



CIL securities Ltd

REGD. OFF: 214, RAGHAVA RATNA TOWERS, CHIRAG ALI LANE, ABIDS, HYDERABAD - 500 001

PHONE, OFF : 040-23203155,69011111

E.mail : advisors@cilsecurities.com

CIN No- L 67120TG1989PLC010188

Ref: CILSEC/LODR/COMP/05/2023

30th May 2023

To,
BSE LIMITED,
P. J. TOWERS,
DALAL STREET,
MUMBAI- 400001

Dear Sir/Madam,

Sub: Annual Report for the financial year 2022-23

Ref: Scrip Code: 530829

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of the Annual Report of the Company for the Financial Year 2022-23.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For CIL Securities Limited

KRISHNA KUMAR MAHESHWARI
Digitally signed by KRISHNA
KUMAR MAHESHWARI
Date: 2023.05.30 17:34:33
+05'30'

Krishna Kumar Maheshwari

Managing Director

DIN: 00223241

Encl: A/a

CIL SECURITIES LIMITED

(CIN: L67120TG1989PLC010188)



ANNUAL REPORT
2022-2023

COMPANY INFORMATION

Board of Directors

Krishna Kumar Maheshwari
Ashok Kumar Inani
Piyush Modi
PramilaMaheshwari
Budhi Prakash Toshniwal
Feroz Russi Bhote

Managing Director
Director – Finance/CFO
Non-Executive Director
Non-Executive Director
Independent Director
Independent Director

Audit Committee

Budhi Prakash Toshniwal
Pramila Maheshwari
Feroz Russi Bhote

Statutory Auditors

Ramkishore Jhawar & Associates
Chartered Accountants, Hyderabad
Firm Registration No. 003016S

Stakeholders Relationship Committee

Pramila Maheshwari
Feroz Russi Bhote
Budhi Prakash Toshniwal

Internal Auditors

Niranjan & Narayan
Chartered Accountants,
Hyderabad
Firm Registration No. 005899S

Nomination & Remuneration Committee

Feroz Russi Bhote
Budhi Prakash Toshniwal
Pramila Maheshwari

Solicitors

Thomas Joseph Lloyd
Advocate, Hyderabad

Independent Directors Committee

Feroz Russi Bhote
Budhi Prakash Toshniwal

Bankers

ICICI Bank

Secretarial Auditor

Dwaraka Prasad Asawa
Practicing Company Secretary,
Hyderabad
M. No. 20636

Registered Office

214, Raghava Ratna Towers,
Chirag Ali Lane, Abids,
Hyderabad- 500 001
website:www.cilsecurities.com
e-mail:advisors@cilsecurities.com
Tel No.:040-69011111/23203155

Company Secretary

Purva Singh Thakur
M. No. A70527

Registrar & Share Transfer Agent In House

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

NOTICE

Notice is hereby given that the Thirty Fourth Annual General Meeting of CIL Securities Limited will be held on June 22, 2023 at 12.00 P.M. IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon and in this regard to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To appoint Mr. Krishna Kumar Maheshwari, who retires by rotation as a Director and in this regard, to consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Krishna Kumar Maheshwari (DIN: 00223241), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

3. To appoint Mr. Piyush Modi, who retires by rotation as a Director and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Piyush Modi (DIN: 00036680), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

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

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

Krishna Kumar Maheshwari
Managing Director
DIN: 00223241

Place: Hyderabad
Date: April 25, 2023

NOTES:

1. Pursuant to the General Circular nos. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 05, 2020; 02/2021 dated January 13, 2021; 19/2021 dated December 8, 2021; 21/2021 dated December 14, 2021, 02/2022 & 03/2022 dated May 5, 2022; 10/2022 & 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 issued by the SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC. The registered office of the Company shall be deemed to be the venue for the AGM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 read with MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of the Companies Act, 2013 ("Act") a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report for the financial year 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice calling the AGM has been uploaded on the website of the Company at www.cilsecurities.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
8. Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and

Protection Fund (IEPF). In addition, all equity shares in respect of which dividend has not been claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF authority within a period of thirty days of such equity shares/dividend becoming due to be transferred to the IEPF. Accordingly, the Company would be transferring the Equity Shares and Final Dividend for the year ended March 31, 2016. In the event of transfer of equity shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF rules.

9. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2014-15 to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Details of dividends so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
10. As per Regulation 40 of SEBI (LODR) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April 2019, except in the case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with the physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings in dematerialized form.
11. The Securities and Exchange Board of India ("SEBI") vide its circular dated November 03, 2021 read with circular dated December 14, 2021 and circular dated March 16, 2023 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company.

The shareholders holding shares in physical form are requested to note that in case of failure to

provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after October 01, 2023 by the RTA.

In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

- PAN;
- Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- Bank Account details including Bank name and branch, Bank account number, IFSC code;
- Specimen signature.

Any cancellation or change in nomination shall be provided in Form No.SH-14

All of above required documents/details shall be provided to Company at rta@cilsecurities.com and send the documents at the address of registered office of the company.

The shareholders can download the forms mentioned in SEBI circular from the website of the Company at www.cilsecurities.com

12. To support the "Green initiative", members who have not yet registered their email addresses are requested to register the same with their DP's in case the share are held by them in electronic form and with the Company/RTA if the share are held by them in physical form.
13. Members are requested to intimate changes, if any, pertaining to their Name, Postal Address, E-mail address, telephone/mobile numbers, PAN, Mandates, Nominations, PoA, Bank Details such as name of the bank, branch details, bank account number, MICR Code, IFSC Code etc. to their DP's in case the shares are held by them in electronic form and to the company if the shares are held in physical form.
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained

under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to secretary@cilsecurities.com.

15. The Board of Directors have appointed Mr. Thomas Joseph Lloyd, Practicing Advocate as the scrutinizer to scrutinize the voting during the Remote E-Voting and Venue Voting in a fair and transparent manner.
16. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange and as per Para 1.2.5 of Secretarial Standard 2, issued by The Institute of Company Secretaries of India in respect of the Director seeking re-appointment at the Annual General Meeting, form an integral part of the notice. The Director has furnished the requisite declaration for his/her re-appointment.

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

- (i) The voting period begins on 19.06.2023 at 10.00 A.M. (IST) and ends on 21.06.2023 at 5.00 P.M. (IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e.14.06.2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies

(Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars, as amended, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

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

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

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

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

CIL SECURITIES LIMITED

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification

Type of shareholders	Login Method
	Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat-mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

LOGIN TYPE	HELPDESK DETAILS
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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	For Shareholders Holding Shares In Demat Form Other Than Individual and Physical Form
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"> o Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> o If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- 6) If you are a first-time user follow the steps given below:
- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix) Click on the EVSN 230522002 for CIL Securities Limited.
- x) 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.
- xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii) 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.
- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv) If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi) Facility for Non - Individual Shareholders and Custodians - Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and

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

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. secretary@cilsecurities.com and llyod159@rediffmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- i) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 - ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
 - iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
 - iv) Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
 - v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance between June 18, 2023 (10.00 am) to June 21, 2023 (5.00 pm), mentioning their name, demat account number/folio number, email id, mobile number at secretary@cilsecurities.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance between June 18, 2023 (10.00 am) to June 21, 2023 (5.00 pm), mentioning their name, demat account number/folio number, email id, mobile number at secretary@cilsecurities.com. These queries will be replied to by the company suitably by email.
 - viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 - ix) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 - x) If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

- i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to rta@cilsecurities.com.
- ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

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iii) For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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

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

Place: Hyderabad
Date: April 25, 2023

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

Krishna Kumar Maheshwari
Managing Director
DIN: 00223241

Details of Directors seeking re-appointment at the Annual General Meeting to be held on June 22, 2023 under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per SS-2 issued by ICSI

Particulars	Item no. 2 of Notice	Item no. 3 of Notice
Name	Mr. Krishna Kumar Maheshwari	Mr. Piyush Modi
DIN	00223241	00036680
Date of First Appointment	29/06/1989	31/01/2003
Designation	Managing Director	Non-Executive Director
Date of Birth	30/06/1962	20/02/1971
Qualification	Graduate in Commerce	Graduate in Commerce
Expertise in specific functional areas	He is having more than 35 years of experience in Investment Activity, Merchant Banking, Registrar & Share Transfer Agent, Stock Broking Activity and other diversified financial activities.	He is having more than 26 years of experience in Financial Services and Capital Market Operations.
Terms and conditions of appointment and details of last salary drawn	Retiring by rotation, being eligible offers himself for reappointment. Rs. 21,70,572/-	Retiring by rotation, being eligible offers himself for reappointment. Sitting Fees will be paid for attending the Board Meetings.
Disclosure of relationship between director inter-se	Mrs. Pramila Maheshwari, Non-Executive Director of the Company is spouse of Mr. K. K. Maheshwari and she holds 7,68,500 equity shares of the Company representing 15.37% of the paid-up share capital as on 31 st March, 2023.	Mr. Piyush Modi is not related to any other Director or Key Managerial Personnel of the Company.
Shareholding as on 31.03.2023	22,71,250 Equity shares	500 Equity shares
Directorships	<ul style="list-style-type: none"> • Raj Packaging Industries Limited 	Nil
Memberships / Chairmanships of committees of other companies	<ul style="list-style-type: none"> • Chairman of Nomination & Remuneration Committee Raj Packaging Industries Limited • Member of Audit Committee Raj Packaging Industries Limited • Member of Independent Directors Committee Raj Packaging Industries Limited 	Nil

DIRECTORS' REPORT

Dear Members,

The Board of Directors is pleased to present the company's 34th Annual Report along with the Audited financial statements, for the financial year ended on 31st March, 2023.

FINANCIAL HIGHLIGHTS

The summary of the Company's financial results for the financial year ended on 31st March, 2023 is furnished below:

(Rs. in Lakhs)

Particulars	Year Ended 31.03.2023	Year Ended 31.03.2022
Revenue from operation	972.36	828.42
Other Income	4.14	1.69
Total Income	976.50	830.11
Total Expenses	657.11	539.83
Profit Before Tax	319.40	290.28
Less:		
Current Tax	79.38	79.31
Previous Tax	(19.34)	(15.46)
Deferred Tax	(0.22)	(0.11)
Profit After Tax	259.58	226.54
EPS:Basic	5.19	4.53
Diluted	5.19	4.53

DIVIDEND

With a view to conserve the resources of the Company, your Directors do not recommend dividend for the financial year ended on 31st March, 2023.

AMOUNT TRANSFERRED TO RESERVES:

Your Directors proposed to transfer amount of Rs. 25.96 Lakhs to General Reserve for the Financial Year ended March 31, 2023. An amount of Rs. 233.62 Lakhs is retained in the retained earnings.

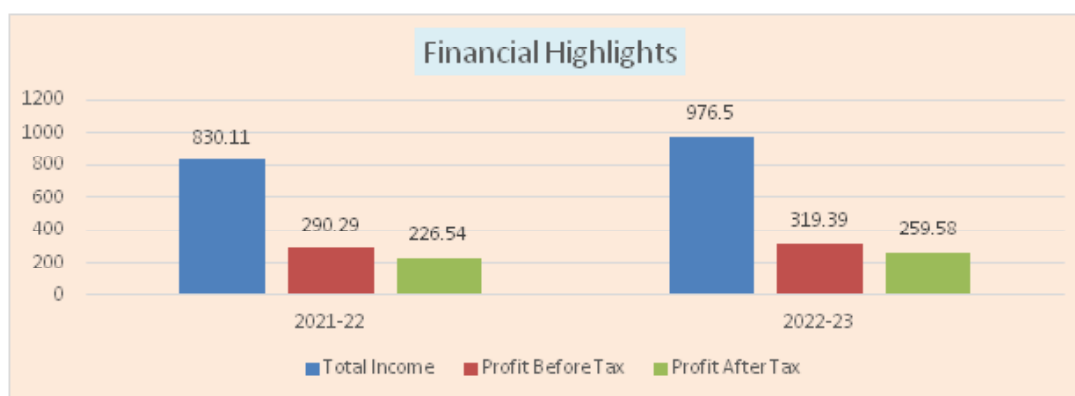
MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments, affecting the financial position of the Company have occurred between the end of the financial year of the Company and the date of this report.

STATE OF THE COMPANY'S AFFAIRS

Financial Year 2022-23 turned out to be an extremely topsy-turvy one for almost all the different segments under the purview of 'Financial Markets' bracket. Be it the currency markets, various commodities market, crude oil, energy, bullion, base metals, agri segments & above all the equity markets. This phenomenon of widespread moves played out across the global demographics & irrespective of the size, internal dynamics or any other contours of each market segments. Despite the immense relief from the much dreaded covid pandemic of the preceding two years, financial year 2022-23 turned out to be a general disappointment for almost all the asset classes.

FY'23 started well enough in April 2022 for the Markets, which did a smart recoup from the huge disruption



The Company's Profit after Tax for the year is Rs. 259.58 Lakhs compared to Rs. 226.54 Lakhs in the previous year. This represents the improved operational efficiency of the company during the year 2022-23.

caused by the Russia-Ukraine war in Feb-March 22 but soon the after effects of the war started showing up with several commodity prices shooting up & Inflation started spiking up vertically across the developed markets. By mid-May the real time Inflation had zoomed to unheard levels with the most followed Global Data point of CPI Inflation in US hitting 40-year High levels of almost double-digits. Not surprisingly the US Federal Reserve Board went into a panic mode & hiked the Interest rates at a frenzied pace & in less than 10 months spiked it by 500 bps.

However, our own markets started showing smart resilience & the recovery process kicked in from early July Second half of the year 2022 demonstrated a noticeable level of out-performance compared to the Developed Markets & demonstrated a strong “De-Coupling” theory & won many accolades. However, the extent of wealth destruction in equity portfolios, in the Jan-March period, went down as a phase of unmatched pain & will be remembered long for the hard lessons of unforeseen risks in the Equity Markets.

Fortunately, though, the onset of the new FY’ 2023-24 is already giving enough positive signals & suggesting that the extreme painful phase seen in the second fortnight of March was the resultant of the technical re-grouping of fund flows & not due to fundamental reasons, which means no more overhang of the issues of the past. As such, the broader output from local macro data points, have all been coming up on the positive side & the “On Ground” feeling is once again fairly optimistic & suggests better times ahead.

BUSINESS OUTLOOK FOR THE YEAR 2023-24

So with a start already in the positive territory, the outlook for the near future looks quite exciting. As such, with a staggering phase of Meltdown in the recent past, it appears that several over-hangs like Expensive Asset Valuations have clearly made way for attractive valuations re-appearing once again & presenting themselves as good opportunities. In fact, the PE Ratios of the Nifty basket itself, after spiking to levels of 22 times has now corrected to historical average levels once again while the scope of decent medium term growth rates for the right business entities is appearing as good as it comes.

The macro data points locally have all been generally in the expected range, quite consistently. The huge concerns of the global inflation worries, especially in times when the crude oil prices had surged to as high

as \$130 a barrel have been very well negotiated through some very prudent policies by the energy ministry. The decision to procure oil from Russia during the troubled times turned out to be a master stroke & helped our cause perfectly. Through the entire choppy times of FY 2022-23 our Balance of Payments position remained in the comfort zone as did our Forex Reserves & CPI Inflation, which remained range bound in the 6% - 7.5% band with the current number at the lower end of this range. The Finance Ministry mostly remained conscious of the Market Need & remained focused on growth objective while the RBI supported that cause too, by limiting the rate tightening cycle to moderate levels with REPO Rates pegged currently @ 6.5%.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Company’s state of affairs and various business aspects including market conditions, business opportunities, challenges etc. contained in the Management Discussion and Analysis Report, which forms integral part of this Annual Report.

SHARE CAPITAL

The paid-up share capital of the company as on 31st March, 2023 is Rs 500 Lakhs. During the Financial Year 2022-23, the Share Capital of the Company has remained unchanged.

ANNUAL RETURN

Annual Return in Form MGT-7 is available on the Company’s website, the web link for the same is www.cilsecurities.com.

NUMBER OF BOARD MEETINGS

During the financial year, five board meetings were convened and held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013. Details of meetings held during the year are as follows:

Sl. No.	Date of Meeting
1	April 28, 2022
2	August 10, 2022
3	October 21, 2022
4	January 21, 2023
5	March 21, 2023

CHANGE IN DIRECTORS AND KEY MANAGERIAL PERSONNEL DURING THE YEAR 2022-23

A) RETIREMENT OF DIRECTORS BY ROTATION:

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Krishna Kumar Maheshwari and Mr. Piyush Modi, retires by rotation at the ensuing Annual General Meeting and being eligible offer themselves for reappointment.

B) CHANGE IN KEY MANAGERIAL PERSONNEL:

The Board at its meeting held on 21st October, 2022 pursuant to the provisions Regulation 17(1)(b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 appointed Mr. Budhi Prakash Toshniwal (DIN: 00147869), Non-Executive Independent Director of the Company as Chairman of the Board of Directors and General Meeting with effect from 21st October, 2022.

Mrs. Trishila Agrahari, Company Secretary of the Company resigned with effect from 28th January, 2023.

The Board at its meeting held on March 21, 2023 appointed Ms. Purva Singh Thakur as the Company Secretary and Compliance Officer of the Company.

During the year under review, there is no other change in the composition of the Board of Directors.

NOMINATION, REMUNERATION AND EVALUATION POLICY

The Nomination, Remuneration and Evaluation Policy of the Company, adopted by the Board in accordance with the provisions of Section 178(3) of the Act based on the recommendations made by the Nomination and Remuneration Committee, lays down criteria for:

- i) determining qualifications, positive attributes required for appointment of Directors, Key Managerial Personnel and Senior Management and also the criteria for determining the independence of a Director;
- ii) appointment, tenure, removal/retirement of Directors, Key Managerial Personnel and Senior Management;
- iii) determining remuneration (fixed and performance linked) payable to the Directors, Key Managerial Personnel and Senior Management;

and

- iv) evaluation of the performance of the Board and its constituents.

The Company has uploaded the Nomination, Remuneration and Evaluation Policy on its website on www.cilsecurities.com.

Performance Evaluation of Board, Committees and Directors

The annual performance evaluation of the Independent Directors, Non-Independent Directors, Chairman and the Board as a whole (including its Committees) was carried out on January 21, 2023, in the manner given below:

- i) Performance evaluation of the Independent Directors was done by the entire Board (excluding the Director being evaluated);
- ii) Independent Directors, in their separate meeting, reviewed the performance of the Non-Independent Directors and the Board as a whole (including its Committees); and
- iii) Independent Directors, in their separate meeting, also reviewed the performance of the Chairman after taking into account the views of all the Directors.

The Nomination and Remuneration Committee reviewed the results of the annual performance evaluation carried out in the financial year 2022-23 and expressed overall satisfaction on the performance of the Independent Directors, Non Independent Directors, Chairman and the Board as a whole (including its Committees). Accordingly, no corrective action was proposed to be taken pursuant to such evaluation results.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Particulars of employees and related disclosures as required under the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are set out in Annexures I to this Report.

DECLARATION OF INDEPENDENCE BY THE INDEPENDENT DIRECTORS

Mr. Budhi Prakash Toshniwal and Mr. Feroz Russi Bhote, Independent Directors of the Company have furnished respective declaration stating that they meet the

criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of SEBI(LODR) Regulations.

AUDITORS

i) Statutory Auditor's Report

During the year under review, the Auditors have not made any qualification, reservation or adverse remark or disclaimer in their Report on the financial statements of the Company and a declaration to this has been attached with this report. There was no instance of fraud reported by the Auditors under Section 143(12) of the Companies Act, 2013.

ii) Statutory Auditors

At the 33rd Annual General Meeting ('AGM') held on 17th June, 2022, M/s. Ramkishore Jhawar and Associates, Chartered Accountants (FRN: 003016S), was appointed as the Auditors of the Company for a period of five years from the conclusion of the said AGM. M/s. Ramkishore Jhawar and Associates will complete his present term on conclusion of this 38th AGM. Ratification of their appointment by members in every Annual General Meeting (AGM) is done away by Companies Amendment Act, 2017. Hence, no resolution to this effect is proposed in the Notice calling AGM.

iii) Internal Auditors

Based on the recommendation of Audit Committee, the Board of Directors at their meeting held on April 25, 2023 reappointed M/s. Niranjana & Narayan, Chartered Accountants (FRN: 005899S) as the Internal Auditors of the Company for the financial year 2023-24.

iv) Secretarial Auditors

Pursuant 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 Board of Directors at their meeting held on 25th April, 2023 reappointed Mr. Dwaraka Prasad Asawa, Practicing Company Secretary as Secretarial Auditors for the financial year 2023-24.

A) Secretarial Audit Report

The Secretarial Audit Report in the prescribed

form MR-3 for the financial year ended 31st March, 2023 is set out in Annexure II to this Report.

B) Annual Secretarial Compliance Report

The Company has undertaken an audit for the Financial Year ended 31st March, 2023 for all applicable compliances as per the Securities and Exchange Board of India Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report issued by Mr. Dwaraka Prasad Asawa, Practicing Company Secretary has been submitted to the Stock Exchange within 60 days of the end of the Financial Year and same is set out in Annexure III to this Report.

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

The Company has not given any loan or given any guarantee or provided securities during the financial year 2022-23. The particulars of Investments made during the financial year ended 2022-23 is provided in Notes to Financial Statements in Note no. 2 and 4.

DETAILS RELATING TO DEPOSITS

Your Company has not accepted any deposits falling within the meaning of Sec.73, 74 & 76 of the Companies Act, 2013 read with the Rule 8(v) of Companies (Accounts) Rules 2014, during the Financial Year 2022-23. Further, there are no deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013.

RELATED PARTY TRANSACTIONS

Related Party transactions that were entered during the financial year were on 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 approval.

The Company has developed a Policy on Related Party Transactions for the purpose of identification and monitoring of such transactions. The policy on Related Party Transactions as approved by the Board is

uploaded on the website of the Company and the web link is www.cilsecurities.com.

WHISTLE BLOWER / VIGIL MECHANISM POLICY

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

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed to provide a healthy environment to all its employees and has zero tolerance for sexual harassment at workplace. In order to prohibit, prevent and redress complaints of sexual harassment at workplace, it has complied with the provisions relating to the constitution of the Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has not received any complaint of sexual harassment during the financial year 2022-23.

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS

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

INSURANCE

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

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 under the head 'Conservation of Energy' as required under The Companies (Accounts) Rules, 2014.

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

During the financial year 2022-23, expenditure of the Company in foreign currency was Rs. 1.11 Lakhs as Foreign Exchange earnings /outgo.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors, to the best of their knowledge and ability, confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed;
- b) that the Directors have 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) that the Directors have 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) that the Directors have prepared the annual accounts on a going concern basis;
- e) that the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 34(3) of the Listing Regulations, Corporate Governance Report containing the details as required under Schedule (V)(C) of the said Regulations is annexed hereto and forms an integral part of this Report.

DEPOSITORY SYSTEM

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

As on March 31, 2023, a total of 49,38,564 Equity shares of the Company, which forms 98.77% of the Share Capital of the Company, stands dematerialized.

DEVELOPMENT AND IMPLEMENTAION OF RISK MANAGEMENT POLICY

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

TRANSFER OF DIVIDEND/SHARES TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

In accordance with the provisions of Section 124(5) of the Companies Act, 2013, dividend lying unclaimed in the unpaid dividend account for a period of 7 (Seven) years is required to be transferred by the Company to the Investor Education & Protection Fund ("IEPF"). Accordingly, an amount of Rs. 50,047/- (Rupees Fifty Thousand and Forty-Seven Only) being dividend for the financial year 2014-15 lying unclaimed for a period of 7 years was transferred by the Company during the financial year 2022-23 to the IEPF.

Pursuant to Section 124(6) of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), the Company is, also, required to transfer all shares in respect of which dividend has not been claimed for 7 (Seven) consecutive years or more to the

IEPF Authority. Accordingly, 5,752 (Five Thousand Five Hundred and Fifty-Two) shares relating to financial year 2014-15 have been transferred by the Company during the financial year 2022-23 to the IEPF Authority.

Accordingly, the Members are hereby informed that the 7 Years period for payment of the dividend pertaining to Financial Year 2015-2016 will expire on 30th October, 2023 and thereafter the amount standing to the credit in the said account will be transferred to the "Investor Education and Protection Fund" of the Central Government.

The Due dates for the transfer of Dividends to Investor Education and Protection Fund (IEPF) pertaining to previous financial years are given below in Table 1:

COMPOSITION OF CSR COMMITTEE AND CONTENTS OF CSR POLICY

The Company does not have the net worth of Rs.500 Crore or more, or turnover of 1,000 Crore or more, or a net profit of Rs.5 Crore or more during the financial year 2022-23. Hence, Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and the Company need not adopt any Corporate Social Responsibility Policy.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS

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

CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING

The Board of Directors has adopted the Insider Trading

Table 1

Sr.No.	Financial Year	Date of Declaration of Dividend	Last Date of Claiming Dividend
1	2015-16	30.09.2016	05.11.2023
2	2016-17	28.09.2017	03.11.2024
3	2017-18	29.09.2018	04.11.2025
4	2018-19	30.09.2019	05.01.2026
5	2019-20	No Dividend	
6	2020-21	No Dividend	
7	2021-22	No Dividend	

CIL SECURITIES LIMITED

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

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

SECRETARIAL STANDARDS

The Company complies with all applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

LISTING ARRANGEMENTS

The Company's shares are listed on **BSE LIMITED**. The Company has paid the annual listing fees for the financial year 2023-24 to the abovementioned Stock Exchange in the prescribed timelines.

THE DETAILS OF APPLICATIONS MADE OR ANY PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

No application has been made or proceeding pending under the Insolvency and Bankruptcy Code, 2016 in respect of the company.

THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASON THEREOF:

This clause is not applicable to the Company for the year 2022-23.

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.

Place: Hyderabad
Date: April 25, 2023

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

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

Krishna Kumar Maheshwari
Managing Director
DIN: 00223241

Ashok Kumar Inani
Director-Finance/CFO
DIN: 00223069

Annexure I

REMUNERATION RATIO OF THE DIRECTOS/KEY MANAGERIAL PERSONNEL

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is furnished hereunder:

- A) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23 and the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year 2022-23:

Sr. No.	Name of the Directors	Designation	Ratio of remuneration of each Director to median remuneration of Employees	Percentage increase (decrease) in remuneration
1	Mr. K. K. Maheshwari	Managing Director	5.00	1.28
2	Mr. Ashok Kumar Inani	Director-Finance/CFO	3.65	-0.37
3	Mr. Piyush Modi	Non-Executive Director	NA	NA
4	Mrs. Pramila Maheshwari	Non-Executive Director	NA	NA
5	Mr. Budhi Prakash Toshniwal	Independent Director	NA	NA
6	Mr. F. R. Bhote	Independent Director	NA	NA
7	Mrs. Trishila Agrahari*	Company Secretary	1.54	-0.15
8	Ms. Purva Singh Thakur#	Company Secretary	0.10	NA

* Resigned from the position of Company Secretary on 28th January, 2023.

Appointed as Company Secretary of the Company on 21st March, 2023.

- B) The Percentage increase in the median remuneration of employees in the financial year 2022-23 was 7.64%.
- C) Number of permanent employees on the rolls of the Company as on 31st March, 2023 are 32.
- D) Average percentile increase of 17.66% was made in the salaries of employees other than the managerial personnel during the financial year 2022-23.
- E) There are no employees of the Company who was paid remuneration in excess of the Remuneration paid to the Managing Director or Whole-time Director during the financial year 2022-23.

Affirmation:

It is hereby affirmed that the remuneration paid during the financial year 2022-23 is as per the Remuneration Policy of the Company.

Annexure-II

**Form No. MR-3
SECRETARIAL AUDIT REPORT
for the financial year ended March 31, 2023**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
CIL SECURITIES LIMITED.

I 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, 2023, 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:

I 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, 2023, according to the applicable provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made there under;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial

Borrowings; (Not applicable to the Company during the Audit Period)

- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
 - f) 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;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- vi) Other laws applicable specifically to the Company, namely:
 - a) The Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- ii) The Listing Agreements entered into by the

Company with BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Annexure A

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

I 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.

As per the minutes, the decisions at the Board Meetings were taken unanimously.

I 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.

I 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:23.04.2023 **ACS:** 20636, **CP NO:** 7546
UDIN: A020636E000172568

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.

To,
 The Members,
CIL SECURITIES LIMITED.

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

- 1) Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.

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.

- 5) 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:23.04.2023 **ACS:** 20636, **CP NO:** 7546
UDIN: A020636E000172568

**SECRETARIAL COMPLIANCE REPORT
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023**

[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
CIL Securities Limited,
214, Raghava Ratna Towers,
Chirag Ali Lane Abids,
Hyderabad – 500001

CIN of the Company: L67120TG1989PLC010188
Authorised Capital: 6,00,00,000

I have conducted the Secretarial Compliance Audit of the applicable SEBI (LODR) Regulations, 2015 and the circulars/ guidelines issued thereunder for the Financial Year ended 31st March 2023 for CIL Securities LIMITED ("the Company"). The audit was conducted in a manner that provided me with a reasonable basis for evaluating the statutory compliances and expressing my opinion thereto.

I have examined:

- (a) the documents and records made available to us and explanations provided by the Company,
 - (b) the filings/ submissions made by the Company to the stock exchanges,
 - (c) website of the Company,
 - (d) other document/ filing, as may be relevant, which has been relied upon to make this certification,
- for the financial year ended 31st March, 2023 ('Review Period'), in respect of compliance with the provisions of: the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued there under; and the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made thereunder and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ('SEBI').

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 — Not Applicable as there was no reportable event during the financial year under review;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 — Not Applicable as there was no reportable event during the financial year under review;
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021— Not Applicable as there was no reportable event during the financial year under review;
- (f) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 — Not Applicable as there was no reportable event during the financial year under review;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; — Not Applicable as there was no reportable event during the financial year under review;

- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 (i) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018;
 (j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
 (k) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulation, 1993;
 (l) Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 &
 (m) Securities and Exchange Board of India (Stock Brokers) Regulations, 1992 and circulars/ guidelines issued thereunder;

Based on my examination and verification of the documents and records produced to me and according to the information and explanations given to me by the Company, I report that: -

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1)	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	
2)	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/guidelines issued by SEBI 	Yes	
3)	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	
4)	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5)	<u>To examine details related to Subsidiaries of listed entities:</u> <ul style="list-style-type: none"> a) Identification of material subsidiary companies b) Requirements with respect to disclosure of material as well as other subsidiaries 	NA	
6)	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7)	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	

CIL SECURITIES LIMITED

8)	Related Party Transactions: a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions	Yes	
9)	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10)	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11)	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	
12)	Additional Non-compliances, if any: No additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	Yes	

- a) The listed entity has complied with all the provisions of the above Regulations and circulars/ guidelines issued thereunder.

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

- b) The Company was not required to take any action with regard to compliance with the observations made in the previous report as the same was not applicable:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

Place: Hyderabad
Date: 23.04.2023

Dwaraka Prasad Asawa
Practicing Company Secretary
ACS: 20636, **COP:** 7546
UDIN: A020636E000172590

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.

We, at CIL Securities Limited, believe that efficient, transparent and impeccable corporate governance is vital for stability, profitability and desired growth of the business of any organization. Importance of such corporate governance has now further intensified, owing to ever growing competition in businesses in almost all economic sectors.

We are committed to continuously scaling up our corporate governance standards. Our Corporate Governance framework is based on the following main principles:

- Compliance with relevant provisions of Securities Laws and conformity with globally accepted practices of Corporate Governance, Secretarial Standards provided by ICSI and other applicable laws of India in true spirit.
- Integrity in financial reporting and timelessness of disclosures.
- Transparency in the functioning and practices of the Board and its Committees.
- Establishing better risk management framework and risk mitigating measures.
- 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 stakeholders.

In accordance with Regulation 34(3) of SEBI (LODR) Regulation, 2015 and some of the best practices followed internationally on Corporate Governance, a report containing the details of governance systems and processes at CIL SECURITIES LIMITED is as under:

1) COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

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

The Company believes that the concept of corporate governance is founded upon the core values of transparency, empowerment, accountability, independent monitoring and environmental consciousness. The Company has always given its best efforts to uphold and nurture these values across all operational aspects. As a means to this end, the Company formed a Board comprising reputed experts, and inducted persons of eminence as Independent Directors. These people contribute to corporate strategizing and provide external perspectives, wherever appropriate. 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

a) Composition of the Board

We have an optimum combination of Executive, Non-Executive and Independent directors in the Board, which is essential to separate the two main Board Functions viz. governance and management. The composition of Board is in conformity with the Section 149 of the Companies Act, 2013 and Regulation 17(1) of SEBI (LODR) Regulations, 2015. As on March 31, 2023, the Board of Directors consists of 6 Directors out of which two are Executive Directors, 4 are Non-Executive Directors (Out of which 2 are Independent Directors & 1 is Woman Director).

The routine affairs of the Company are managed by the Executive Directors 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 composition of the Board and number of directorship held by them as on March 31, 2023:

Name	Category	Relationship between Directors Interse	No. of Board Meetings held	No. of other Directorship attended	Name & Category of Directors in other Listed Companies	Total No. of Membership/ Chairmanship held including the Company	
						Membership	Chairmanship
Mr. Krishna Kumar Maheshwari	Promoter & Executive Director (Managing Director)	Yes Spouse of Mrs. Pramila Maheshwari	5	5	Raj Packaging Limited- Non Executive Independent Director	3	1
Mr. Ashok Kumar Inani	Executive Director	Not related	5	5	-	-	-
Mrs. Pramila Maheshwari	Non-Independent & Non-executive Director	Yes Spouse of Mr. Krishna Kumar Maheshwari	5	5	-	-	-
Mr. Piyush Modi	Non-Independent & Non-executive Director	Not related	5	5	-	-	-
Mr. Budhi Prakash Toshniwal	Independent & Non-executive Director	Not related	5	5	Mahaveer Infoway Limited Independent Director	5	2
Mr. Feroz Russi Bhote	Independent & Non-executive Director	Not related	5	5	Hypersoft Technologies Limited- Managing Director	4	1

None of the Directors on the Board are a member on more than 10 Committees, and Chairman of more than 5 Committees, across all the companies in which they are Directors. None of the Directors hold office in more than 10 public companies, and none of the Directors serve as Independent Director in more than seven listed companies.

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

i) **Mr. Krishna Kumar Maheshwari** is a graduate in Commerce and has more than 35 years of experience in the line of Investments activities, Merchant Banking, Registrar & Share Transfer Agents, Stock Broking Activity and other diversified financial activities. He is the Promoter Director of the Company and has been

associated with Company's development and diversification plans. Mr. Krishna Kumar Maheshwari holds 22,71,250 Equity shares of the Company representing 45.43% of the paid up share capital as on March 31, 2023.

He is the Managing Director of the Company.

ii) **Mr. Piyush Modi** is a graduate in Commerce and is having more than 26 years of experience in financial services and Capital Market operations. Mr. Piyush Modi holds 500 Equity shares of the Company representing 0.01% of the paid up share capital as on March 31, 2023.

He is a Non-Executive Director of the Company.

iii) **Mrs. Pramila Maheshwari** is a graduate in Commerce and has experience in Capital Market

operations of more than 30 years. She is the Promoter Director of the Company. She is also the Chairperson of the Stakeholders Relationship Committee of the Company. Mrs. Pramila Maheshwari holds 7,68,500 Equity shares representing 15.37% of the paid up share capital as on March 31, 2023.

She is a Non-Executive Director of the Company.

- iv) **Mr. Ashok Kumar Inani** is a graduate in Commerce and has experience of more than 35 years in Finance, Taxation, Accounts and other related financial arena. He is associated with the Company since November, 1995. Mr. A. K. Inani holds 500 Equity shares in the Company representing 0.01% of the paid up share capital as on March 31, 2023.

He is an Executive Director of the Company and designated as Director-Finance/CFO.

- v) **Mr. F.R. Bhote** is a Science Graduate (Engineering) in Electronics & Communications and holds a Master Degree in Computer Science from IIT. He has got varied experience of more than 38 years in making Software for Capital Market. Mr. F.R. Bhote does not hold any shares in the Company.

He is an Independent Director of the Company.

- vi) **Mr. Budhi Prakash Toshniwal** has experience of over 43 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. Mr. Budhi Prakash Toshniwal does not hold any shares in the Company.

He is an Independent Director of the Company.

- b) **Core competency of the Board of Directors as per Part C of Schedule V- Corporate Governance Report Requirement of the SEBI (LODR) Regulations, 2015**

The Board of Director is structured with a thoughtful combination of various skills, competencies and experience which brings in diversity to the Board's perspectives.

Specific areas of focus or expertise of individual Board Members have been highlighted in the table below. However, absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skill at all.

Director's Name	Area of skills/ Expertise/ Competencies				
	Knowledge of Industry- Stock Broking, Registrar & Share Transfer Agent, Merchant Banking & Depository	Technical	Finance/ Accountancy	Leadership	Board service & Governance
Mr. Krishna Kumar Maheshwari	✓	✓	✓	✓	✓
Mr. Ashok Kumar Inani	✓	✓	✓	✓	✓
Mrs. Pramila Maheshwari	✓		✓	✓	✓
Mr. Piyush Modi	✓	✓	✓	✓	✓
Mr. Budhi Prakash Toshniwal			✓	✓	✓
Mr. Feroz Russi Bhote	✓	✓	✓	✓	✓

Confirmation of Independence

The Company has received declaration from the Independent Directors confirming that they meet the criteria of independence as prescribed under section 149 of the Companies Act, 2013 and rules made there under and SEBI (LODR) Regulations, 2015. In the opinion of the Board, the Independent Directors fulfil the criteria for independence as specified in SEBI (LODR) Regulations, 2015 and are independent from the management.

3) FAMILIARISATION PROGRAMME

Your Company has put in place a structured induction and familiarisation programme for all its Directors including the Independent Directors. The Company through such programme familiarizes not only the Independent Directors but any new appointee on the Board, with a brief background of the Company, their roles, rights, responsibilities in the Company, nature of the Industry in which the Company operates, Business Model, Operations of the Company, etc. They are also informed of the important policies of the Company including the Code of Conduct for Board Members and Senior Management Personnel and the Code of Conduct to Regulate, Monitor and Report Trading by Insiders, etc.

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

The familiarization programme for Independent Directors is uploaded on the website of the Company i.e. www.cilsecurities.com.

4) 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 way of circulation.

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

iii) The Information placed before the Board includes:

- Business plans, capital budgets and any updates.
- Quarterly results of the Company.
- Minutes of the Audit Committee and other Committees of the Board, and also resolution passed by way of circulation.
- The information on recruitment and the remuneration of senior officers.
- Materially important show cause, demand, prosecution and penalty notices.
- Delegation of administrative powers/ authority to the management.
- The information on financial obligation and disciplinary action.
- Any issue, which involves possible public liability claims of substantial nature, including any judgment or order/strictures passed on the conduct of the Company or any adverse view etc.
- Enterprise that may have negative implications on the Company.
- Significant employee's problems and their proposed solutions. Any significant development in Human Resources.

- Compliance of regulatory, statutory or listing requirements and shareholders services.
 - Major Accounting provisions.
 - Quarterly summary of all long term borrowings made, bank guarantees issued and investments made.
 - Status of the business risk exposures, its management and its related action plans.
 - Making investments of surplus funds.
 - Proposals for investment, mergers and acquisitions.
 - Recommendation/declaration of dividend.
 - General notices of interest of Directors.
 - Terms of reference of Board Committees.
- iv) The Chairman of the Board and the Compliance Officer in consultation with the other concerned team members of the senior management, finalize the agenda papers for the Board Meetings.
- c) Board Material**
- In the defined formats Agenda and Notes on Agenda are circulated to the Directors in advance. All material information is incorporated in the Agenda papers for facilitating meaningful and focused discussions at the meeting. Where any document to the Agenda, are not attached the same is tabled before the meeting with specific reference in the Agenda. In special and exceptional circumstances, additional or supplementary item(s) on the Agenda are added on permission.
- d) Recording Minutes of proceedings at Board and Committee meetings**
- Draft minutes are circulated to all the Members of the board /Committee for their comments. The final minutes are entered in the Minutes book within 30 days from the conclusion of the meeting.
- e) Post Meeting Follow-up Mechanism**
- The Guidelines for the Board and the Committee Meetings facilitate in effective 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, and the Secretarial Standards recommended by the Institute of Company Secretaries of India as applicable.
- 5) THE ATTENDANCE OF THE DIRECTORS AT THE BOARD MEETINGS HELD DURING THE FINANCIAL YEAR 2022-23 AND THE LAST ANNUAL GENERAL MEETING HELD ON JUNE 17, 2022 ARE AS FOLLOWS:**

Total Five (5) Board Meetings were held during the year on April 28, 2022, August 10, 2022, October 21, 2022, January 21, 2023 and March 21, 2023.

Sr. No.	Name of the Director	Designation	Attendance at the Board Meetings	Attendance at the AGM
1	Mr. Krishna Kumar Maheshwari	Managing Director	5	Yes
2	Mr. Piyush Modi	Non-Executive Director	5	Yes
3	Mrs. Pramila Maheshwari	Non-Executive Director	5	Yes
4	Mr. Ashok Kumar Inani	Director-Finance/CFO	5	Yes
5	Mr. F. R. Bhote	Independent Director	5	Yes
6	Mr. Budhi Prakash Toshniwal	Independent Director	5	Yes

6) BOARD COMMITTEE:

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

a) Audit Committee:

The Audit Committee, constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the Listing Regulations, comprised of 3 Directors as on March 31, 2023 having knowledge/expertise in the areas of accounting/financial management.

Brief description of terms of reference:

The terms of reference of the Committee are as follows:

- a) overseeing the Company's financial reporting process and disclosure of financial information to ensure presentation of correct, sufficient and credible financial statements;
- b) Recommending appointment and removal of external auditors and fixing their fees.
- c) Reviewing with management the quarterly, half-yearly and annual financial results/ statements with special emphasis on accounting policies and practices, compliances with accounting standards and other legal requirements concerning financial statements.
- d) Reviewing the adequacy of the Audit and compliance functioning including policies, procedures, techniques and other regulatory requirements.
- e) Reviewing the adequacy of internal control systems and significant audit findings.
- f) Discussion with external auditors regarding nature and scope of audit.

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

Mr. Budhi Prakash Toshniwal	Chairperson
Mr. Feroz Russi Bhote	Member
Mrs. Pramila Maheshwari	Member

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

Sr. No.	Dates on which Audit Committee Meeting was held on	Attendance at the Meeting		
		Mr. Budhi Prakash Toshniwal	Mr. Feroz Russi Bhote	Mrs. Pramila Maheshwari
1	April 28, 2022	Attended	Attended	Attended
2	August 10, 2022	Attended	Attended	Attended
3	October 21, 2022	Attended	Attended	Attended
4	January 21, 2023	Attended	Attended	Attended

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

b) Nomination & Remuneration Committee:

The Nomination and Remuneration Committee, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 19 of the Listing Regulations, comprised of 3 Directors as on March 31, 2023.

Brief description of terms of reference:

The terms of reference of the Committee are as follows:

- a) Formulate criteria for determining qualifications, positive attributes and Independence of Directors and evaluating the performance of the Board of Directors.
- b) Identify and assess potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors/ Independent Directors on the Board and as Key Managerial personnel's.
- c) Formulate a policy relating to remuneration for the Directors and the Senior Management Employees.

The Nomination & Remuneration Committee comprises of the following members:

Mr. Feroz Russi Bhote	Chairperson
Mr. Budhi Prakash Toshniwal	Member
Mrs. Pramila Maheshwari	Member

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

Sr. No.	Dates on which Nomination & Remuneration Committee was held on	Attendance at the Meeting		
		Mr. Budhi Prakash Toshniwal	Mr. Feroz Russi Bhote	Mrs. Pramila Maheshwari
1	April 28, 2022	Attended	Attended	Attended
2	March 21, 2023	Attended	Attended	Attended

Performance Evaluation criterial for Independent Directors:

The performance evaluation criteria for Independent Directors are determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include Qualification, Experience, participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgment.

c) Stakeholders Relationship Committee

The Stakeholders Relationship Committee comprises of the following members:

Mrs. Pramila Maheshwari	Chairperson
Mr. Budhi Prakash Toshniwal	Member
Mr. Feroz Russi Bhote	Member

Ms. Purva Singh Thakur, Company Secretary is the Compliance Officer.

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

Sr. No.	Dates on which Stakeholders Relationship Committee was held on	Attendance at the Meeting		
		Mr. Budhi Prakash Toshniwal	Mr. Feroz Russi Bhote	Mrs. Pramila Maheshwari
1	April 28, 2022	Attended	Attended	Attended
2	August 10, 2022	Attended	Attended	Attended
3	October 21, 2022	Attended	Attended	Attended
4	January 21, 2023	Attended	Attended	Attended

CIL SECURITIES LIMITED

During the year 2022-23, 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	NIL	NIL
Total	NIL	NIL

There are no outstanding complaints as on March 31, 2023.

d) Independent Directors Meeting:

In accordance with the provisions of schedule IV (Code for Independent Directors) of the Companies Act, 2013, Meeting of the Independent Directors of the Company was held on January 21, 2023, without the attendance of Non-Independent Directors and Members of the Management.

e) Internal Complaints Committee

The Internal Complaints Committee comprises of the following members:

Mrs. Pramila Maheshwari	-	Presiding Officer
Mr. A K Inani	-	Member
Ms. Purva Singh Thakur	-	Member
Mrs. Sarla Tawri	-	Member (outside)

f) Name and Designation of the Compliance Officer

Ms. Purva Singh Thakur	-	Company Secretary
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Remuneration to the Directors:

The details of salary, commission and perquisites (including contribution to Provident Fund/Superannuation Fund) paid/payable for the financial year ended March 31, 2023 to Executive Directors are as under:

(Amount in Rs.)

Name & Designation	Mr. Krishna Kumar Maheshwari (Managing Director)	Mr. Ashok Kumar Inani (Wholetime-Director & CFO)
Salary	20,49,960	14,67,960
Perquisites	1,20,612	1,09,000
TOTAL	21,70,572	15,76,960

The Non-Executive and Independent Directors were paid only sitting fees during the financial year 2022-23.

The details of sitting fees paid during the financial year 2022-23 to Non- Executive Directors are as follows:

Name of Director	Sitting Fees Paid
Mrs. Pramila Maheshwari	1,03,500
Mr. Piyush Modi	57,500
Mr. Budhi Prakash Toshniwal	1,03,500
Mr. Feroz Russi Bhote	1,03,500
TOTAL	3,68,000

7) GENERAL BODY MEETINGS:

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

Year	AGM/EGM	Location	Date	Time
2021-22	AGM	Video Conferencing (VC)/ Other Audio Visuals Means (OAVM)	17 th June 2022	11.00 A.M.
2020-21	AGM	Video Conferencing (VC)/ Other Audio Visuals Means (OAVM)	30 th July 2021	11.00 A.M.
2019-20	AGM	Video Conferencing (VC)/ Other Audio Visuals Means (OAVM)	28 th September 2020	11.00 A.M.

Special Resolution passed in the previous three AGM: -

Year	Special Resolution passed
2021-22	1 Special Resolution was passed
2020-21	No Special Resolution was passed
2019-20	No Special Resolution was passed

Passing of Resolution by Postal Ballot

No resolution was passed by means of Postal Ballot during the financial year 2022-2023. At the ensuing Annual General Meeting, no resolution is proposed to be passed through postal ballot.

8) MEANS OF COMMUNICATION:

The quarterly financial results are being sent to the Stock Exchanges and are being published in the newspapers: Business Standard (English daily) and in vernacular, Nava Telangana (Telugu daily) as per proforma prescribed under the Listing Regulation.

The same is also displayed on the Company's Website: www.cilsecurities.com.

This website also displays official news releases.

The presentations made to institutional investors or to the analysts, if any, are displayed on the website.

9) 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 through VC/OAVM will be held on June 22, 2023 at 12:00PM.

Financial Calendar for 2023-24

Financial Year	April 01, 2023 to March 31, 2024
Stock Code	530829
Results for the quarter ending 30 th June, 2023 (tentative)	Before August 15, 2023
Results for the Quarter/Half Year Ending 30 th September, 2023 (tentative)	Before November 15, 2023
Results for the quarter ending 31 st December 2023(tentative)	Before February 15, 2024
Results for the year ending 31 st March 2023(tentative)	Within 60 days from the end of last quarter as stipulated under SEBI(LODR) Regulations, 2015

CIL SECURITIES LIMITED

Listing of Equity Shares

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

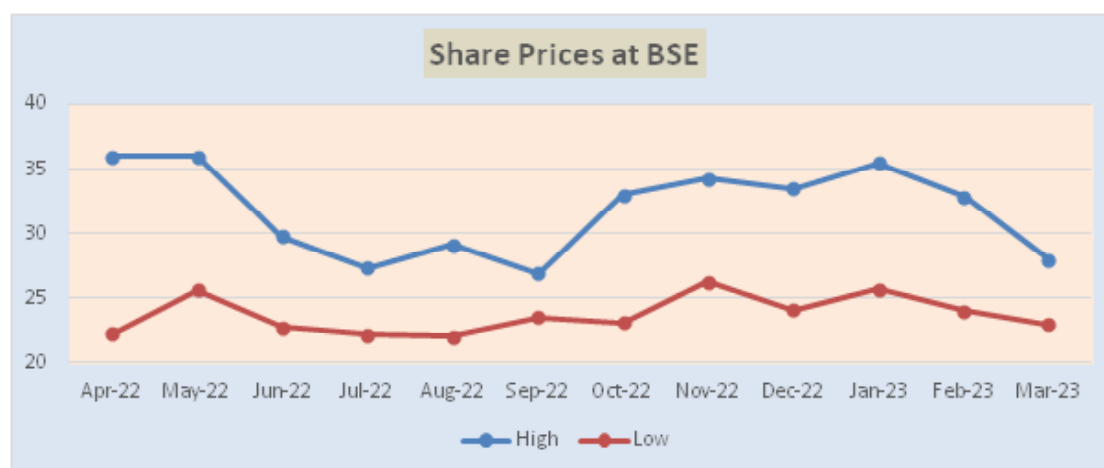
Payment of Listing Fees

Annual Listing Fee for the year 2023-24 (as applicable) has been paid by the Company to BSE.

Monthly Share Price Movement

Month	Open Price	High Price	Low Price	Close Price	No. of Shares	No. of Trades	Total Turnover (Rs.)	Spread	
								High-Low	Close-Open
April 22	24.55	35.95	22.2	34.5	241950	1739	7426457	13.75	9.95
May-22	35.5	35.95	25.65	28.45	166138	1650	5159944	10.3	-7.05
Jun-22	29	29.75	22.75	25.55	41752	722	1069228	7	-3.45
Jul-22	26.5	27.35	22.15	24.65	22446	430	556966	5.2	-1.85
Aug-22	26.45	29.15	22.05	24.85	79715	621	1990912	7.1	-1.6
Sep-22	23.6	26.9	23.5	25.55	96230	678	2371577	3.4	1.95
Oct-22	26.85	33	23.05	27.75	113066	819	3217377	9.95	0.9
Nov-22	29	34.25	26.3	31.2	74562	830	2219713	7.95	2.2
Dec-22	33.5	33.5	24.1	28.75	111919	1095	3215085	9.4	-4.75
Jan-23	29.65	35.5	25.7	29.85	157972	1263	4701067	9.8	0.2
Feb-23	30.4	32.85	24	25	82324	1082	2205733	8.85	-5.4
Mar-23	25.5	27.99	22.95	24.02	45958	573	1134243	5.04	-1.48

(Source: BSE website)



Registrar and Share Transfer Agent

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

Share Transfer System

As mandated by SEBI, The Equity Shares of the Company can only be issued in Dematerialised Form, while processing service request for issue of duplicate share certificate. Claim from unclaimed suspense account, transmission and transposition, etc. A communication to this effect was sent to all the Shareholders.

Distribution of Share Holding Category Wise (as on March 31, 2023)

No. of Equity shares held	No. of shareholders	Percentage of shareholders (%)	No. of shares held	Percentage of shareholding (%)
1 - 500	1711	83.83%	203639	4.07%
501 - 1000	172	8.43%	148606	2.97%
1001 - 2000	73	3.58%	112531	2.25%
2001 - 3000	27	1.32%	68790	1.38%
3001 - 4000	9	0.44%	30922	0.62%
4001 - 5000	13	0.64%	59953	1.20%
5001 - 10000	17	0.83%	117738	2.35%
10001 & Above	19	0.93%	4257821	85.16%
	2041	100.00	5000000	100.00

SHARE HOLDING PATTERN (as on March 31, 2023)

Sl. No.	Category	No. of Shares	% of shares
1	Promoters' Holding	3749991	75.00
2	Corporate Bodies	277624	5.55
3	Individuals/others	952994	19.06
4	NRI's	19391	0.39
	Total	5000000	100.00

Dematerialization of Shares and Liquidity

The Company's shares are available for dematerialisation with both the depository viz. National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). As on March 31, 2023, total of 49,38,564 Equity shares of the Company, which forms 98.77% 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

Regd Off: #214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad-500 001

Telephone: 040-6901 1111/2320 3155

E-mail: rta@cilsecurities.com

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 i.e. www.cilsecurities.com

10) OTHER 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. The policy on dealing with related party transactions is available on the website of the Company: www.cilsecurities.com.

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) Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel have been denied access to the audit committee

The Company has established a Vigil Mechanism / Whistle Blower Policy. It is affirmed that no personnel have been denied access to the Audit Committee.

d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company has complied with all the applicable mandatory requirements of Corporate Governance as specified under Schedule II of the Listing Regulation.

The Company has adopted the following discretionary (non-mandatory) requirements as stated in Schedule II-Part E, Clause E of the Listing Regulation: (i) adopting the financial statement with unmodified audit opinion, (ii) the internal auditor reporting directly to the Audit Committee.

e) Code of Conduct

The Company has always encouraged and supported ethical business practices in personal and corporate behavior by its Directors and employees. The Company has framed a specific Code of Conduct for the members of the Board of Directors and Senior Personnel of the Company, in addition to that a special Code of Conduct for dealing in equity shares and other listed securities of the company is also in place.

f) The Company has not raised any funds through preferential allotment or qualified institutions placement during the Financial Year ended March 31, 2023.

g) Adoption of non-mandatory requirements under SEBI(LODR) Regulations, 2015 is being reviewed by the Board from time to time.

h) A certificate given by the Chief Financial Officer of the Company to the Board, in accordance with the provisions of Regulation 17(8) of the SEBI (LODR) Regulations, 2015, on the accuracy of the financial statements for the financial year ended March 31, 2023 and adequacy of internal controls is annexed hereto and forms an integral part of this Report.

i) A certificate from a Company Secretary in Practice stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Company by SEBI or Ministry of Corporate Affairs or any such statutory authority is enclosed to this report.

j) There has been no such incidence where the Board has not accepted the Recommendation of the Committees of the Company during the year under review.

k) The consolidated fee paid by the Company to the Statutory Auditor for all the services rendered during the financial year 2022-23 is 2.95 Lakhs.

l) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

S.No.	Particulars	Number
1	Number of complaints on Sexual harassment received during the year	NIL
2	Number of Complaints disposed off during the year	Not Applicable
3	Number of cases pending as on end of the Financial Year	Not Applicable

m) Compliance Certificate

The Company has complied with the requirements of Schedule V Corporate Governance Report sub-paragraphs (2) to (10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. As required by Regulation 34 (3) read with Schedule V of the SEBI (LODR) Regulations, 2015, a certificate on Corporate Governance issued by the Secretarial Auditor is annexed with this report.

n) Disclosures with respect to demat suspense account/ unclaimed suspense account

As on 31st March, 2023, there are no outstanding shares lying in the Demat Suspense Account/ Unclaimed Suspense Account.

o) CEO and CFO Certification

The Managing Director and the CFO have given a Certificate to the Board as contemplated in compliance with Schedule - V of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 and is separately annexed to this report.

p) All the applicable policies are placed on the website of the Company, i.e. www.cilsecurities.com.**Declaration on Compliance of the Company's Code of Conduct**

All members of the Board and Senior Management Personnel of the Company have affirmed, due observance of the code of conduct, framed pursuant to SEBI (LODR) Regulations, 2015 in so far as it is applicable to them and there is no non-compliance thereof during the year ended March 31, 2023.

Place: Hyderabad
Date: April 25, 2023

Krishna Kumar Maheshwari
Managing Director
DIN: 00223241

CEO & CFO Certificate

We hereby certify that:

- a) We have reviewed Audited Financial Statements and the Cash Flow Statement for the Financial Year ended March 31, 2023 and that to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our 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.
- c) We 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 we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that there are no:
 - i) significant changes in internal control over financial reporting during the year;
 - ii) significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements and
 - iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

For CIL Securities Limited

Krishna Kumar Maheshwari
Managing Director
DIN: 00223241

Ashok Kumar Inani
Director-Finance/CFO
DIN: 00223069

Date: April 25, 2023
Place: Hyderabad

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
CIL SECURITIES LIMITED
214, Raghva Ratna Towers,
Chirag Ali Lanes, Abids,
Hyderabad – 500001

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of CIL Securities Limited having CIN L67120TG1989PLC010188, and having registered office at 214, Raghva Ratna Towers, Chirag Ali Lanes, Abids, Hyderabad – 500001 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1	Mr. K. K. Maheshwari	00223241	29/06/1989
2	Mrs. Pramila Maheshwari	00223430	31/12/1993
3	Mr. Piyush Modi	00036680	31/01/2003
4	Mr. Ashok Kumar Inani	00223069	03/11/2012
5	Mr. Budhi Prakash Toshniwal	00147869	07/02/2015
6	Mr. Feroz Russi Bhote	00156590	05/04/2013

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is only to express an opinion on this as per our verification. This certificate 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: 23.04.2023

Dwaraka Prasad Asawa
Practicing Company Secretary
ACS: 20636, CP NO:7546
UDIN: A020636E000172581

CIL SECURITIES LIMITED

Independent Auditors' Certificate on Compliance with the Corporate Governance Requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Members of **CIL Securities Limited**

We have examined the compliance of conditions of Corporate Governance by CIL Securities Limited for the year ended 31st March 2023 as stipulated in Para E of Schedule V of the SEBI (Listing Obligation Disclosure Requirement), Regulation 2015, of the said Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. 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 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 Chapter IV of SEBI (Listing Obligation Disclosure Requirement), Regulation 2015, of the said Company with the Stock Exchange.

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

For Ramkishore Jhavar & Associates
Chartered Accountants
Firm No: 003016S

CA Ramkishore Jhavar
M. No.: 027970
UDIN: 23027970BGWZXM5555

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**Industry Structure & Developments**

Membership of Company with Stock Exchange(s)						
Clearing cum Trading Member:					Trading Member	
	Cash Market	Future & Options	Mutual Fund Service System	Securities Lending & Borrowing Mechanism	Currency Derivative Segment	Commodities Segment
NSE	✓	✓	✓	✓	✓	-
BSE	✓	-	-	✓	-	-
MCX	-	-	-	-	-	✓

The Company provide services in diversified Financial Services:

- (i) Merchant Banker—Category I
- (ii) Registrar & Share Transfer Agent-Category I
- (iii) Depository Participant - CDSL
- (iv) Depository Registrar- CDSL/ NSDL
- (v) Providing Broking Services to Retail, high Network Clients and Institutional Clients

The Company follows all the rules and regulations of the respective exchange(s); Depositories & 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. Your Company continues to work on cost effective solutions through the application of technology. We believe that implementation of technology can unlock growth for us in the future.

Opportunities

- Regulatory reforms would aid greater participation by all the class of investors.
- Leverage technology to enable best practices and processes.
- Increased retail participation in capital markets.

Threats

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

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 Lakhs)

SEGMENT	GROSS INCOME	
	March 31, 2023	March 31, 2022
Securities Dealings & Broking	877.95	746.75
Merchant Banking	3.50	3.80
Registrar & Share Transfer Agent	57.41	57.07
Demat & Depository	28.33	18.78
Consultancy Fee	5.17	2.02

CIL SECURITIES LIMITED

The key financial ratios are as under:

Particulars	Financial year 2022-23	Financial Year 2021-22
Debtors Turnover Ratios	3.66	3.14
Inventory Turnover Ratio	1.59	1.16
Interest Coverage Ratio	-	-
Current Ratio	2.73	1.68
Debt Equity Ratio	-	-
Operating Profit Margin (%)	32.89	34.98
Net Profit Margin (%)	26.58	27.29
Return on Net Worth (%)	9.82	9.50

Outlook

The outlook for the Financial Intermediaries, especially in the Secondary Markets remains challenging as the focus of the players is tending to shift decisively towards Options Trading rather than Portfolio construction that had been the theme for long years. Adaptation of new Technologies in the ALGO Trading platforms has been rising at a tremendous pace & an overwhelmingly large quantum of volumes is happening in this space. The current trends in this pattern suggest that this will only intensify further in the near future & Brokerage Houses are gearing up aggressively to tap this space, to make the most out of this opportunity. Your Company with over Three Decades of relentless services in the Retail Broking segment, is also well positioned to tap this opportunity, through regular Technological upgradations backed by the deep knowledge of overall Market Dynamics, acquired through long years of focus on best in class Equity Research!

Other Verticals of the Financial Intermediation like Merchant Banking & RTA is going on steadily over the past 12 months but again with a consistent track record of servicing various client requirements, your company is well positioned to tap future opportunities much better, since the lean periods of the recent past has resulted in a noticeable reduction in local competition in this space. The current overall position from our point of view, looks quite optimistic with chances of FY 2023-24 turning out to be yet another year of decent all-round progress for your company.

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.

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;
- The 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 measures 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. As on March 31, 2023, Company had 32 employees.

Registered office

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

**Place: Hyderabad
Date: April 25, 2023**

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

**Krishna Kumar Maheshwari
Managing Director
DIN: 00223241**

INDEPENDENT AUDITORS' REPORT

To,
The Members of CIL Securities Limited

Report on the Audit of the Financial Statements

We have audited the accompanying financial statements of CIL Securities Limited (the Company'), which comprises of the Balance sheet as at March 31, 2023, and the Statement of Profit and Loss and the Cash Flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the Financial Statements

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

Auditors Responsibility

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

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

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

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

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

OPINION

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

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2023;
- (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.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with the requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditors Report) Order, 2020 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereafter referred to the "Order"), we give in the '**Annexure A**' statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with Accounting Standards referred to in Section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of Sub Section (2) of section 164 of the Companies Act, 2013.
 - f) With respect to the adequacy of the External financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our Separate report in '**Annexure B**'.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

According to the information and explanations provided to us and as per our verification of the records of the Company, the remuneration paid by the Company to its directors during the year is in accordance with requisite approvals mandated by the provisions of section 197 read with Schedule V of the Companies Act, 2013.

- h) 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:
 - i) The Company has no pending litigation and accordingly requisite disclosure are not applicable.
 - ii) The Company is not required to make provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - iii) The amount required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 2013 and rules made there under has been transferred to such fund within time.

CIL SECURITIES LIMITED

- iv) I) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company;
- II) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- III) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement; and
- v) The Company has not declared or paid any dividend during the year in respect of which compliance is required to be verified under section 123 of the Companies Act, 2013.

Place: Hyderabad

Date: 25.04.2023

For Ramkishore Jhawar & Associates
Chartered Accountants

CA Ramkishore Jhawar

M No: 027970 **Firm No:** 003016S

UDIN: 23027970BGWZXB1293

Annexure A referred to in Paragraph 'Report on Other Legal Regulatory Requirements' of our report

We report that

- 1.a) • The company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets;
- The company is maintaining proper records showing full particulars of Intangible

Assets;

- b) All the fixed assets have been physically verified by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable. To the best of our knowledge, no material discrepancies have been noticed on verification.
- c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the title deeds of immoveable properties are held in the name of the company.
- d) The Company has not revalued its Property or intangible assets during the year.
- e) There are no proceedings pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988, and rules made thereunder.
- 2.a) The Company is a Service Company, primarily rendering brokerage services and also carrying on investment activity. Accordingly, it does not hold any Physical inventory Therefore, Paragraph 3 (ii) (b) of the order is not applicable to the Company.
- 3) According to the information and explanation given to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained u/s 189 of the act. Accordingly, the provisions of clause 3(iii)(a), (b), (c), (d), (e), (f) of the order are not applicable and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, there are no loans,

guarantees and securities granted in respect of which the provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.

- 5) The company has not accepted deposits from public and hence directives issued by the Reserve Bank of India and the provisions of section 73 to 76 of the Companies Act, 2013 and rules framed there under are not applicable for the year under audit.
- 6) According to the information and explanation given to us, the Central Government has not prescribed the maintenance of cost records under section 148 of the Act for any services provided by the company.
- 7.a) According to the records of the company, the company has been regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Investor protection Fund, Income Tax and other statutory dues and according to the information and explanation given to us, no statutory dues were outstanding as at 31.03.2023 for a period of more than 6 months from the date they became payable;
- b) According to the information and the explanations given to us, there are no such statutory dues, which have not been deposited on account of any disputes.
- 8) According to the information and explanations provided to us and based on our verification of records of the Company, there are no amounts that are not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- 9.a) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues, if any, to any Financial Institutions, banks, governments or dues to debenture holders.
- b) According to the information and explanations provided to us and based on our verification of the records of the Company, the Company has

CIL SECURITIES LIMITED

- not been declared willful defaulter by any bank or financial institution or government or any government authority.
- c) According to the information and explanations provided to us and based on our verification of the records of the Company, the Company has not taken any term loan during the year and hence reporting under clause 3(ix) (c) of the order is not applicable.
- d) According to the information and explanations provided to us and based on our verification of records, the Company has not utilized the funds raised on short term basis for long term purposes.
- e) According to the information and explanations provided to us and based on our verification of records of the Company, the Company does not have any Subsidiary, Associates or Joint Venture(s) and hence reporting under clause 3(ix) (e) of the order is not applicable.
- f) According to the information and explanations provided to us and based on our verification of records of the Company, the Company does not have any Subsidiary, Associates or Joint Venture(s) and hence reporting under clause 3(ix) (f) of the order is not applicable.
- 10.a) According to the information and explanations provided to us and based on our verification of records of the Company, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and hence reporting under clause 3(x)(a) of the Order is not applicable.
- b) According to the information and explanations provided to us and based on our verification of records of the Company, the Company has not made preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and hence reporting under clause 3(x)(b) of the Order is not applicable.
- 11.a) According to the information and explanations provided to us and based on our verification of the records of the Company, no fraud on the Company has been noticed or reported during the year.
- b) According to the information and explanation provided to us and based on our verification of the records of the Company, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c) According to the information and explanations provided to us and based on our verification of the records of the Company, no whistle-blower complaints have been received during the year by the Company.
- 12) According to the information and explanations provided to us and based on our verification of the records of the Company, the Company is not a Nidhi Company and Nidhi Rules, 2014 are not applicable to it. Accordingly, the provisions of Clause 3(xii) (a) (b) and (c) of the Order are not applicable to the Company.
- 13) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards 18 – Related Party Disclosures.
- 14.a) According to the information and explanations provided to us and based on our verification of the records of the Company, in our opinion the Company has an internal audit system which is commensurate with the size and the nature of its business.
- b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date for the period under audit.
- 15) According to the information and explanations provided to us and based on our verification of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- 16.a) According to the information and explanations provided to us and based on our verification of

- the records of the Company, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi)(a) of the order are not applicable to the Company.
- b) According to the information and explanations provided to us and based on our verification of the records of the Company, the Company has not conducted any non-banking financial or housing finance activities and hence it is not required to obtain a certificate of registration from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- c) According to the information and explanations provided to us and based on our verification of the records of the Company, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3(xvi)(c) of the order are not applicable to the Company.
- d) According to the information and explanations provided to us and based on our verification of the records of the Company, the Company does not have any subsidiary and hence does not form part of any CICs Group. Accordingly, the provisions of clause 3(xvi)(d) of the order are not applicable to the Company.
- 17) According to the information and explanations provided to us and based on our verification of the records of the Company, the Company has not incurred cash losses during the financial year and the immediately preceding financial year.
- 18) According to the information and explanations provided to us and based on our verification of the records of the Company, during the year, there has been no resignation of the statutory auditors of the Company. Accordingly, the provisions of clause 3(xviii) of the Order is not applicable.
- 19) According to the information and explanations provided to us and based on our verification of the records of the Company, On the basis of the financial ratios, ageing and expected dates of realization of financial assets/current assets and payment of financial liabilities/current liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- 20.a) According to the information and explanations provided to us and based on our verification of the records of the Company and as per sub section 5 of section 135 of Companies Act 2013, Corporate Social Responsibility (CSR) obligation is not applicable to the Company. Hence provisions of Clause 3 (xx) (b) of the order is not applicable.
- 21) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

Place: Hyderabad **For Ramkishore Jhawar & Associates**
Date: 25.04.2023 **Chartered Accountants**

CA Ramkishore Jhawar
M No: 027970 **Firm No:** 003016S
UDIN: 23027970BGWZXB1293

ANNEXURE B TO THE AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of CIL Securities Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

operated effectively in all Material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute.

Place: Hyderabad
Date: 25.04.2023

For Ramkishore Jhavar & Associates
Chartered Accountants

CA Ramkishore Jhavar
M No: 027970 **Firm No:** 003016S
UDIN: 23027970BGWZXB1293

DECLARATION

[Pursuant to Regulation 33 (3) (d) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

It is hereby declared and confirmed that the Auditor's Report on Audited Financial Results of the Company for the year ended 31st March, 2023 is with unmodified opinion.

This declaration is furnished in reference to the proviso to clause (d) of sub – Regulation (3) of Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

For **CIL Securities Limited**

Krishna Kumar Maheshwari
Managing Director
DIN: 00223241

CIL SECURITIES LIMITED

BALANCE SHEET AS AT 31.03.2023			
(Rs in Lac)			
Particulars	Note No.	As at 31 March,2023	As at 31 March,2022
ASSETS			
(1) Non-current assets			
a) Property,Plant and Equipment	1	41.15	36.59
b) Intangible assets	1	2.58	3.72
c) Financial Assets			
i) Investments	2	30.87	177.23
ii) Loans			
iii) Others			
d) Deferred tax assets (net)	24.36	12.92	12.69
e) Others non-current assets	3	505.48	420.26
Total Non Current Assets		593.00	650.49
(2) Current assets			
(a) Inventories			
(b) Financial Assets			
(i) Investments	4	758.70	472.52
(ii) Trade receivables	5	262.59	270.74
(iii) Cash and cash equivalents	6	1,197.18	2,713.21
(iv) Bank balances other than (iii) above		-	-
(v) Loans	7	965.56	532.86
(vi) Others		-	-
(c) Current Tax Assets (Net)	8	5.34	4.54
(d) Other Current Assets	9	121.69	397.50
Total Current Assets		3,311.06	4,391.37
Total Assets		3,904.06	5,041.86
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	10	500.00	500.00
(b) Other Equity	11	2,143.43	1,883.85
Share Holders Fund		2,643.43	2,383.85
LIABILITIES			
(1) Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowing		-	-
(ii) Lease Liabilities		-	-
(iii) Trade payables		-	-
(a) Total Outstanding dues of micro enterprises and small enterprises and			
(b) Total Outstanding dues of creditors other than micro enterprises & small enterprises	12	2.75	2.75
(c) Other financial liabilities			
(b) Provisions	13	45.31	40.24
(c) Deferred tax liabilities (Net)		-	-
(d) Others non-current liabilities		-	-
Total Non Current Liabilities		48.06	42.99
(2) Current liabilities			
(a) Financial Liabilities			
(i) Borrowing		-	-
(ii) Lease Liabilities			
(iii) Trade payables	14	1,169.43	2,557.90
(a) Total Outstanding dues of micro enterprises and small enterprises and			
(b) Total Outstanding dues of creditors other than micro enterprises and small enterprises			
(c) Other financial liabilities		-	-
(b) Other current Liabilities	15	17.76	22.81
(c) Provisions	16	-	-
(d) Current tax liabilities (Net)	17	25.38	34.31
Total Current Liabilities		1,212.57	2,615.02
Total Equity and Liabilities		3,904.06	5,041.86
Significant Accounting Policies and Notes forming part of the financial statements	24		
In terms of our report attached. For Ram Kishore Jhawar & Associates Chartered Accountants		For and on behalf of the Board of Directors of CIL Securities Limited	
CA Ram Kishore Jhawar Proprietor M.No. 027970 & Firm No:003016S UDIN:23027970BGWZXB1293 Place:Hyderabad Date: 25.04.2023		K K Maheshwari Managing Director DIN: 00223241	A K Inani Director-Finance & CFO DIN: 00223069
		Purva Singh Thakur Company Secretary Membership No.A70527	

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31.03.2023			
(Rs in Lac)			
Particulars	Note No.	For the year ended 31 March,2023	For the year ended 31 March,2023
Income			
Revenue from operations	18	972.36	828.42
Other income	19	4.14	1.69
Total Income		976.50	830.11
Expenses:			
Cost of materials consumed			
Purchases of Stock-in-Trade			
Changes in inventories of finished goods, Stock-in-Trade and work-in-progress			
Employee benefits expense	20	213.33	171.45
Finance cost	21	1.74	0.07
Depreciation and amortisation expense	1	7.54	7.94
Others expenses	22	434.49	360.37
Total expenses		657.10	539.83
Profit/(Loss) before exceptional items and tax		319.40	290.28
Exceptional items		-	-
Profit/(loss) before extraordinary items and tax		319.40	290.28
Extraordinary items		-	-
Profit/(loss) before tax		319.40	290.28
Tax expense:			
(1) Current tax	23	79.38	79.31
(2) Current tax relating to Previous Year	23	-19.34	-15.46
(3) Deferred tax	23	-0.22	-0.11
		59.82	63.74
Profit (Loss) for the period from continuing operations		259.58	226.54
Profit/(loss) from discontinued operations		0	0
Tax expense of discontinued operations		0	0
Profit/(loss) from discontinued operations (after tax)		0	0
Profit/(loss) for the period		259.58	226.54
Others Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss			
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss			
Total Comprehensive Income for the period (Comprising Profit (Loss) and Others Comprehensive Income for the period)		259.58	226.54
Earnings per equity share (for continuing operation):			
(1) Basic	24.35	5.19	4.53
(2) Diluted	24.35	5.19	4.53
Earnings per equity share (for discontinued operation):			
(1) Basic		0	0
(2) Diluted		0	0
Earnings per equity share (for discontinued & continuing operation):			
(1) Basic	24.35	5.19	4.53
(2) Diluted	24.35	5.19	4.53
Significant Accounting Policies and Notes forming part of the financial statements	24		
In terms of our report attached. For Ram Kishore Jhawar & Associates Chartered Accountants		For and on behalf of the Board of Directors of CIL Securities Limited	
CA Ram Kishore Jhawar Proprietor M.No. 027970 & Firm No:0030165 UDIN:23027970BGWZXB1293 Place:Hyderabad Date: 25.04.2023		K K Maheshwari Managing Director DIN: 00223241	A K Inani Director-Finance & CFO DIN: 00223069
		Purva Singh Thakur Company Secretary Membership No.A70527	

CIL SECURITIES LIMITED

Cash Flow Statement for the year ended 31st March, 2023				
(Rs in Lac)				
Particulars	For the year ended 31 March, 2023		For the year ended 31 March, 2023	
A. Cash flow from operating activities				
Net Profit/(Loss) before extraordinary items and tax		319.40		290.28
Adjustments for:				
Depreciation & Amortisation	7.54		7.94	
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	-		-	
Expense on employee stock option scheme	-		-	
Finance Costs	1.74		0.07	
Interest Income	-		-	
Dividend Income	-2.57	6.71	-9.07	-1.06
Operating Profit		326.11		289.22
Other Charges		-		-
Net unrealised exchange (gain)/loss		-		-
Operating profit/(loss) before working capital changes		326.11		289.22
Changes in working capital:-				
Adjustments for (increase)/decrease in operating assets:-				
Inventories	-		-	
Trade Receivables	8.16		-14.26	
Short term loans and advances	-432.71		-199.21	
Long term loans and advances	-		-	
Other current assets	-85.22		136.39	
Other non-current assets	-11.17	-520.94	-270.50	-347.58
Adjustments for increase/(decrease) in operating liabilities:-				
Trade Payables	-1,388.47		900.46	
Other current liabilities	-5.05		-6.69	
Other long term liabilities	-		-	
Short term provisions	-8.93		14.54	
Long term provisions	5.07	-1,397.38	0.30	908.61
Cash flow from extraordinary items		-		-
Cash generated from operations		-1,592.21		850.25
Net Income tax (paid)/refunds		-60.04		-63.85
Net cash flow from/(used in) operating activities (A)		-1,652.25		786.40
B. Cash from Investing Activities				
Capital expenditure on fixed assets, including capital advances	-11.10		-5.73	
Proceeds from sale of fixed assets	0.13		0.20	
Current investments Transactions not considered as Cash and cash equivalents	-		-	
Purchases of long term investments	-		-85.31	
Proceeds from sale of long term investments	146.36		-	
Interest received	-		-	
Dividend Received	2.57		9.07	
Net cash flow from / (used in) investing activities (B)		137.96		-81.77

Cash Flow Statement for the year ended 31st March, 2023			
(Rs in Lac)			
Particulars	For the year ended 31 March, 2023		For the year ended 31 March, 2023
C. Cash flow from financing activities			
Finance cost	-1.74		-0.07
Dividends paid	-		-
Tax on dividend	-		-
Net cash flow from/(used in) financing activities (C)		-1.74	-0.07
Net increase / (decrease) in Cash and cash equivalents (A+B+C)			
Cash and cash equivalents at the beginning of the year		2,713.21	2,008.65
Effect of exchange difference on restatement of foreign currency Cash and cash equivalents			
Cash and cash equivalents at the end of the year		1,197.18	2,713.21
Reconciliation of Cash and cash equivalents with the Balance Sheet:			
Cash and cash equivalents as per Balance Sheet		1,197.18	2,713.21
Less: Bank balances not considered as Cash and cash equivalents as defined in INDAS 7 Statement of Cash Flow	-		-
Net Cash and cash equivalents (as defined in INDAS 7 Statement of Cash Flow)	-	1,197.18	-
Add: Current investments considered as part of Cash and cash equivalents (as defined in INDAS 7 Statement of Cash Flow)	-		-
Cash and cash equivalents at the end of the year*			
* Comprises:-			
(a) Cash on hand		0.70	1.01
(b) Cheques, drafts on hand		-	-
(c) Balances with banks			
(i) In current accounts		485.12	1,572.18
(d) Others (Fixed Deposits)		711.36	1,140.02
(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 Ram Kishore Jhawar & Associates
Chartered Accountants

CA Ram Kishore Jhawar,
Proprietor
M. No. 027970 & Firm No. 003016S
UDIN: 23027970BGWZXB1293

For and on behalf of the Board of
CIL Securities Limited

K K Maheshwari
Managing Director
DIN: 00223241

A K Inani
Director - Finance & CFO
DIN: 00223069

Place: Hyderabad
Date: 25.04.2023

Purva Singh Thakur
Company Secretary
Membership No.A70527

STATEMENT OF CHANGES IN EQUITY
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31.03.2023

A. Equity Share Capital
(1) Current Reporting Year

(Amount in Lacs)

Balance at the beginning of the current reporting period	500.00	Changes in equity share capital during the current year	Balance at the end of the current reporting period
		-	500.00

(2) Previous Reporting Year

Balance at the beginning of the previous reporting period	500.00	Changes in equity share capital during the current year	Balance at the end of the previous reporting period
		-	500.00

B. Other Equity
(1) Current Reporting Year-31.03.2023

	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus				Debt instruments through Other Comprehensive Income	Equity Instruments through Others Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the Financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
			Capital Reserve	Securities Premium Reserve	Other Reserves (specify nature) General Reserve	Retained Earnings								
Balance at the beginning of the current reporting period	-	-	0.28	-	360.69	1,522.88	-	-	-	-	-	-	-	1,883.85
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	0.28	-	360.69	1,522.88	-	-	-	-	-	-	-	1,883.85
Total Comprehensive Income for the current year	-	-	-	-	-	259.58	-	-	-	-	-	-	-	259.58
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer from retained earnings	-	-	-	-	25.96	-	-	-	-	-	-	-	-	25.96
LESS: Dividend Provision	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Tax on Dividend	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to General Reserve	-	-	-	-	-	25.96	-	-	-	-	-	-	-	25.96
Balance at the end of the current reporting period	-	-	0.28	-	386.65	1,756.50	-	-	-	-	-	-	-	2,143.43

(2) Previous Reporting Year-31.03.2022

(Amount in Lacs)

	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus				Debt instruments through Other Comprehensive Income	Equity Instruments through Others Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the Financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
			Capital Reserve	Securities Premium Reserve	Other Reserves (specify nature) General Reserve	Retained Earnings								
Balance at the beginning of the previous reporting period	-	-	0.28	-	338.09	1,318.94	-	-	-	-	-	-	-	1,657.31
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the previous reporting period	-	-	0.28	-	338.09	1,318.94	-	-	-	-	-	-	-	1,657.31
Total Comprehensive Income for the previous year	-	-	-	-	-	226.54	-	-	-	-	-	-	-	226.54
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer from retained earnings	-	-	-	-	22.60	-	-	-	-	-	-	-	-	22.60
LESS: Dividend Provision	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Tax on Dividend	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to General Reserve	-	-	-	-	-	22.60	-	-	-	-	-	-	-	22.60
Balance at the end of the previous reporting period	-	-	0.28	-	360.69	1,522.88	-	-	-	-	-	-	-	1,883.85

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

Notes forming part of the financial statements										
Note 1 Property, Plant and Equipment										
(Rs in Lac)										
A. Tangible assets	Gross block				Accumulated depreciation and impairment				Net block	
	Balance as at 1 April, 2022	Additions	Disposals	Balance as at 31 March, 2023	Balance as at 1 April, 2022	Depreciation/ amortisation expense for the year	Eliminated on disposal of assets	Balance as at 31 March, 2023	Balance as at 31 March, 2023	Balance as at 01 April, 2022
(a) Buildings Own use	70.72	0	0	70.72	44.12	1.30	0.00	45.41	25.31	26.61
(b) Furniture & Fixtures Owned	57.11	2.65	0	59.76	55.26	0.49		55.74	4.02	1.85
(c) Vehicles Owned	2.81	0	0	2.81	1.95	0.22		2.17	0.64	0.86
Vehicles-Motor Car	34.18	0	25.30	8.88	33.02	0.32	25.17	8.17	0.71	1.16
(d) Office equipment Owned	36.56	1.17	0	37.73	33.73	1.48		35.21	2.52	2.83
(e) Computer Data and Processing Equipments	180.69	6.80	0	187.49	178.75	1.35		180.09	7.39	1.94
(f) Electrical Installations	3.41	0	0	3.41	3.21	0.05	0.00	3.26	0.15	0.20
(g) Computer Devices	10.37	0	0	10.37	9.24	0.71		9.95	0.42	1.13
Total (A)	395.84	10.62	25.30	381.17	359.25	5.92	25.17	340.01	41.15	36.59
Previous Year 31.03.2022	412.87	3.18	20.22	395.84	372.30	6.97	20.02	359.25	36.59	40.58
B. Intangible assets										
B. Intangible assets	Gross block				Accumulated depreciation and impairment				Net block	
	Balance as at 1 April, 2022	Additions	Disposals	Balance as at 31 March, 2023	Balance as at 1 April, 2022	Depreciation/ amortisation expense for the year	Eliminated on disposal of assets	Balance as at 31 March, 2023	Balance as at 31 March, 2023	Balance as at 01 April, 2022
(a) Computer software	79.99	0.48	0	80.47	76.27	1.62	0	77.89	2.58	3.72
Total (B)	79.99	0.48	0	80.47	76.27	1.62	0	77.89	2.58	3.72
TOTAL(A+B)	475.83	11.10	25.30	461.64	435.53	7.54	25.17	417.90	43.73	40.31
Previous Year 31.03.2022	77.44	2.56	0	79.99	75.31	0.97	0	76.27	3.72	2.13
Previous Year Grand Total 31.03.2022	490.31	5.74	20.22	475.84	447.60	7.94	20.02	435.53	40.31	42.71

Notes forming part of the financial statements

(Rs in Lac)

Note	Particulars	As at 31 March, 2023			As at 31 March, 2022		
		Quoted	Unquoted	Total	Quoted	Unquoted	Total
2	Non Current Investments						
	Investments (At cost)						
	Trade investments in Equity Investment	30.87	-	30.87	177.23	-	177.23
	(As per Annexure I)						
	Less: Provision for dimunition in value of investments			0			0
	Total Investments			30.87			177.23
	Aggregate amount of quoted investments			30.87			177.23
	Aggregate market value of listed and quoted investments			34.16			181.51
	Aggregate value of listed but not quoted investments			NIL			NIL
	Aggregate amount of unquoted investments			0			0
	Aggregate provision for dimunition (write down) in the value of other investments			0			0

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rs in Lac)

Note	Particulars	As at 31 March, 2023	As at 31 March, 2022
3	<u>Other Non Current Assets</u> (Unsecured, considered good)		
	Membership Deposit With NSE	50.00	50.00
	Deposit with CD-NSE	10.00	10.00
	Deposit with Future Segment With NSE	33.00	33.00
	Deposit for VSAT	0.51	0.51
	Deposit for CDSL	5.00	5.00
	Deposit with BSE	1.25	1.25
	Deposit with NCL (FO)	393.22	308.00
	MCX-Margin Deposit	5.00	5.00
	MCX-Security Deposit	2.50	2.50
	Deposit with Edelweisse / Globe (MCX)	5.00	5.00
	Total	505.48	420.26
4	<u>Current Investments</u> (Investment measured at Amortised Cost)		
	Investment in Mutual Funds	758.70	472.52
	Total	758.70	472.52
5	<u>Trade receivables</u> (Unsecured and Considered good) (Refer Note 24.27)		
	Trade receivables outstanding for a period exceeding six months from the date they were due for payment	3.99	3.54
	Other Trade receivables	258.60	267.20
	Total	262.59	270.74
6	<u>Cash and cash equivalents</u>		
	Cash on hand	0.70	1.01
	Balances with banks		
	(i) In current accounts	485.12	1,572.18
	(ii) In deposit accounts (Refer Note (i) below)	711.36	1,140.02
	Total	1,197.18	2,713.21
Note:			
(i) Balances with banks include deposits amounting of Rs.2,66,46,692/- as at 31 March 2023. Amounting to Rs.8,64,22,384/- as at 31 March, 2022 which have an original maturity of more than Twelve months.			

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rs in Lac)

Note	Particulars	As at 31 March, 2023		As at 31 March, 2022	
		No. of shares	Rs.	No. of shares	Rs.
7	Loans				
	Margin Funding (Unsecured and Considered good)		959.90		527.96
	Advance to Others		0.72		1.81
	Advance to Staff		4.94		3.09
	Total		965.56		532.86
8	Current Tax Assets (Net)				
	Advance Tax and TDS		5.34		4.54
	Total		5.34		4.54
9	Other Current Assets (Unsecured and Considered good)				
	Prepaid expenses		1.15		4.55
	Others Deposits		4.78		303.92
	Accruals				
	Interest accrued on deposits		115.76		89.03
	Loans and advances to related parties	-	-		
	Total		121.69		397.50

(Rs in Lac)

Note	Particulars	As at 31 March, 2023		As at 31 March, 2022	
		No. of shares	Rs.	No. of shares	Rs.
10	Equity Share capital				
	(a) Authorised Equity shares of 10/- each with voting rights	60,00,000	600.00	60,00,000	600.00
	(b) Issued Equity shares of ' 10/- each with voting rights	50,00,000	500.00	50,00,000	500.00
	(c) Subscribed and fully paid up Equity shares of ' 10/- each with voting rights	50,00,000	500.00	50,00,000	500.00
	(d) Subscribed but not fully paid up Equity shares of each with voting rights	50,00,000	500.00	50,00,000	500.00
	Total	50,00,000	500.00	50,00,000	500.00

CIL SECURITIES LIMITED

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:									
Particulars	Opening Balance	Fresh issue	Bonus	ESOP	Conversion	Buy back	Other	Closing Balance	
Equity shares with voting rights									
Year ended 31 March, 2023									
- Number of shares (in Lac)	50.00	-	-	-	-	-	-	-	50.00
- Amount (₹)	500.00	-	-	-	-	-	-	-	500.00
Year ended 31 March, 2022									
- Number of shares (in Lac)	50.00	-	-	-	-	-	-	-	50.00
- Amount (₹)	500.00								500.00

(ii) Details of shares held by each shareholder holding more than 5% shares:					
Class of shares / Name of shareholder	As at 31 March, 2023		As at 31 March, 2022		
	Number of shares held in Lakh	% holding in that class of shares	Number of shares held in Lakh	% holding in that class of shares	
Equity shares with voting rights					
K.K Maheshwari	22.71	45.43	22.71	45.43	
Pramila Maheshwari	7.69	15.370	7.69	15.370	

(Rs in Lac)

Note	Particulars	As at 31 March, 2023	As at 31 March, 2022
11	Other equity		
	(a) Capital reserve		
	Opening balance	0.28	0.28
	Add: Additions during the year	0.00	0.00
	Less: Utilised / transferred during the year	0.00	0.00
	Closing balance	0.28	0.28
	(b) General reserve		
	Opening balance	360.69	338.09
	Add: Transferred from surplus in Statement of Profit & Loss	25.96	22.60
	Less: Utilised / transferred during the year	0.00	0.00
	Closing balance	386.65	360.69
	(c) Surplus / (Deficit) in Statement of Profit and Loss		
	Opening balance	1522.88	1318.94
	Add: Profit/Loss for the Period	259.58	226.54
	Less: Final dividend		
	Dividends distributed to equity shareholders	0.00	0.00
	Tax on dividend	0.00	0.00
	Transferred to:		
	General reserve	25.96	22.60
	Closing balance	1756.50	1522.88
	Total	2143.43	1883.85

CIL SECURITIES LIMITED

Note	Particulars	(Rs in Lac)	
		As at 31 March, 2023	As at 31 March, 2022
12	Other Financial Liabilities		
	Trade / security deposits	2.75	2.75
	Total	2.75	2.75
13	Provisions		
	Provision for employee benefits		
	Provision for gratuity	45.31	40.24
	Total	45.31	40.24
14	Trade payables (Refer Note 24.26)		
	(a) Total Outstanding dues of micro enterprises and small enterprises and	0.00	0.00
	(b) Total Outstanding dues of creditors other than micro enterprises and small enterprises		
	i) Trade payable - Clients	1169.43	2557.90
	Total	1169.43	2557.90
15	Other current liabilities		
	Other payables		
	Statutory remittances	3.19	3.65
	Contractually reimbursable expenses	0.04	0.58
	Other Liabilities	14.53	18.58
	Total	17.76	22.81
16	Provisions		
	Provision - Others		
	Provision for proposed equity dividend	0.00	0.00
	Provision for tax on proposed dividends	0.00	0.00
	Total	0.00	0.00
17	Current Tax Liabilities (Net)		
	Provision for tax (net of advance tax Rs.54.00 Lac As at 31.03.2023 (As at 31.03.2022:Rs.45.00 Lac)	25.38	34.31
	Total	25.38	34.31

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rs in Lac)

Note	Particulars	For the Year ended 31 March, 2023	For the year ended 31 March, 2022
18	Revenue from operations		
	Income from services @ (Refer Note (i) below)	782.94	621.81
	Other operating Income # (Refer Note (ii) below)	189.42	206.61
	Total	972.36	828.42
(i)	Income from services @		
	Broking Services	583.94	474.42
	Securities Dealings	104.59	65.72
	Register & Share Transfer Fee	57.41	57.07
	Demat/Depository Fee	28.33	18.78
	Consultancy Fee	5.17	2.02
	Merchant Banking	3.50	3.80
	Total - Income from services	782.94	621.81
(ii)	Other operating Income #		
	Interest Income	189.42	206.61
	Total - Other operating Income	189.42	206.61
19	Other income		
	Other Income	1.90	1.69
	Other non-operating Income comprises		
	Profit on sale of fixed assets	2.23	-
	Total - Other non-operating income	4.14	1.69
20	Employee benefits expense		
	Salaries	198.61	151.57
	Training and Development Expenses	6.58	13.14
	Staff welfare expenses	8.15	6.74
	Total	213.33	171.45
21	Finance cost		
	Interest expense on		
	Others	1.74	0.07
	Total	1.74	0.07

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rs in Lac)

Note	Particulars	For the Year ended 31 March, 2023	For the year ended 31 March, 2022
22	Other expenses		
	Demat/CDSL Charges	11.76	7.03
	SEBI Charges	1.35	0.90
	Share with Business Associates	140.90	162.82
	Transaction Charges	130.46	50.68
	Membership Fees	9.02	13.89
	Security Transaction Tax	2.21	2.09
	Telephone Charges	5.02	5.18
	Bandwidth Charges	5.37	4.31
	Conveyance Charges	1.10	1.13
	Rent	0.00	3.62
	Repairs and maintenance – Vehicles	3.73	4.72
	Repairs and maintenance - Others	44.38	30.33
	Insurance	6.36	6.57
	Travelling Expenses	3.38	2.65
	Printing and Stationery	1.47	2.82
	Postage Expenses	0.40	0.42
	Newspapers	0.08	0.10
	Payments to Auditors (Refer Note (i) below)	2.95	3.95
	Festival Expenses	1.02	1.15
	Director Sitting Fees	3.68	2.88
	General Expenses	3.38	2.20
	Office Maintenance	8.62	4.83
	Advertisement Expenses	0.86	0.85
	Bank Charges	17.98	12.50
	Consultancy Charges	2.60	6.70
	Computer Maintenance	18.24	18.42
	Electricity Charges	6.13	5.55
	Filing Fees	0.42	0.31
	Rates and Taxes	1.53	1.71
	R&T Miscellaneous Expenses	0.09	0.06
	Total	434.49	360.37
(i)	Notes:		
	Payments to the Auditors comprises		
	As Auditors - Statutory audit	1.65	1.65
	For Taxation matters	0.10	1.10
	For Tax Audit Fee	0.60	0.60
	For Certification	0.30	0.30
	For GST Audit Fee	0.30	0.30
	Total	2.95	3.95

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rs in Lac)

Note	Particulars	For the Year ended 31 March, 2023	For the year ended 31 March, 2022
23	Taxation		
	Current Income Tax recognised in statement of Profit & Loss Account		
	Profit Before Tax	319.39	290.29
	Applicable Tax Rate	15/22	15/25
	Computed Tax Expenses	79.38	79.31
	Tax effect of Exempted Income	-	-
	Items/Expenses disallowed(net)	12.07	7.39
	Additional Allowances net of MAT Credit	-	-
	Carried Forward Losses Mat/Utilised	-	8.01
	Others- Tax Provision for Previous years (A)	-19.34	-15.46
	Current Tax Provision (B)	79.38	79.31
	Incremental Deferred Tax Liability on Account of Tangible and Non Tangible Assets	12.92	12.69
	Incremental Deferred Tax Liability on Account of Financial Assets and others Items	-	-
	Deferred Tax Provision (C)	-0.22	-0.11
	Tax Expenses recognised in statement of Profit and Loss	59.82	63.74
	Loss including of previous years (A+B+C)		
	Effective Tax Rate	0.19	0.22

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH 2023**24. Corporate Information**

CIL Securities Limited was incorporated on June 29, 1989. The Company is a member of National Stock Exchange of India Limited (NSE), Bombay Stock Exchange Limited (BSE), Multi Commodity Exchange of India Limited (MCX), and a Category-I Merchant Bankers, Category-I Registrar & Share Transfer Agents and Depository Participant with Central Depository Services (India) Limited (CDSL).

The Company is engaged in the business of stocks, currency and commodity broking, providing margin trading facility, depository services, RTA Services, Equity Valuation and distributor of mutual funds. It's Registered Office is situated at Hyderabad, India. The registered office address of the Company is 214, Raghva Ratna Towers, Chirag Ali Lane, Abids,

Hyderabad- 500001.

Significant Accounting Policies**24.1 Basis of Preparation of Financial Statement**

i) Statement of Compliance : The Financial Statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

ii) Basis of Preparation**1) Compliance with Ind AS**

The Financial Statements comprising of Balance Sheet, Statement of Profit and Loss

including other comprehensive income, Statement of Changes in Equity and Statement of Cash Flows as at March 31, 2023 have been prepared in accordance with Ind AS as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and companies (Indian Accounting Standards) Amendment Rules, 2016.

These Financial Statements have been approved for issue by the Board of Directors at their meeting held on 25.04.2023. These Financial Statements are presented in Indian Rupees (INR), and **all values are rounded to the nearest lakhs**, which is also the functional and presentation currency.

2) **Historical Cost Convention**

The Company follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis. The Financial Statements are prepared under the historical cost convention, except in case of significant uncertainties and except for the following:

- Certain Financial Assets and Liabilities that are measured at fair value;
- Defined benefit plans where plan assets are measured at fair value;
- Investments are measured at fair value.

3) **Preparation of Financial Statements**

The Company is covered in the Division II as defined in Companies (Indian Accounting Standards) (Amendment) Rules, 2016. As per the format prescribed under Division II of Schedule III to the Companies Act, 2013, the Company presents the Balance Sheet, the Statement of Profit and Loss and the Statement of Changes in Equity.

24.2 Use of estimates

The preparation of the financial statements are in conformity with Ind AS which requires the Management to make estimates and assumptions that affect the reported amounts

of assets, liabilities and disclosure of Contingent Assets and liabilities as of the date of financial statement and the income and expenses for the reporting period. The Company makes certain judgments and estimates for valuation and impairment of financial instruments, useful life of property, plant and equipment, deferred tax assets, provision and contingencies. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable.

24.3 Revenue Recognition

The Company recognizes revenue from contracts with customers based on a five step model as set out in Ind AS 115, Revenue from Contracts with Customers, to determine when to recognize revenue and at what amount. Revenue is measured based on the consideration specified in the contract with a customer. Revenue from contracts with customers is recognized when services are provided and it is highly probable that a significant reversal of revenue is not expected to occur.

Revenue is measured at fair value of the consideration received or receivable. Revenue is recognized when (or as) the Company satisfies a performance obligation by transferring a promised service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset. When (or as) a performance obligation is satisfied, the Company recognizes as revenue the amount of the transaction price (excluding estimates of variable consideration) that is allocated to that performance obligation.

- i) Revenue from contract with customer is recognized point in time when performance obligation is satisfied. **Income from broking activities is accounted for on the trade date of transactions.**
- ii) **Income from sales of Shares and Securities** are recognized on the date of the relevant transactions.
- iii) **Depository services income** are accounted as follows: Revenue from depository services on account of annual maintenance charges have been accounted for over the period of the performance obligation. Revenue from

depository services on account of transaction charges is recognized point in time when the performance obligation is satisfied.

iv) **Income from Merchant Banking** is accounted on accrual basis.

v) **Equity Index / Stock Futures / Currency Futures:** Equity Index / Stock Futures/ Currency Futures are marked to market on a daily basis.

Debit or Credit balance disclosed under Loans and Advances or Financial Liabilities, respectively, in the Mark to Market Margin Equity Index / Stock Futures/Currency Account, represents the net amount payable or receivable on the basis of movement in the process of Index / Stock futures /Currency Futures on the Balance Sheet date.

vi) **Option Contracts:** At the time of final settlement Premium paid/ received is recognized as an expense/ income on exercise of Option .Further, difference between the final settlement price as on the exercise/ expiry date and the strike price is recognized as Income/ Loss.

At the time of squaring off difference between the premium paid and received on squared off transaction is treated as Profit or Loss

vii) **Interest income** is accounted on accrual basis and the same is treated as Business Income.

viii) Dividend income is recognized when the right to receive the dividend is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably.

ix) Delayed payment charges (Interest on late payments) are accounted at a point in time of default.

x) In respect of other heads of Income it is accounted to the extent it is probable that the economic benefits will flow and the revenue can be reliably measured, regardless of when the payment is being made.

24.4 Property, Plant and Equipment

i) Recognition and Measurement

Property, plant and equipment are stated in the balance sheet at their carrying value being the cost of acquisition less accumulated depreciation. The cost comprises purchase price, borrowing

cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with these will flow with the company. All other repair and maintenance costs are recognized in statement of profit or loss as incurred.

ii) Depreciation, Estimated Useful Lives and Residual Value

Depreciation on property, plant and equipment is provided on written down value method, computed on the basis of useful lives as estimated by management which coincides with rates prescribed in Schedule II to the Companies Act, 2013.

iii) **De-recognition:** An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is de-recognized.

24.5 Intangible Assets:

Intangible assets (software) are stated in the balance sheet at their carrying value being the cost of acquisition less accumulated depreciation. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

Amortization of intangible assets is provided on Written down value method computed on the basis of useful life estimated at 5 years with zero residual value. Any expenses on such software for support and maintenance payable annually are charged to the statement of profit and loss.

24.6 Financial Instruments

i) Date of Recognition

Financial assets and financial liabilities are recognized in the company's balance sheet when the company became a party to the contractual provisions of the instrument.

ii) Initial Measurement

Financial assets and liabilities, with the exception of loans, debt securities, deposits and borrowings are initially recognized on the trade date, i.e. the date that the Company becomes a party to the contractual provisions of the instrument. Recognized financial instruments are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss Account.

24.7 Classification and Subsequent Measurement

A) Financial Assets

✓ **Debt Instruments at Amortized Cost** : – A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- ii) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

✓ Equity Instruments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at fair value through profit and loss (FVTPL). For all other equity instruments, the Company decides to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL). The Company makes such election on an instrument-

by-instrument basis. The classification is made on initial recognition and is irrevocable.

✓ Mutual funds

All mutual funds in scope of Ind-AS 109 are measured at fair value through profit and loss (FVTPL).

(B) Financial Liability

Financial liabilities are measured at amortized cost. The carrying amounts are initially recognised at fair value and subsequently determined based on the EIR method. Interest expense is recognised in profit or loss. Any gain or loss on de-recognition of financial liabilities is also recognised in profit or loss. The Company does not have any financial liability which is measured at FVTPL.

24.8 Reclassification

Financial assets are not reclassified subsequent to their initial recognition, apart from the exceptional circumstances in which the Company acquires, disposes of, or terminates a business line or in the period the Company changes its business model for managing financial assets. Financial liabilities are not reclassified.

24.9 De Recognition

A) Financial Assets

A financial asset is de-recognized when:

- The contractual rights to receive cash flows from the financial asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset and the Company has transferred substantially all the risks and rewards of the asset, or the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On De- recognition of a financial asset, the difference between the carrying amount of the asset and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss.

(B) Financial Liabilities

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying value of the original financial liability and the new financial liability with modified terms is recognised in profit or loss.

24.10 Impairment of Non-Financial 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 recognized, 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 recognized 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.

24.11 Retirement and Other Employee Benefits

(i) Provident Fund

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

(ii) Gratuity

Every employee is entitled to a benefit equivalent to 15 days salary last drawn for each completed year of service in line with The Payment of Gratuity Act, 1972. The same is payable at the time of separation from the Company or

retirement, whichever is earlier. The benefit vest after five years of continuous service

The Company's gratuity scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that the employees have earned in return for their service in the current and prior period. Such benefit is discounted to determine its present value, and the fair value of any plan assets, if any, is deducted.

The present value of the obligation under such benefit plan is determined based on actuarial valuation.

(iii) Compensated Absences

Compensated absences benefits are expected to be paid in exchange for the services rendered by the employees during the year. These benefits 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 :

- In case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- In case of non-accumulating compensated absences, when the absences occur.

24.12 Cash and Cash Equivalents

Cash and cash equivalents includes cash at banks and on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents cash and short-term deposits are considered integral part of the Company's cash management.

24.13 Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when the Company has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation and there is a reliable estimate of the amount of the

obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date.

Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements. Provisions are reviewed at each balance sheet date and adjusted to effect current management estimates. Contingent liabilities are recognized when there is possible obligation arising from past events.

24.14 Income Tax

Income tax expense comprises current and deferred tax. It is recognized in statement of profit and loss except to the extent that it relates to items recognized directly in equity or in OCI.

(i) Current Tax

Current tax is measured at the amount expected to be paid in respect of taxable income for the year in accordance with the Income Tax Act, 1961.

(ii) Deferred Tax

Deferred tax is provided using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax assets arising mainly on account of carry forward losses.

Deferred tax assets on account of other temporary differences are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Changes in deferred tax assets / liabilities on account of changes in enacted tax rates are given effect to in the statement of profit and loss in the period of the change. The carrying amount of deferred tax assets are reviewed at each Balance Sheet date.

Deferred tax assets and deferred tax liabilities are off set when there is a legally

enforceable right to set-off assets against liabilities representing current tax and where the deferred tax assets and deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

(iii) Minimum Alternate Tax (MAT)

During the Financial Year, Company has opted for New Scheme u/s 115BAA and accordingly MAT is not applicable from F.Y 2022-23 and onwards

24.15 Earning Per Share (Basic and Diluted)

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.

24.16 Borrowing Costs

General and specific borrowing costs that are directly attributable to the acquisition of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying

CIL SECURITIES LIMITED

asset are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred.

24.17 Goods and Services Tax paid on Acquisition of Assets or on incurring Expenses

Expenses and assets are recognized net of GST paid except when the tax incurred on a purchase of assets or services is not recoverable/eligible for ITC from the Tax authority, in which case the tax paid is recognized as part of the cost of acquisition of the asset or as part of the expenses item as applicable.

24.18 Segment Reporting

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organization 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 as defined in Ind AS 108 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".

24.19 Foreign Currency

Transactions in foreign currencies are recorded at the rate of exchange prevailing on the date of the transaction. Exchange differences arising on Settlement of revenue transactions are recognized in the statement of profit and loss.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rs in Lac)

Note	Particulars	As at 31 March, 2023	As at 31 March, 2022
24	Additional information to the financial statements		
24.20	Contingent liabilities and commitments (to the extent not provided for)		
(i)	Contingent liabilities		
	(a) Claims against the Company not acknowledged as debt	NIL	NIL
	(b) Bank Guarantees	2,556.25	1,956.25
	(BG is secured to the extent of 50% inform of lien on Fixed Deposit and mortgage on Company's and Promoter Director's immovable properties)		
	(c) Other money for which the Company is contingently liable	NIL	NIL
	(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.		
24.21	Expenditure in foreign currency		
	Travelling Expenses	1.11	NIL
	Other matters	NIL	NIL
24.22	Earnings in foreign exchange		
	Professional and consultation fees	NIL	NIL
	Other income-Broking Services	NIL	NIL

CIL SECURITIES LIMITED

(Rs in Lac)

Note	Particulars	As at 31 March, 2023	As at 31 March, 2022
24.23	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
24.24	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 .92 Lac (Year ended 31 March, 2023) for Provident Fund contributions and Rs.1.12 Lac (Year ended 31 March, 2022) 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.		

24.25 Details of Shareholding of Promoters as on 31.03.2023					(Rs. in Lacs)
S. No.	Promoter Name	No. of Shares	% of Total Shares	%Change during the year	
1	KRISHNA KUMAR MAHESHWARI	22,71,250	45.43	0	
2	PRAMILA MAHESHWARI	7,68,500	15.37	0	
3	RAMKRISHNA MAHESHWARI-(HUF)	2,46,100	4.92	0	
4	VIDHI MAHESHWARI	2,33,990	4.68	0	
5	CIL COMMODITIES (P) LTD	1,25,000	2.50	0	
6	CIL INDUSTRIES LTD	1,05,151	2.10	0	
	Total	37,49,991	75.00	0	

Note Details of Trade Payables					
24.26 Outstanding for following periods from due date of payment as on 31.03.2023					(Rs. in Lacs)
Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i)MSME* -	-	-	-	-	
(ii)Others	1,169.43				1,169.43
(iii)Disputed dues	-	-	-	-	-
MSME					
(iv)Disputed dues-Others	-	-	-	-	-
Total	1,169.43				1,169.43
Outstanding for following periods from due date of payment as on 31.03.2022					
(i)MSME* -	-	-	-	-	
(ii)Others	2,557.90				2,557.90
(iii)Disputed dues	-	-	-	-	-
MSME					
(iv)Disputed dues-Others	-	-	-	-	-
Total	2,557.90				2,557.90

*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.

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Note	Details of Trade Receivables						
24.27	Outstanding for following periods from due date of payment as on 31.03.2023 (Rs. in Lacs)						
	Particulars	Less than 6 months	6 months - 1 Year	1-2 Years	2-3 Years 3 Years	More than	Total
	(i) Undisputed Trade receivables - considered good	258.60	3.99				262.59
	(ii) Undisputed Trade Receivables - considered doubtful	-	-			-	-
	(iii) Disputed Trade Receivables considered good	-	-			-	-
	(iv) Disputed Trade Receivables considered doubtful	-	-			-	-
	Total	258.60	3.99				262.59
	Outstanding for following periods from due date of payment as on 31.03.2022						
	(i) Undisputed Trade receivables - considered good	267.20	3.54				270.74
	(ii) Undisputed Trade Receivables - considered doubtful	-	-			-	-
	(iii) Disputed Trade Receivables considered good	-	-			-	-
	(iv) Disputed Trade Receivables considered doubtful	-	-			-	-
	Total	267.20	3.54				270.74

Note	Particulars
24.28	Details of title deeds of Immovable Property not held in name of the Company: The Company do not have the immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the Company as on 31.03.2023. (Previous Year 31.03.2022: Nil)
24.29	Details of Capital-Work-in Progress (CWIP) as on 31.03.2023: The Company do not have Capital Work in Progress as on 31.03.2023. (Previous Year 31.03.2022: Nil)
24.30	Details of Intangible assets under development as on 31.03.2023: The Company do not have Intangible assets under development in Progress as on 31.03.2023. (Previous Year 31.03.2022: Nil)
24.31	Details of Benami Property as on 31.03.2023: Company do not have any Benami Property as on 31.03.2023.(previous Year 31.03.2022:NIL)
24.32	The Company do not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assesments under the Income Tax Act,1961 (such as, Search or survey or any other relevant provisions of the Income Tax Act, 1961), as on 31.03.2023. (Previous Year 31.03.2022: Nil)

24.33 Ratio Analysis :

	Particulars	as on 31.03.2023	as on 31.03.2022
	(a) Current Ratio	2.73	1.68
	(b) Debt-Equity Ratio	NA	NA
	(c) Debt Service Coverage Ratio	NA	NA
	(d) Return on Equity Ratio	0.52	0.45
	(e) Inventory turnover Ratio	1.59	1.16
	(f) Trade Receivables turnover Ratio	3.66	3.14
	(g) Trade payables turnover Ratio	0.52	0.39
	(h) Net Capital Turnover Ratio	1.95	1.66
	(i) Net profit Ratio	0.06	0.27
	(j) Return on Capital employed	0.12	0.12
	(k) Return on investment	0.09	0.09

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rs in Lac)

Note	Particulars	For the Year ended 31 March, 2023	For the year ended 31 March, 2022
24.35	Earnings per share		
	Basic		
	Continuing operations		
	Net profit / (loss) for the year from continuing operations	259.58	226.54
	Less: Preference dividend and tax thereon	-	-
	Net profit / (loss) for the year from continuing operations attributable to the equity shareholders	259.58	226.54
	Weighted average number of equity shares	50.00	50.00
	Par value per share	10	10
	Earnings per share from continuing operations - Basic	5.19	4.53
24.36	Deferred tax (liability) / asset		
	Tax effect of items constituting deferred tax liability		
	On difference between book balance and tax balance of fixed assets	0.61	-
	Tax effect of items constituting deferred tax liability	0.61	-
	Tax effect of items constituting deferred tax assets		
	On difference between book balance and tax balance of fixed assets	-	0.04
	Provision for compensated absences, gratuity and other employee benefits	11.41	10.46
	Brought forward business losses	2.12	2.19
	Tax effect of items constituting deferred tax assets	13.53	12.69
	Net deferred tax (liability) / asset	12.92	12.69

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.

Notes forming part of the financial statements
Disclosures under Accounting Standards (contd.)

Note	Particulars	For the year ended 31 March, 2023					(Rs.In Lacs)	
		Business segments			Eliminations			
24.37	Segment information	A	B	C	D	E	Total	Total
		Securities Dealing and Broking	Merchant Banking Fee	Consultancy Fee	Registrar & Share Transfer agents	Demat / Depository		
	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.	877.95	3.50	5.17	57.41	28.33	972.36	972.36
	Inter-segment revenue	-	-	-	-	-	-	-
	Total	877.95	3.50	5.17	57.41	28.33	972.36	972.36
	Segment result							
	Unallocable expenses (net)	-	-	-	-	-	-	-
	Operating income	291.56	1.40	3.60	17.20	5.64	319.40	319.40
	Extra Ordinary item	-	-	-	-	-	-	-
	Profit before taxes	291.56	1.40	3.60	17.20	5.64	319.40	319.40
	Tax expense (Net)							59.82
	Net profit for the year							259.58

Notes forming part of the financial statements
Disclosures under Accounting Standards (contd.)

Note	For the year ended 31 March, 2023					(Rs.In Lacs)	
	Particulars	A Securities Dealing and Broking	B Merchant Banking Fee	C Consultancy Fee	D Registrar & Share Transfer agents	E Demat / Depository	Total
	Segment assets	3876.37	1.35	-	14.66	11.68	3904.06
	Unallocable assets	-	-	-	-	-	-
	Total assets (Common)	3876.37	1.35	-	14.66	11.68	3904.06
	Segment liabilities	1250.82	0.10	-	9.22	0.49	1260.63
	Unallocable liabilities	-	-	-	-	-	-
	Total liabilities (Common)	1250.82	0.10	-	9.22	0.49	1260.63
	Other information						
	Capital expenditure (allocable)		-	-	-	-	11.10
	Capital expenditure (unallocable)	-	-	-	-	-	-
	Depreciation and amortisation (allocable / Common)	-	-	-	-	-	-
	Depreciation and amortisation (unallocable)						7.54
	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	For the year ended 31 March, 2022							(Rs.In Lacs)
	Particulars	Business segments			Eliminations			
	A	B	C	D	E	Total		
	Securities Dealing and Broking	Merchant Banking Fee	Consultancy Fee	Registrar & Share Transfer agents	Demat / Depository			
	Revenue	746.74	3.80	2.02	57.08	18.78	828.42	
	Inter-segment revenue	-	-	-	-	-	-	
	Total	746.74	3.80	2.02	57.08	18.78	828.42	
	Segment result							
	Unallocable expenses (net)	-	-	-	-	-	-	
	Operating income	266.08	1.52	1.47	17.47	3.74	290.28	
	Extra Ordinary item	-	-	-	-	-	-	
	Profit before taxes	266.08	1.52	1.47	17.47	3.74	290.28	
	Tax expense (Net)	-	-	-	-	-	63.74	
	Net profit for the year	-	-	-	-	-	226.54	

Notes forming part of the financial statements
Disclosures under Accounting Standards (contd.)

Note	For the year ended 31 March, 2022							(Rs.In Lacs)
	Particulars	Business segments			Eliminations		Total	
	A	B	C	D	E			
	Securities Dealing and Broking	Merchant Banking Fee	Consultancy Fee	Registrar & Share Transfer agents	Demat / Depository			
	5010.50	1.85	-	16.50	13.01	-	5041.86	
Segment assets								
Unallocable assets	-	-	-	-	-	-	-	
Total assets (Common)	5010.50	1.85	-	16.50	13.01	-	5041.86	
Segment liabilities	2648.63	0.07	-	8.86	0.45	-	2658.01	
Unallocable liabilities	-	-	+	-	-	-	-	
Total liabilities (Common)	2648.63	0.07	-	8.86	0.45	-	2658.01	
Other information								
Capital expenditure (allocable)	5.60	-	-	-	-	-	5.74	
Capital expenditure (unallocable)	-	-	-	-	-	-	-	
Depreciation and amortisation (allocable / Common)								
Depreciation and amortisation (unallocable)	-	-	-	-	-	-	7.94	
Other significant non-cash expenses (allocable) (give details)								
Other significant non-cash expenses (unallocable)								

ANNEXURE I**DETAILS OF INVESTMENTS AS ON 31st MARCH, 2023**

(Rs in Lac)

NAME OF THE SCRIP	Nos in Lac	As At 31.03.2023 Cost Price Rs.	Market value as on 31.03.2023 Rs.	Nos in Lac	As At 31.03.2022 Cost Price Rs.	Market value as on 31.03.2022 Rs.
A. IN OTHER COMPANIES (QUOTED)						
EQUITY SHARES						
AMARA RAJA	0.00	0.00	0.00	0.01	6.81	6.70
ANDHRA PAPER LTD	0.05	19.61	18.62	0.04	9.43	11.88
ANDHRA PETRO	0.00	0.00	0.00	0.18	18.40	16.64
ANDHRA SUGAR	0.04	0.00	3.79	0.00	0.00	0.00
ASHOKA BUILDCON LTD	0.00	0.00	0.00	0.09	8.11	7.72
COROMANDEL INTL	0.00	0.00	0.00	0.01	9.65	9.59
DEEPAK FERT	0.00	0.00	0.00	0.01	5.65	5.62
FINCABLES	0.00	0.00	0.00	0.02	8.75	8.31
GRASIM INDUSTRIES LTD	0.00	0.00	0.00	0.01	7.97	8.32
GUJ ALKALI	0.00	0.00	0.00	0.01	7.20	8.96
ITC LTD	0.00	0.00	0.00	0.04	9.51	10.03
NAG CONS COM	0.00	0.00	0.00	0.10	6.14	5.86
NATCO PHARMA	0.01	5.52	5.64	0.01	8.04	7.57
NATIONAL MINERAL	0.00	0.00	0.00	0.08	11.26	12.19
NTPC	0.00	0.00	0.00	0.05	6.64	6.75
ONGC	0.00	0.00	0.00	0.05	8.50	8.20
PHIL CAR BLK	0.00	0.00	0.00	0.04	7.97	9.15
SHIP COR OF INDIA LTD	0.00	0.00	0.00	0.10	10.30	11.52
STEEL AUTHOR	0.00	0.00	0.00	0.10	9.79	9.86
SHARDA CROPChem LTD	0.01	5.74	6.11	0.00	0.00	0.00
TATA COFFEE	0.00	0.00	0.00	0.04	8.12	8.67
TIME TECHNO	0.00	0.00	0.00	0.13	8.99	7.99
TOTAL (A)	0.10	30.87	34.16	1.11	177.23	181.51

Vide our report of even dated

For Ram Kishore Jhavar & Associates
Chartered Accountants**CA Ram Kishore Jhavar,**
Proprietor
M. No. 027970 & Firm No. 003016S
UDIN: 23027970BGWZXB1293Place: Hyderabad
Date: 25.04.2023**For and on behalf of the Board of
CIL Securities Limited****K K Maheshwari**
Managing Director
DIN: 00223241**A K Inani**
Director - Finance & CFO
DIN: 00223069**Purva Singh Thakur**
Company Secretary
Membership No.A70527

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