assets (Rs.)	Balance as at 31 March, 2015 (Rs.)	Balance as at 31 March, 2014 (Rs.)
(a) Land Freehold	990963	0	0	990963	0	0	0	990963	990963
(b) Buildings Own use	6433331	0	0	6433331	3222735	156356	0	3379091	3210596
(c) Furniture and Fixtures Owned	6049018	0	103,100	5945918	5259439	202834	88,844	5373428	789579
(d) Vehicles Owned	4687723	0	58559	4629164	4089689	154682	56281	4188090	598034
(e) Office equipment Owned	3459174	113927	76320	3496781	2702082	355997	55,433	3002648	757092
(f) Computer Data and Processing Equipments	18321338	0	737423	17583915	17492569	325456	606003	17212021	828769
(g) Electrical Installations	355022	0	14,000	341022	127315	58,616	10,967	174963	227708
(h) Computer Devices	0	459190	0	459190	0	137,874	0	137874	321316
Total (A)	40296569	573117	989402	39880284	32893829	1391815	817528	33468115	7402741
Previous year	3,97,45,425	5,86,095	34,951	4,02,96,569	3,18,08,106	11,19,906	34,183	3,28,93,829	79,37,319
Intangible assets	Gross Block			Accumulated depreciation and impairment			Net Block		
	Balance as at 1.04.2014 (Rs.)	Additions (Rs.)	Disposals (Rs.)	Balance as at 31.03.2015 (Rs.)	Balance as at 1.4.2014 (Rs.)	Depreciation amortisation expense for the year (Rs.)	Eliminated on disposal of assets (Rs.)	Balance as at 31 March, 2015 (Rs.)	Balance as at 31 March, 2014 (Rs.)
(a) Computer software	6552475	0	20,800	6531675	6141714	161352	20,390	6282676	410761
Total (B)	6552475	0	0	6531675	6141714	161352	20,390	6282676	410761
TOTAL(A+B)	46849044	573117	1010202	46411959	39035543	1553167	837918	39750791	7813502
Previous year	64,99,975	52,500	0	65,52,475	58,94,915	2,46,799	0	61,41,714	6,05,060
Previous year Grand Total	4,62,45,400	6,38,595	34,951	4,68,49,044	3,77,03,021	13,66,705	34,183	3,90,35,543	85,42,379

Notes forming part of the financial statements

Note	Particulars	As at 31 March, 2015			As at 31 March, 2014		
		Quoted Rs.	Unquoted Rs.	Total Rs.	Quoted Rs.	Unquoted Rs.	Total Rs.
9	Non Current Investments						
	Investments (At cost)						
	Trade investments in Equity Investment (As per Annexure)	3,02,51,212	7,60,000	3,10,11,212	3,04,16,523	12,00,038	3,16,16,561
	Less: Provision for diminution in value of investments			-			-
	Total Investments (A)			3,10,11,212			3,16,16,561
	Aggregate amount of quoted investments			3,02,51,212			3,04,16,523
	Aggregate market value of listed and quoted investments			3,05,91,870			2,47,38,932
	Aggregate value of listed but not quoted investments			NIL			NIL
	Aggregate amount of unquoted investments			7,60,000			12,00,038
	Aggregate provision for diminution (write down) in the value of other investments			-			-

Notes forming part of the financial statements

Note	Particulars	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
10	<u>Long-Term loans and advances</u>		
	Membership Deposit With NSE	50,00,000	50,00,000
	Deposit with CD-NSE	35,00,000	35,00,000
	Deposit with Future Segment With NSE	33,00,000	33,00,000
	Deposit for VSAT	50,938	50,938
	Deposit for CDSL	5,00,000	5,00,000
	Deposit with BSE	1,25,000	1,25,000
	Total	1,24,75,938	1,24,75,938
11	<u>Current Investments</u>		
	Stock of Securities	3,73,57,460	5,63,51,928
	Others	5,21,183	4,74,537
	Total	3,78,78,643	5,68,26,465
12	<u>Trade receivables</u>		
	Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
	Unsecured, considered good	4,62,60,249	4,68,84,561
	Other Trade receivables		
	Unsecured, considered good	2,31,22,216	1,48,47,843
	Total	6,93,82,465	6,17,32,404

Notes forming part of the financial statements

Note	Particulars	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
13	Cash and cash equivalents		
	Cash on hand	88,071	1,64,871
	Balances with banks		
	(i) In current accounts	2,70,37,180	1,31,39,056
	(ii) In deposit accounts (Refer Note (i) below)	5,02,00,000	2,61,69,071
	Total	7,73,25,251	3,94,72,998
	Note:		
	(i) Balances with banks include deposits amounting to Rs. NIL (Rs. 14421678/- As at 31 March, 2014) and margin monies amounting to 'NIL (As at 31 March, 2014 'NIL) which have an original maturity of more than 12 months.		
14	Short-term loans and advances		
	Prepaid expenses	0	5,797
	Advance Tax and TDS	8,80,466	3,16,059
	Advance to Others	1,00,879	5,500
	Advance to Staff	90,000	90,000
	Total	10,71,345	4,17,356
	Directors	-	-
	Other officers of the Company	-	-
	Firms in which any director is a partner	-	-
	Private companies in which any director is a director or member	-	-
		-	-
15	Other Current Assets		
	Others Deposits	3,95,428	4,40,428
	Accruals		
	Interest accrued on deposits	2,81,237	33,06,342
	Total	6,76,665	37,46,770

Notes forming part of the financial statements

Note	Particulars	For the Year Ended 31.03.2015 Rs.	For the Year Ended 31.03.2014 Rs.
16	Revenus from operations		
	Income from services @ (Refer Note (i) below)	4,80,32,766	3,01,11,497
	Other operating Income # (Refer Note (ii) below)	21,85,604	21,36,700
	Total	5,02,18,370	3,22,48,197
(i)	Income from services @		
	Securities Dealings & Broking	4,15,46,773	2,55,15,373
	Consultancy Fee	0	5,15,800
	Register & Share Transfer Fee	46,59,115	27,34,615
	Demat/Depository Fee	12,26,878	10,70,709
	Merchant Banking	6,00,000	2,75,000
	Total - Income from services	4,80,32,766	3,01,11,497
(ii)	Other operating Income #		
	Interst Income	21,85,604	21,36,700
	Total - Other operating Income	21,85,604	21,36,700
17	Other income		
	Other Income	28,726	2,95,046
	Other non-operating income comprises:		
	Profit on sale of fixed assets	0	732
	Total - Other non-operating income	28,726	2,95,778
18	Employee benefits expense		
	Salaries	98,67,923	97,21,372
	Training and Development Expenses	10,38,798	5,10,626
	Staff welfare expenses	4,09,918	3,81,392
	Total	1,13,16,639	1,06,13,390
19	Finance cost		
	Interest expense on:		
	Others	13959	25183
	Total	13,959	25,183

Notes forming part of the financial statements

Note	Particulars	For the Year Ended 31.03.2015 Rs.	For the Year Ended 31.03.2014 Rs.
20	Other expenses		
	Demat/CDSL Charges	4,91,842	3,74,212
	SEBI Charges	1,27,996	48,615
	Share with Bussiness Associates	1,07,78,658	52,15,053
	Transaction Charges	20,12,081	16,84,316
	Membership Fees	12,55,218	4,65,480
	VSAT Charges	48,000	24,606
	Security Tansaction Tax	8,93,072	12,11,507
	Telephone Charges	7,37,350	7,52,035
	Bandwidth Charges	8,010	8,010
	Conveyance Charges	1,25,083	99,140
	Rent	2,06,060	2,21,520
	Repairs and maintenance - Buildings	1,33,953	1,27,273
	Repairs and maintenance – Vehicles	3,34,156	2,82,674
	Repairs and maintenance - Others	14,37,460	9,16,400
	Insurance	6,55,647	6,53,697
	Travelling Expenses	7,04,599	2,22,663
	Printing and Stationery	2,51,130	1,68,466
	Postage Expenses	1,26,186	1,13,261
	News Paper	10,361	14,401
	Payments to Auditors (Refer Note (i) below)	1,88,000	2,04,000
	Festival Expenses	43,789	31,914
	Director Sitting Fees	1,40,000	1,36,000
	General Expenses	1,52,457	2,17,369
	Office Maintenance	4,29,128	3,58,506
	Advertisement Expenses	25,980	54,311
	Bank Charges	12,27,737	12,09,897
	Consultancy Charges	2,34,125	1,85,300
	Computer Maintenance	1,96,925	3,64,965
	Electricity Charges	10,35,521	10,91,982
	Loss on Sale of Fixed Assets	1,30,784	0
	Filing Fees	38,185	8,944
	Rates and Taxes	1,92,603	1,76,954
	R&TMiscellaneous Expenses	67,109	32,847
	Total	2,44,39,205	1,66,76,318
(i)	Notes: Payments to the Auditors comprises As Auditors - Statutory audit For Taxation matters For Tax Audit Fee For Certification Total	 80,000 4,000 60,000 44,000 1,88,000	 90,000 4,000 60,000 50,000 2,04,000

CIL SECURITIES LIMITED**Notes forming part of the financial statements****Note Particulars****21 Corporate information**

M/s.CIL Securities Limited was Incorporated in the year 1989.CIL today is a diversified Financial Company and are member of the National Stock Exchange of India Ltd and the Bombay Stock Exchange Ltd besides member of MCX and NCDEX Exchange through Group Company providing services in Capital Market, F&O, Currency, Mutual Fund and Commodities Segment. CIL is also a Merchant Banker, Registrar and Share Transfer Agent and Depository Participant.CIL is maintaining a flawless trading and accounting system and real time information is being disseminated on the website of the company www.cilsecurities.com. At CIL, we adopt the latest technology in business and are constantly updating our self to be with time and technology is being harvested to its utmost advantage and to provide quality and cost effective service.A spectrum of diversified activity is being provided by qualified and experienced manpower deployed at CIL.CIL is a Listed Company on the Bombay Stock Exchange.

21 Significant accounting policies**21.1 Basis of accounting and preparation of financial statements**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention . The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year .

21.2 Use of estimates

The preparation of the financial statements are in conformity with Indian GAAP which requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable.

21.3 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises of cash on hand and demand deposits

with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash are subject to insignificant risk of changes in value.

21.4 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

21.5 Depreciation and amortisation

Depreciation has been provided on the written down method as per the rates prescribed in Part 'C' of Schedule II of the Companies Act, 2013.

Intangible assets are amortised over their estimated useful life as follows:

Intangibles – 3 – 6 years.

The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern.

21.6 Revenue recognitionIncome from services

Revenues from contracts priced on a time and material basis are recognised when services are rendered and related costs are incurred.

21.7 Other income

Interest income is accounted on accrual basis. Dividend income is accounted for on receipt basis.

21.8 Tangible Fixed Assets

Fixed assets, are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets. Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase

in the future benefits from such asset beyond its previously assessed standard of performance.

Fixed assets acquired in full or part exchange for another asset are recorded at the fair market value or the net book value of the asset given up, adjusted for any balancing cash consideration. Fair market value is determined either for the assets acquired or asset given up, whichever is more clearly evident. Fixed assets acquired in exchange for securities of the Company are recorded at the fair market value of the assets or the fair market value of the securities issued, whichever is more clearly evident.

The Company has not revalued its assets.

Fixed assets retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately in the Balance Sheet.

21.9 Intangible assets

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase / completion is recognised as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.

21.10 Foreign currency transactions and translations

Transactions in foreign currencies are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

21.11 Investments

Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties. Investment properties are carried individually at cost less accumulated depreciation and impairment, if any. Investment properties are capitalised and depreciated

(where applicable) in accordance with the policy stated for Tangible Fixed Assets. Impairment of investment property is determined in accordance with the policy stated for Impairment of Assets.

21.12 Employee benefits

Employee benefits include provident fund, superannuation fund, gratuity fund.

The Company's contribution to provident fund is considered as defined contribution plan and is charged as an expense as they fall due based on the amount of contribution required to be made.

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service. The cost of such compensated absences is accounted as under : (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and (b) in case of non-accumulating compensated absences, when the absences occur.

21.13 Segment reporting

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

21.14. Earnings Per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

21.15 Taxes on income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Minimum Alternate Tax (MAT) is paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company. Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set

off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability. Current and deferred tax relating to items directly recognised in equity are recognised in equity and not in the Statement of Profit and Loss.

Current and deferred tax relating to items directly recognised in equity and not in the Statement of Profit and Loss.

21.16 Impairment of assets

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

21.17 Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

21.18 Derivative contracts

The Company enters into derivative contracts in the nature of foreign currency swaps, currency options, forward contracts. Futures derivative contracts are marked-to-market and Profit & Losses are recognised in the Statement of Profit and Loss. Option transaction are recognised at cost price till the account is settled.

21.19 Service tax input credit

Service tax input credit is accounted for in the books in the period in which the underlying services are received and are accounted as and when there is no uncertainty in availing / utilising the credits.

Notes forming part of the financial statements

Note	Particulars	As at 31.03.2015 (Rs)	As at 31.03.2014 (Rs)
21	Additional information to the financial statements		
21.20	Contingent liabilities and commitments (to the extent not provided for)		
(i)	Contingent liabilities		
	(a) Claims against the Company not acknowledged as debt	4.75 Lacs	4.75 Lacs
	(b) Bank Guarantees	1000 Lacs	1000 Lacs
	(c) Other money for which the Company is contingently liable	NIL	NIL
	"(d) These are disclosed by way of notes to the Balance Sheet. Provision is made in the accounts in respect in those liabilities which are likely to materialise after the period end, till finalisation of Accounts and have material effect on the position stated in the Balance Sheet at the period end."		
21.21	Expenditure in foreign currency #:	For the year ended 31 March, 2015 ₹	For the year ended 31 March, 2014 ₹
	Professional and consultation fees	NIL	NIL
	Other matters*	NIL	NIL
	*Spending in foreign currency during the year by the Company has been fully reimbursed, hence is not impacting the financials.		
21.22	Earnings in foreign exchange		
	Professional and consultation fees	NIL	NIL
	Other income-Broking Services	NIL	NIL
21.23	Amounts remitted in foreign currency during the year on account of dividend ##		
	Amount of dividend remitted in foreign currency	NIL	NIL
	Total number of non-resident shareholders (to whom the dividends were remitted in foreign currency)	NIL	NIL
	Total number of shares held by them on which dividend was due	NIL	NIL
	Year to which the dividend relates	NIL	NIL
21.24	Employee benefit plans		
	Defined contribution plans		
	The Company makes Provident Fund contribution for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised `Rs.58017/- (Year ended 31 March, 2015) for Provident Fund contributions and Rs.50660/- (Year ended 31 March, 2014) for contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at the rates specified in the rules of the schemes.		

Notes forming part of the financial statements

Note	Computation of net profit in accordance with Section 197 read with section 198 of the Companies Act, 2013 for MD:-				
21.25				Rs.In Lac	
	PARTICULARS	March 31, 2015	March 31,2014		
	Profit before Taxation	129.24	38.62		
	Add: Managerial Remuneration	29.40	28.94		
	Add: Directors Sitting Fees	1.40	1.36		
	Add/Less: Loss/ Profit on sale of Fixed Assets	1.31	0.01		
	less: Extra Ordinary items	0.00	0.00		
	Net profit as per Section 198 of the Companies Act, 2013	161.35	68.91		
	Remuneration payable:				
	Minimum / @ 5% of the above profits to the Managing Director	8.07	3.45		
	Managerial Remuneration comprises:				
	Salary and Allowances	13.00	13.00		
	Medical Reimbursement	0.17	0.22		
	Perquisites	0.81	0.73		
	Commission	-	-		
	Total	13.98	13.95		
21.26	Related party transactions				
	Details of related parties:				
	Description of relationship	Names of related parties			
(a)	Subsidiaries	NIL			
(b)	Key Management Personnel (KMP)	Shri K.K.Maheshwari Shri Piyush Modi Shri A.K.Inani Shri Govind Toshniwal			
(c)	Relatives of KMP	Smt. Gita Devi Maheshwari Smt. Pramila Maheshwari Km. Vidhi Maheshwari Shri. S.M.Agarwal Smt. Chanda Agarwal Smt. Barkha Modi Smt. Neera Inani Km. Archana Toshniwal			
(d)	Company in which KMP / Relatives of KMP can exercise significant influence	CIL Industries Limited CIL Commodities (P) Limited Canara Securities Ltd Gita Finvest (P) Ltd Piyush Stock Broking Services Pvt.Ltd Piyush Crefinvest Pvt.Ltd Lotus Stock Markets Pvt.Ltd K K Maheshwari & Others			
	Note: Related parties have been identified by the Management.				
(e)	Details of related party transactions during the year and balances outstanding as at 31 March, 2015				
		Subsidiaries	KMP	Relatives of KMP	Entities in which KMP / relatives of KMP have significant influence
	Remuneration	-	2940350/- (2894495/-)	-	-
	Director's Fees	-	-	20000/- (20,000/-)	-
	-	-	-	-	-
	Services Rendered To	-	8228/- (1,466/-)	75387/- (53,237/-)	46100/- (11123/-)
	Outstanding payable (Net of receivable)	-	-	-	(-777244/-) (328147/-)
		-	-	(-1294/-)	-

Note	Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
21.27	<p>Earnings per share</p> <p><u>Basic</u></p> <p><u>Continuing operations</u></p> <p>Net profit / (loss) for the year from continuing operations</p> <p>Less: Preference dividend and tax thereon</p> <p>Net profit / (loss) for the year from continuing operations attributable to the equity shareholders</p> <p>Weighted average number of equity shares</p> <p>Par value per share</p> <p>Earnings per share from continuing operations - Basic</p>	<p></p> <p></p> <p>1,16,30,108</p> <p>-</p> <p>1,16,30,108</p> <p>50,00,000</p> <p>10</p> <p>2.32</p>	<p></p> <p></p> <p>37,51,270</p> <p>-</p> <p>37,51,270</p> <p>50,00,000</p> <p>10</p> <p>0.75</p>
21.28	<p>Deferred tax (liability) / asset</p> <p><u>Tax effect of items constituting deferred tax liability</u></p> <p>On difference between book balance and tax balance of fixed assets</p> <p>Tax effect of items constituting deferred tax liability</p> <p><u>Tax effect of items constituting deferred tax assets</u></p> <p>Provision for compensated absences, gratuity and other employee benefits</p> <p>Brought forward business losses</p> <p>Tax effect of items constituting deferred tax assets</p> <p>Net deferred tax (liability) / asset</p>	<p></p> <p>1,83,723</p> <p>1,83,723</p> <p>8,39,081</p> <p>12,25,455</p> <p>20,64,536</p> <p>18,80,813</p>	<p></p> <p>3,58,636</p> <p>3,58,636</p> <p>8,96,095</p> <p>1,27,099</p> <p>10,23,194</p> <p>6,64,558</p>
	<p>The Company has recognised deferred tax asset on unabsorbed depreciation to the extent of the corresponding deferred tax liability on the difference between the book balance and the written down value of fixed assets as per Income Tax. The Company has recognised deferred tax asset on unabsorbed depreciation and brought forward business losses.</p>		

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

Note	Note	Particulars	For the year ended 31 March, 2015						(Rs.In Lacs)	
			Business segments					Eliminations		
Particulars			A	B	C	D	E		Total	
			Securities Dealing and Broking	Merchant Banking Fee	Consultancy Fee	Registrar & Share Transfer agents	Demat / Depository			
	21.29	Segment information								
		"Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed assets that are used interchangeably amongst segments are not allocated to primary and secondary segments. " " The Company primarily operates in business segment i.e, Share and Stock broking and other related ancillary services. The Company operates in India and hence there are no reportable geographical segments."								
			Revenue	415.47	6.00	0.00	46.59	12.27	-	480.33
			Inter-segment revenue	-	-	-	-	-	-	-
			Total	415.47	6.00	0.00	46.59	12.27	-	48.33
			Segment result	127.39	4.58	0.00	13.04	2.83	-	147.84
			Unallocable expenses (net)							18.89
			Operating income							128.95
			Other income (net)							0.29
			Profit before taxes							129.24
			Tax expense (Net)							12.94
			Net profit for the year							116.30

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

Note	Particulars	For the year ended 31 March, 2015					(Rs. In Lacs)
		Business segments					
		A	B	C	D	E	
		Securities Dealing and Broking	Merchant Banking Fee	Consultancy Fee	Registrar & Share Transfer agents	Demat / Depository	Total
	Segment assets	2225.7	5.75	0.00	40.38	33.10	2304.93
	Unallocable assets						78.70
	Total assets (Common)						2383.63
	Segment liabilities						2383.63
	Unallocable liabilities						-
	Total liabilities (Common)						2383.63
	Other information						
	Capital expenditure (allocable)						5.73
	Capital expenditure (unallocable)						-
	Depreciation and amortisation (allocable / Common)						15.53
	Depreciation and amortisation (unallocable)						-
	Other significant non-cash expenses (allocable) (give details)						-
	Other significant non-cash expenses (unallocable)						-
Notes forming part of the financial statements Disclosures Under Accounting Standards (Contd.)							
Note	Particulars	For the year ended 31 March, 2014					(Rs. In Lacs)
		Business segments					
		A	B	C	D	E	
		Securities Dealing and Broking	Merchant Banking Fee	Consultancy Fee	Registrar & Share Transfer agents	Demat / Depository	Total
	Revenue	255.15	2.75	5.16	27.35	10.70	301.11
	Inter-segment revenue	-	-	-	-	-	-
	Total	255.15	2.75	5.16	27.35	10.70	301.11
	Segment result	43.66	1.50	3.60	7.13	2.61	58.50
	Unallocable expenses (net)						22.84
	Operating income						35.66
	Other income (net)						2.96
	Profit before taxes						38.62
	Tax expense (Net)						1.11
	Net profit for the year						37.51

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

Note	Note	Particulars	For the year ended 31 March, 2014					(Rs. In Lacs)	
			Business segments						Eliminations
			A	B	C	D	E		
		Securities Dealing and Broking	Merchant Banking Fee	Consultancy Fee	Registrar & Share Transfer agents	Demat / Depository	Total		
		Segment assets	1989.74	5.75	0.00	40.38	33.10	2068.97	
		Unallocable assets						78.70	
		Total assets (Common)						2147.67	
		Segment liabilities						2147.67	
		Unallocable liabilities						-	
		Total liabilities (Common)						2147.67	
		Other information							
		Capital expenditure (allocable)	6.39	-	-	-	-	6.39	
		Capital expenditure (unallocable)	-	-	-	-	-	-	
		Depreciation and amortisation (allocable / Common)						13.67	
		Depreciation and amortisation (unallocable)						-	
		Other significant non-cash expenses (allocable) (give details)						-	
		Other significant non-cash expenses (unallocable)						-	
21.30		Fixed deposits, Securities, and Office Buildings have been assigned towards collateral/margin deposit to bank against guarantees issued by them followed by personal guarantee given by Promoter Directors.							
21.31		Balances of Sundry Debtors and Sundry Creditors are subject to confirmation.							
21.32		"There are no amounts payable to small-scale industrial undertaking as at the balance sheet date. This disclosure is based on the information available with the Company. The Company has not received any intimation from its vendors regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, required under the said Act have not been made."							
21.33		Depreciation had been computed as per rates prescribed under Company Act, 2013 on the opening w.d.v of the asset block as per Companies Act 1956.							
21.34		Previous Year figures have been regrouped / rearranged wherever considered necessary.							

See accompanying notes forming part of the financial statements

In terms of our report attached.

For RamKishore Jhawar & Associates

Chartered Accountants

For and on behalf of the Board of Directors of

CIL Securities Limited

CA Ram Kishore Jhawar

Proprietor

M.No. 27970 & Firm No:003016S

K K Maheshwari

Managing Director

DIN: 00223241

A K Inani

Director - Finance & CFO

DIN: 00223069

Place : Hyderabad

Date : 16.05.2015

Govind Toshniwal

Company Secretary

CIL SECURITIES LIMITED
ANNEXURE: DETAILS OF INVESTMENTS AS AT 31st MARCH, 2015

NAME OF THE SCRIP	Nos	As At 31.03.2015 Cost Price Rs.	Market value as on 31.03.2015	Nos	As At 31.03.2014 Cost Price Rs.	Market value as on 31.03.2014
A. IN OTHER COMPANIES (QUOTED)						
EQUITY SHARES						
ANDHRA SUGAR	0	0	0	5000	543818	491500
ARCHIDPLY	15000	379640	483000	0	0	0
ASTRA MICRO	10000	1299125	1475000	0	0	0
BAJAJ AUTO FIN	600	2424335	2465070	0	0	0
BANCO PROD	0	0	0	23453	2714021	1686270
BANK OF INDIA	0	0	0	2500	512501	571250
COROMANDEL INTL	6000	1532000	1610700	0	0	0
CANARA BANK	0	0	0	2000	499926	528700
CENTURY ENKA	0	0	0	20000	4537304	2845000
DECCAN CHRON	0	0	0	10000	1207736	30400
EDELWEISS	20000	1276674	1278000	0	0	0
ESCORTS LTD	6000	804335	764100	6000	685799	691500
GUJARAT STATE FIN	20000	1614556	1665000	0	0	0
GRUH FIN	15000	3693074	3660000	0	0	0
GEOMET SOFSO	0	0	0	5000	569945	577750
GUJ PETRONET	0	0	0	10000	917502	693000
HBL POWER SYS	20000	892879	1022000	0	0	0
HINDALCO IN	8000	1073200	1032000	0	0	0
HERCULES HOI	0	0	0	5000	563759	577250
HERITAGE FOOD	0	0	0	3000	606137	602100
IDEA CELL	0	0	0	6000	860551	824700
INDIA CEMENT	0	0	0	10000	712502	608500
INDOCO REM	0	0	0	4000	532164	562400
JK PAPER	10000	614761	315000	10000	614761	300000
J K TYRE	0	0	0	4000	698242	709400
JINDAL STEEL & POWER	0	0	0	2000	582201	584900
KALPAT POWER	10000	2072423	2194500	0	0	0
KESORAM IND	0	0	0	3897	253305	282338
LIC H FINAN	4000	1767900	1750400	0	0	0
M M FORGINGS	0	0	0	1200	164263	142680
NCL IND	10000	531787	451500	0	0	0
NAG CONS COM	15000	1418713	1680750	0	0	0
NAV BHARAT VEN	0	0	0	5000	974339	788500
NIIT TECHNO	0	0	0	4000	1690877	1610200
ORIENT CEMENT LTD	4000	706830	712200	0	0	0
PAPER PRODUT	0	0	0	8000	722844	715200
POWER FINAN	0	0	0	4000	696602	772800
PTC INDIA	0	0	0	10000	642892	678000
ROLTA IND	10000	1625355	1623500	0	0	0
RECLTD(RURAL ELEC)	0	0	0	4000	830189	918800
SYNDICATE BANK	10000	1034000	1012000	0	0	0
SUNDRAM FAST	18000	3111560	3141000	0	0	0
SUDARSHAN CHEM	15000	1266000	1200750	0	0	0
SANGHI IND	0	0	0	5184	103680	82944
SAINT GOBAIN	0	0	0	10000	383855	147700
SR RAYAK ALK	0	0	0	10000	165002	89700
SURYALAXMI COTTON	0	0	0	5000	673877	217500
SESA STERLITE LTD	0	0	0	3000	557252	565650
SONAT SOFTWR	0	0	0	20000	937805	878000
ST TRAD CORP	0	0	0	3000	516953	540900
SUN PHARMA LTD	0	0	0	2000	1130002	1149500
TATA STL	0	0	0	2000	745401	787900
TVS MOTOR LTD	4000	1112064	1055400	10000	828549	971000
TEXMACO LTD	0	0	0	20000	1039967	515000
TOTAL (A)	230600	30251212	30591870	258234	30416523	24738932
B IN OTHER COMPANIES (UNQUOTED)						
EQUITY SHARES						
CANARA SECURITIES LIMITED	190000	760000		300000	1200038	
TOTAL (B)	190000	760000		300000	1200038	
GRAND TOTAL (A+B)	420600	31011212		558234	31616561	

Vide our report of even dated

**FOR & ON BEHALF OF THE BOARD of Directors of
CIL SECURITIES LTD**

for Ram Kishore Jhawar & Associates
Chartered Accountants

K K Maheshwari
Managing Director
DIN:00223241

CA Ram Kishore Jhawar
Proprietor
M.No.27970 & FR NO:003016S
PLACE: HYDERABAD
DATE:16.05.2015

A K Inani
Director - Finance & CFO
DIN: 00223069
Govind Toshniwal
Company Secretary

Form No. MGT - 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN : L67120AP1989PLC010188

Name of the company : **CIL SECURITIES LIMITED**

Registered Office : 214, Raghava Ratna Towers, chirag Ali Lane, Anids, Hyderabad – 500001, Telangana

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id & DP ID:

I/We, being the Member(s) of.....shares of the above named company, hereby appoint :

1. Name :
- Address :
- E-mail Id :
- Signature :, or failing him
2. Name :
- Address :
- E-mail Id :
- Signature :, or failing him
3. Name :
- Address :
- E-mail Id :
- Signature :, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the members of CIL SECURITIES LIMITED to be held on Tuesday, the 15th Day of September, 2015 at 11.00 A.M. at 610, Raghava Ratna Towers, North Block, Chirag Ali Lane, Abids, Hyderabad -500 001, Telangana and at any adjournment thereof in respect of such resolutions as indicated below:

S.No	Resolutions	For	Against
1.	Adoption of Financial Statements for the year ended March 31, 2015		
2.	Approval of dividend for the year ended March 31, 2015		
3.	Re-appointment of Shri K K Maheshwari, who retires by rotation		
4.	Re-appointment of Shri Piyush Modi, who retires by rotation		
5.	Ratification of appointment of M/s Ram Kishore Jhawar and Associates, Auditors and fix their remuneration		
6.	Adoption of new set of Articles of Association of the Company		

Signed this _____ day of _____ 2015

Signature of shareholder

Signature of Proxy holder(s)

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

Affix
Revenue
Stamp

Attendance Slip

Attendance by

(Please tick the appropriate box)

Member

Proxy

Authorised Representative

I hereby record my presence at the Annual General Meeting of the members of CIL SECURITIES LIMITED held on Tuesday, the 15th Day of September, 2015 at 11.00 A.M. at 610, Raghava Ratna Towers, North Block, Chirag Ali Lane, Abids, Hyderabad -500 001 Telangana.

Name of Proxy (in BLOCK LETTERS)

Shareholder's/Proxy's Signature

MEMBERS ARE REQUESTED TO BRING THEIR COPIES OF NOTICE ALONG WITH THEM AT THE ANNUAL GENERAL MEETING

BY - COURIER / REGISTERED POST

If undelivered, please return to :

CIL Securities Limited

214, Raghava Ratna Towers,

Chirag Ali Lane Abids, Hyderabad- 500001