

To
DGM – Corporate Relations
BSE Ltd., Phiroze Jeejeebhoy Towers
Dalal Street Mumbai – 400 051

Scrip Code: 538868, Scrip ID: CSL

Dear Sirs/Madam,

Subject: Notice of 35th Annual general meeting along with Integrated Annual Report for FY 2024-25.

Reference: Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

The 35th Annual General Meeting ('AGM') of the Company will be held on Monday, September 22, 2025 at 02.00 PM. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

Pursuant to Regulation 34(1) of SEBI Listing Regulations, please find enclosed the Integrated Annual Report along with the Notice of the 35th AGM and other Statutory Reports of Continental Securities Limited ('the Company') for FY 2024-25.

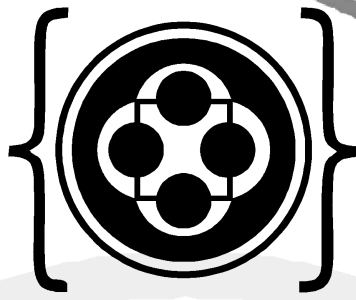
The same is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/its Registrar and Transfer Agent (RTA)/Depository Participants (DPs). Further, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a letter to those shareholders whose e-mail addresses are not registered with Company/RTA/DPs providing the weblink from where the Integrated Annual Report can be accessed on the Company's website.

The Integrated Annual Report for FY 2024-25 is also available on the Company's website and can be accessed at www.continentalsecuritiesltd.com.

This is for your information and records.

For Continental Securities Limited

Pravita Khandelwal
Company Secretary and compliance officer
Date: 29-08-2025



CONTINENTAL SECURITIES LIMITED

35th

Annual Report

2024-25

Registered Office: 301, Metro Plaza, Gopalbari, Jaipur-302001
CIN NO.: L67120RJ1990PLC005371



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CORPORATE SNAPSHOT

Continental securities limited ("CSL") is a non-banking finance company ("NBFC") listed at Bombay stock exchange ("BSE"). We are engaged in the business of gold loan, loans against property and Business loans. We aim to serve our customers to enrich their lives and further to creates value for our stakeholders.

We are listed in Bombay stock exchange (BSE), a Non-Banking Finance company licensed by Reserve Bank of India (RBI) and AMFI registered Mutual Fund Distributor.

We believe finance should be supportive and rooted in trust. We've dedicated ourselves to being more than just a financial service provider—we aim to be a reliable partner in your journey toward growth and financial well-being. Over three decades later, that mission still guides everything we do.

VISION

To attain business growth with integrity and transparency based on mutual trust and ensuring complete client protection. We believe in providing innovative, affordable & customer-oriented services through our efficient products & robust processes.

MISSION

To build wealth for our investor by offering them best financial services ad honoring commitments with ethical and transparent business practices. We aim to be a leading financial service provider, admired for satisfactory customer services and respected for our ethics, values & corporate governance.

Dear Shareholders of Continental Securities Limited,

It gives me immense pleasure to share with you an update on performance of your Company for the FY 2024-25 and I welcome you all for the 35th Annual General meeting.

I would like to extend my heartfelt gratitude to our dedicated employees, whose hard work and unwavering commitment have been instrumental in our success. I also express my appreciation to our esteemed shareholders for their continued trust and support. It reinforces in my mind the continued pleasure in serving as the Managing Director of this company.

Sd/-
Rajesh Khuteta
Managing Director

**CORPORATE INFORMATION**

CONTINENTAL SECURITIES LIMITED
CIN: L67120RJ1990PLC005371

BOARD OF DIRECTORS

| Name | Designation |
|--------------------------|----------------------|
| Rajesh Khuteta | Managing Director |
| Mahima Khuteta | Director |
| Annu Sharma Khandelwal | Independent Director |
| Anant Sharma | Independent Director |
| Govind Sharan Khandelwal | Independent Director |

Company Secretary & Compliance Officer
Mrs. Pravita Khandelwal

Chief Financial Officer
Mr. Hemant Gupta

STATUTORY AUDITORS

R.P. Khandelwal & Associates
103, 1st Floor Navjeevan Complex
Station Road, Jaipur.
Phone No. 0141-2369157
E-mail: rpk1956@rediffmail.com

SECRETARIAL AUDITORS

Mahendra Khandelwal & Company
202, PrismTower, Lalkothi, Behind Nehru
Palace, Jaipur.
Contact: 9461811652
E-mail: mahendra927@gmail.com

INTERNAL AUDITORS

M/s Ajay Khandelwal & Associates
S-5-6, IIFloor, Tradecentre, 11-12,
Sahkar Marg, Behind Lotus Dairy Lalkothi, Jaipur.
Email-ajaykhandelwalca@gmail.com
Ph-0141-4043499, Mob. 9414962034

BANKERS

Bank of Baroda
State Bank of India
HDFC Bank

REGISTRAR & SHARE TRANSFER AGENT

Beetal Financial & Computer Services Pvt. Ltd.
Address: Beetal House 3rd Floor, 99, Madangir,
Near Dada Harsukh Das Mandir, New Delhi-11062
Email: beetalrta@gmail.com, beetal@rediffmail.com

**COMMITTEES OF THE BOARD: -****Audit Committee**

Mrs. Annu Sharma Khandelwal – Chairman
Mr. Govind Sharan Khandelwal – Member
Mr. Anant Sharma – Member

Stakeholders Relationship Committee

Mrs. Annu Sharma Khandelwal – Chairman
Mr. Govind Sharan Khandelwal – Member
Mr. Anant Sharma – Member

Nomination & Remuneration Committee

Mrs. Annu Sharma Khandelwal – Chairman
Mr. Govind Sharan Khandelwal – Member
Mr. Anant Sharma – Member

Risk management committee

Mrs. Annu Sharma Khandelwal – Chairman
Mr. Govind Sharan Khandelwal – Member
Mr. Anant Sharma – Member

REGISTERED AND CORPORATE OFFICE

301, Metro Plaza, Gopal Bari, Jaipur, Rajasthan-302001
Website: www.continentalsecuritiesltd.com
E-mail: continentalsecuritieslimited@gmail.com
Tel.: 0141-2943037

BRANCHES LOCATIONS:

- **CSL GOLD LOAN**
Near axis bank ATM, GANDHI PATH WEST,
LALARPURA Road-302021
Contact Details- 8306660997
E-mail – cslgoldloan@gmail.com
- **CSL GOLD LOAN**
D -10 Sagar Complex , Swej Farm Road,
Near Siddhawar Hanuman Temple ,
Nandpuri Road , Ram Nagar, Near Sodala, Jaipur – 302019
Contact Details- 9468671121, 8306660997
E-mail – cslgoldloan@gmail.com
- **CSL GOLD LOAN**
D – 4 Tagore Nagar, 200 Ft By- Pass ,
Ajmer Road, Jaipur – 302021
Contact Details- 9468671121, 8306660997
E-mail – cslgoldloan@gmail.com
- **CSL GOLD LOAN**
175/51 sector 17, near rawat public school,
Pratap nagar, sanganer, Jaipur – 302021
Contact Details- 9468671121, 8306660997
E-mail – cslgoldloan@gmail.com

**PROFILE OF BOARD OF DIRECTOR'S****Rajesh Khuteta (Managing Director)****DIN No.- 00167672**

Mr. Rajesh Khuteta is the Managing Director of Continental Securities Limited, he has been associated with CSL since its incorporation in 1990. He holds Bachelor Degree of Science from Rajasthan University. He holds over 35 years of experience in capital and securities markets, further he has a vast experience in NBFC and finance sectors of the economy.

Mahima Khuteta (Director)**DIN No.- 08245957**

Ms. Mahima Khuteta is a Chartered Accountant by qualification having 5 years of experience in finance and investment sector. She has a deep knowledge pertaining to the investment industry of India and NBFCs which has added to the growth of the company.

Annu Sharma Khandelwal (Non-Executive Independent Director)**DIN No.- 07562588**

Mrs. Annu Sharma Khandelwal is a Company Secretary by qualification and having expertise in various areas of Legal accounting, finance management, and compliance.

Anant Sharma (Non-Executive Independent Director)**DIN No.- 09275194**

Mr. Anant Sharma is having knowledge of Capital and securities market, and compliances.

Mr. Govind Sharan Khandelwal (Non-Executive Independent Director)**DIN No.- 09519474**

Mr. Govind Sharan Khandelwal is expertise in various areas of Legal accounting, finance management, and compliance.

PROFILE OF KMPs**Hemant Gupta (Chief financial Officer)**

Hemant Gupta is Chief Financial Officer of the Continental Securities Limited & holds office for last 10 years. He holds a Master Degree of Commerce from Rajasthan University. He has wide knowledge in finance sector.

Pravita Khandelwal (Company Secretary and Compliance Officer)

Pravita Khandelwal is Company Secretary holding a membership of ICSI & compliance officer for last 7 years of Continental Securities Limited. She holds a Master Degree of Economics from University of Rajasthan. She has been done bachelor Degree of Law from Bhagwan Mahaveer Law College & research center. She has a deep knowledge of company Law, SEBI (Listing obligation and disclosure requirements) regulations, 2015, and Non - Banking Financial Companies.



MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report have been prepared in compliance with the requirements of Listing Agreements and contain expectations and projections about the strategy for growth. Certain statements in the Management Discussion and Analysis Report are forward looking statements which involve a number of risks and uncertainties that could differ from actual results performance or achievements which such forward looking statements on the basis of any subsequent developments, information or events for which the Company do not bear any responsibility.

Outlook

The outlook of the Company remains positive. Continental Securities Limited is cautiously optimistic about its prospects in the coming years. The Company aims at providing quality Services to the customers and to provide them with greater satisfaction. For last couple of years, the company has taken a number of initiatives to enable the company to compete better in this profound competitive regime.

Business Operations

Your Company is registered as a Non-Banking Finance Company ("NBFC") to carry out the finance activities in India. In order to build a high-quality loan book, your Company endeavors to adopt robust monitoring and recovery mechanism. Your Company is always committed towards improving efficiency in all its processes and service levels for its customers. Further, the company has acquired AMFI license for Mutual fund Distribution.

Revenue and net profits

1. The Company has recorded revenue of Rs. 274.86 Lakhs for the financial year ended 31st March 2025 which is 73.88% growth in revenue when compared to the previous year's revenue of Rs. 158.07 Lakhs.
2. Net profit for the period stood at Rs.132.86 Lakhs against Rs. 76.38 Lakhs during the previous FY.
3. Earnings per share for the F.Y 2024-25 stood at Rs. 0.51 as against Rs.0.31 recorded during the previous financial year.

Industry Structure and Developments

NBFCs (Non-Banking Financial Companies) have been playing a complementary role to the other financial institutions including Banks, the funding needs of the economy. They have fill the gaps in the availability of financial services that occur in the un- banked segments of the society and under-served areas. NBFCs have been at the fore front of fulfillment to the financial needs and creating livelihood sources in rural and semi urban areas. Thus NBFCs have all the characteristics to enable the government and regulator to achieve the mission of financial inclusion in the given time.

NBFCs segment has continuously growth in the last few years and now being recognized as complimentary to the banking sector due to implementation of innovative market strategies customer oriented services, and simplified procedures.

Opportunities and threats

The company mainly focus to providing financial services to rural and semi-urban areas. The opportunities of the Company further depends on introduction of fresh funds. Being a NBFC company, company is facing inflationary pressure, Economic Cycle, Regulatory risk, etc. The competition in the NBFC division is intensifying on account of rising number of players. Also, rising stringent restrictions by the RBI on the NBFCs are restricting their borrowing abilities. However, as a matter of deliberate policy, the Reserve Bank has been discouraging NBFCs from engaging in public deposit mobilization activities.

**Segment-wise or product-wise performance**

The Company is operating in multi segments i.e. providing loans to the small retail borrowers. There is a slight growth in the business of the Company. The Company is making due efforts to introduce new finance to enlarge its business.

The company is actively engaged in the Gold Loan business segment.

In the financial year 2024-25, the company expanded its operations by entering the Mutual Fund distribution business and successfully obtained an AMFI Registration Number (ARN).

Internal control system

An external agency is auditing the Company's internal controls. This results in an unbiased and independent examination of the adequacy and effectiveness of the internal control systems in achieving the Company's goal of optimal operation. The activities are safeguarding and protecting the Company's assets from unauthorized use or disposition, keeping proper accounting records, and verifying the authenticity of all transactions.

The independent Audit Committee and the Board of Directors regularly review the Company's performance to ensure that it is by overall corporate policy and in line with predetermined objectives.

Human Resource Management

Strategic human resource (HR) management is the foundation of a strong business. At Continental Securities Limited, a young dynamic team of promising and talented employees, work relentlessly to pursue CSL's business plans. With high focus on the values of Innovation, Initiative Passion and Humility, the HR of the Company is aligned towards hiring, developing and retaining highly proficient talent and works to provide an inclusive environment that is welcoming to all diversities. The HR department continuously benchmarks best practices across the industry -in the areas of Talent Management, Learning & Development, Performance Management System and Employee Care.

Cautionary Statement

The Management Discussion and Analysis statements describing Continental Securities Limited objectives, projections, estimates, and expectations may be "forward-looking statements" within applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand-supply and price conditions in the domestic and overseas markets. It operates changes in the government regulations, tax laws, and other statutes & other incidental factors.

Date- 29-08-2025

Place- Jaipur

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

Sd/-

Rajesh Khuteta
Managing Director
DIN No. :-00167672

Sd/-

Mahima Khuteta
Director
DIN no. 08245957

Regd. Office: Flat 301, Metro Plaza,
Gopal Bari, Jaipur, Rajasthan 302001
CIN: L67120RJ1990PLC005371
E-mail: continentalsecuritieslimited@gmail.com
Tel.-0141-2943037, website- www.continentalsecuritiesltd.com



DIRECTOR'S REPORT

Dear Members,

Your directors have pleasure in presenting the 35th Annual Report of your Company along with the Audited Financial Statement for the year ended March 31, 2025.

1. SUMMARY OF FINANCIAL RESULTS:

Following is the analysis of the standalone financial statements of the Company during the year under review:

(Rupees in Lacs)

| Particulars | For the financial year ended 31st March, 2025 (Rs.) | For the financial year ended 31st March, 2024 (Rs.) |
|---|--|--|
| Revenue from Operation including other income | 284.08 | 158.55 |
| Expenses excluding Depreciation | 97.28 | 50.82 |
| Depreciation and Amortization | 5.58 | 3.44 |
| Profit (Loss) Before Tax | 181.22 | 104.29 |
| Extraordinary items | - | - |
| Current Tax | 48.49 | 27.86 |
| Deferred Tax Adjustment | (0.12) | 0.05 |
| Profit (loss) After Tax | 132.86 | 76.38 |
| Dividend proposed | 14.63 | - |
| Net fixed assets | 37.24 | 9.63 |
| Share capital | 525.06 | 489.06 |
| Reserve & Surplus Profit/(Loss) | 1205.53 | 685.00 |

2. Operations

Your Company is registered as a Non-Banking Finance Company ("NBFC") to carry out the finance activities in India. In order to build a high-quality loan book, your company endeavors to adopt robust monitoring and recovery mechanism. Your company is always committed towards improving efficiency in all its processes and service levels for its customers.

3. Transfer to Reserves

Under Section 45-IC (1) of Reserve Bank of India ("RBI") Act, 1934, non-banking financial companies ("NBFCs") are required to transfer a sum not less than 20% of its net profit every year to reserve fund before declaration of any dividend. Accordingly, your Company has transferred a sum of Rs. 26.57 lakhs to Statutory Reserve.

4. Dividend

The Board of Directors are pleased to recommend a dividend of Rs. 0.05 per share (2.50%) subject to tax, for the financial year ended March 31, 2025, on 2,92,53,000 equity shares of Rs. 2 each fully paid-up.

The said dividend on equity shares is subject to the approval of the Members at the ensuing Annual General Meeting ("AGM") scheduled to be held on September 22, 2025. If approved, this will involve an outflow of Rs. 14,62,650.

According to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. April 01, 2020, and the Company is required to deduct tax at source from the dividend paid to the Members at prescribed rates as per the Income Tax Act, 1961.



The Company's Dividend Distribution Policy, as adopted in line with Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations" or "SEBI Listing Regulations") is available on the website of the Company at the link: www.continentalsecuritiesltd.com.

5. Change in the nature of business (If any)

There has been change in the line or nature of business that the Company is operating in during the year under review in financial year 2024-2025. The company is actively engaged in the financing segment. Further, in the financial year 2024-25 the company has expanded its operations by entering the Mutual Fund distribution business and successfully obtained an AMFI Registration Number (ARN).

6. Information about subsidiary/ associate company:

During the year under review, the Company does not have any Subsidiaries, Joint Venture or Associate Companies.

7. Settlement with bank or financial institution:

There was an instance of one-time settlement with South Indian Bank.

8. Indian accounting standards:

The annexed financial statements for the Financial Year 2024-25 and corresponding figures for 2023-24 comply in all material aspects with the Indian Accounting Standards notified under section 133 of the Companies Act, 2013 (the Act), the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act as modified from time to time.

9. Material changes and commitments/ details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:

As on the date of this report, there are no material changes and commitments affecting the financial position of the company have occurred. No significant or material orders have been passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and/or the Company's operations in future.

10. Disclosure on secretarial standards by directors:

The company complies with all applicable Standards. The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings, General Meetings and Dividend.

11. Directors' responsibility statement:

Pursuant to clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013 with respect to Directors' Responsibility Statement it is confirmed that-

1. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. Such accounting policies have been selected and applied consistently and judgments and estimates have been made 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 loss of the company for that period;
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
4. The annual accounts have been prepared on a going concern basis.



5. That internal financial control were laid down to be followed and that such internal financial controls were adequate and were operating effectively.
6. That proper system was devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

12. Share capital/ capital structure:

Authorized Capital

The company has Authorised capital of the company 10,00,00,000 divided into 5,00,00,000 shares having a face value 2/- Rs. each during the year.

Issued, Subscribed & Paid-up Capital

The Company has Issued, Subscribed & Paid-up Capital of Rs. 5,25,06,000 divided into 2,62,53,000 Equity shares having a Face value of Rs. 2/- each. The company has only one class of equity shares.

During the financial year 2024-25, the company issued 5,500,000 Convertible Warrants at a price of Rs. 21 per warrant each, having a face value of Rs. 2 each and a premium of Rs. 19 each, which are convertible into Equity Shares of the company.

Subsequently, on 31st May 2025, the Company converted and allotted 30,00,000 warrants into equity shares to both promoters and non-promoters on a preferential basis. As a result, the Issued, Subscribed, and Paid-up Capital of the Company stands at ₹5,85,06,000, divided into 2,92,53,000 equity shares of ₹2/- each.

Additionally, the company has not issued any Sweat Equity Shares or Employee Stock Options."

13. Listing of shares

Shares of company are listed on Bombay Stock Exchange and its scrip code is 538868 and ISIN No. **INE183Q01020**.

14. Compliance with secretarial standards on board and annual general meetings

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and Annual General Meetings.

15. Corporate insolvency resolution process initiated under the insolvency and bankruptcy code, 2016 (IBC).

There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the period under review.

16. Audit and auditors

Statutory Auditors and Auditors' Report

M/s R.P. Khandelwal & Associates, Chartered Accountants (Firm Registration No. 001795C) were Appointed Statutory Auditors of the company at 32nd Annual General Meeting for a period of five years i.e. till the conclusion of the 37th Annual General Meeting of the company. The Members are requested to note that the MCA vide notification dated May 7, 2018, inter- alia, notified an amendment to Section 139 (1) of the Act where by the requirement of placing appointment of the statutory auditors for ratification by the Members of the Company at every AGM has been omitted. The Remuneration of the said Auditors is proposed to be fixed by the Board on the recommendation of Audit Committee. The said Auditor will be paid out of pocket expenses in connection with the audit.

The Statutory Auditors have not made any adverse comments or given any qualification, reservation or adverse remarks or disclaimer in their Audit Report on the Financial Statements for Financial Year 2024-25 and the Report is self-explanatory. Further, the Statutory Auditors have not reported any fraud in terms of Section 143 (12) of the Act.

The Statutory Auditors holds a valid peer review certificate as prescribed under Listing Regulations.

**Secretarial Auditors and Secretarial Audit Report**

M/s Mahendra Khandelwal & Co., Practicing Company Secretaries (Firm Registration No. S2001RJ047800 / Peer Review Certificate No.1937/2022) were appointed as the Secretarial Auditor for conducting the Secretarial Audit of the Company for the Financial Year 2024-25 in accordance with the provisions of Section 204 of the Act read with the Rules framed thereunder. Pursuant to the provisions of Section 204 (1) of the Act, the Secretarial Audit Report for the Financial Year 2024-25 issued by Mahendra Khandelwal & Co, Practicing Company Secretaries is annexed to this report as **Annexure- II**. The report does not contain any qualification, reservation or adverse remark.

Pursuant to amended Regulation 24A of the Listing Regulations, shareholders' approval is required for appointment of Secretarial Auditors. Further, such Secretarial Auditor must be a peer reviewed Company Secretary from Institute of Company Secretaries of India (ICSI) and should not be disqualified to act as a Secretarial Auditor and cannot render prohibited services in accordance with the Listing Regulations and as specified by ICSI.

Accordingly, pursuant to Regulation 24A of the Listing Regulations and Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors of the Company in their respective meetings held on May 26, 2025 approved and recommended to the Members of the Company, the passing of necessary resolution at the ensuing 35th AGM of the Company for the appointment of M/s. Mahendra Khandelwal & Co , Practicing Company Secretaries (Firm Registration No. S2001RJ047800 / Peer Review Certificate No.1937/2022) ("Firm") as Secretarial Auditor of the Company from the conclusion of 35th Annual General Meeting till the conclusion of 40th Annual General Meeting of the Company to conduct Secretarial Audit for a term of five consecutive financial years ending March 31, 2026, March 31, 2027, March 31, 2028, March 31, 2029 and March 31, 2030.

M/s. Mahendra Khandelwal & Co have informed the Company that they are eligible to be appointed as Secretarial Auditor of the Company and confirmed that their appointment if made, would be within the limit specified by ICSI. They have further confirmed that they did not incur any of the disqualifications as specified under Regulation 24A of the Listing Regulations.

Approval of the Members at the ensuing 35th AGM of the Company is also being sought for fixation of remuneration of Secretarial Auditor of the Company for the FY 2025-30

Secretarial Audit Report as issued by Mahendra Khandelwal & Co., Companies secretaries in practices, in respect of the secretarial audit of the company in form MR-3 for the financial year ended on 31st March 2025, is given in **Annexure II** to this Report.

Internal audit & internal financial control and its adequacy

The Audit Committee and Board of Directors have approved Internal Control frame work for the internal financial control to be followed by the Company and such policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, safe guarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information and disclosures.

The Audit Committee periodically reviews and evaluates the effectiveness of internal financial control system. Pursuant to section 138 of company Act, 2013 read with companies (Audit and Auditors) Rules, 2014, every listed company is required to appoint an internal Auditor or a firm of internal Auditors to carry out internal Audit of the company.

M/s Ajay Khandelwal & Associates were appointed internal Auditor of the Company for the financial year ended 31st March, 2025 under the provisions of Companies Act, 2013.

The Board has re-appointed M/S Ajay Khandelwal & Associate, Chartered Accountants, Jaipur (Firm Reg. No.012738C) as the internal Auditor of the company for the financial year 2025-26.

The internal Audit Report is received yearly by the company and the same is reviewed and taken on record by the Audit Committee and Board of Directors. The Yearly Internal Audit Report as received for the FY 2024-25 is free from any Qualification.



17. Directors /key managerial personnel/Senior management personnel:

Independent Directors and their Declaration of Independence

The Board of the Company as on March 31, 2025 consisted of 5 directors out of which 3 are non-executive independent directors.

All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (1) (b) and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of the Directors have any pecuniary relationship or transactions with the Company.

Composition of Board of Director as on 31st March 2025 and changes during the year

The Board of the Company as on March 31, 2025 consists of 5 directors out of which 3 are independent directors, One is managing director and other is whole time director.

Re-Appointment of Directors Retiring by Rotation:

Pursuant to the provisions of Section 152 of the Act, Ms. Mahima Khuteta (DIN:08245957), Director of the Company, who retired and being eligible, were re-appointed with the approval of Members.

During the year under review,

1. Mr. Aayush Akar (DIN: 02204396) resigned from the designation of Non-Executive Independent Director of the company w.e.f. 05-12-2024 due to pre occupation.
2. Mr. Madan Lal Khandelwal (DIN: 00414717) resigned from the designation of Non-Executive Director & Chairman of the company w.e.f. 19-02-2025 due to preoccupation.
3. Mr. Anant Sharma (DIN: 09275194), and Mr. Govind Sharan Khandelwal (09519474) were appointed as Non-Executive Independent Director of the company w.e.f. 05-12-2024.
4. Ms. Mahima Khuteta (DIN: 08245957) were appointed as Director of the company w.e.f. 05-12-2024 for a period of five years.

Composition of Key Managerial Personnel /Senior management personnel other than Board of Directors):

No changes in KMPs during the year. Pursuant to the provisions of section 203 of the Companies Act, 2013 read with the rules made there under, the following are the key managerial personnel of the company:

1. Mr. Hemant Gupta, (Chief Financial Officer)
2. Mrs. Pravita Khandelwal, (Company Secretary and compliance officer)
3. And Ms. Mahima Khuteta (DIN: 08245957) was appointed as Chief Operating Officer (COO) of the company w.e.f. 19-07-2024.

18. Committee details

The Boards of Directors of the Company has constituted various Committees in Compliances with the Provision of the Companies and SEBI listing Regulations, such as Audit Committee, Nomination and Remuneration Committee, Stake holder Relationship Committee. All Decision pertaining to the constitution of the Committees, appointment of members and fixing of the terms of reference/role of the committees are taken by the Board of Directors.

Audit Committee

The Audit Committee comprises of Independent Directors namely Mrs. Annu Sharma Khandelwal (DIN: 07562588) (Chairman of committee), Mr. Anant Sharma (DIN: 09275194) and Mr. Govind Sharan Khandelwal (09519474) as other Members

All the recommendations made by the Audit Committee were accepted by the Board.

Nomination and Remuneration Committee

The Nomination and Remuneration comprises of Independent Directors namely Mrs. Annu Sharma Khandelwal (DIN: 07562588) (Chairman of committee), Mr. Anant Sharma (DIN:09275194) and Mr. Govind Sharan Khandelwal (DIN: 09519474) as other Members.



All the recommendations made by the Nomination and Remuneration Committee were accepted by the Board.

Stakeholders' Relationship Committee

Stake holders Relationship Committee comprises of Independent Directors namely Mrs. Annu Sharma Khandelwal (DIN: 07562588) (Chairman of committee), Mr. Anant Sharma (DIN:09275194) and Mr. Govind Sharan Khandelwal (09519474) as other Members.

The Committee administers transfer and transmission of shares, non-receipt of annual report, non-receipt of declared dividends/interests, Issue of duplicate certificates, change of status of members, change of name, transposition, sub-division of share certificates, consolidation of shares, dematerialization/ of shares and resolves the grievances of various security holders of the Company.

Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholder of the Company.

Committee meets time to time as per its requirements. The Committee facilitates prompt and effective redressal of stake holder/investors complaints-

"Number of complaints received- NIL

"Number of complaints solved to the satisfaction of share holders-NIL

"Number of pending share transfers- NIL

As at 31st March, 2025. No shares were pending for transfer.

19. Risk management frame work

Company has implemented an integrated risk management approach through which it reviews and assesses significant risk on a regular basis to ensure that there is a robust system of risk controls and mitigation. Management periodically reviews the risk management. The management however, of the view that no risk element is identified which in opinion of the board may threaten the existence of the company.

Company considers that risk is an integral part of its business and therefore, it takes proper steps to manage all risks in a proactive and efficient manner. The Board has formed a Risk Management Committee to identify the risks impacting the business, formulate strategies/policies aimed at risk mitigation as part of risk management. The Risk Management Committee of the Company monitors and reviews the risk management plan of the Company, in accordance with the Risk Management Policy of the Company.

20. Vigil mechanism/ whistle blower policy

In Accordance of Section 177 of the Companies act, 2013, and in terms of the Listing Regulations with the Stock Exchange the Company has constituted a Whistle Blower policy/ Vigil Mechanism to establish a vigil mechanism for the Directors and employees to report genuine concerns in such manner as may be prescribed and to report to the management instances of unethical behavior, actual or suspected fraud or violation of company's code of conduct. There is no case received disposed during the year.

21. Meetings

During the financial year 2024-25, following meetings were convened:

Board Meetings:

Minimum four Board meetings are held annually. Additional Board Meeting are convened by giving appropriate notice to address the company's specific needs. In case of business exigencies or urgency of matters, Resolutions are passed by circulation.

During the Financial Year 2024-25, 13 (thirteen) Board Meetings were convened and held. The Board met thirteen times during the year 2024-25 viz.



All Directors were present in all the Board Meetings convened by the company.

| Meeting No. | Date of Board Meeting | Board's strength | No. of Directors present |
|-------------|-----------------------|------------------|--------------------------|
| 1 | April 20, 2024 | 4 | 4 |
| 2 | April 23, 2024 | 4 | 4 |
| 3 | May 17, 2024 | 4 | 4 |
| 4 | July 19, 2024 | 4 | 4 |
| 5 | August 24, 2024 | 4 | 4 |
| 6 | October 17, 2024 | 4 | 4 |
| 7 | December 05, 2024 | 6 | 6 |
| 8 | December 11, 2024 | 6 | 6 |
| 9 | January 31, 2025 | 6 | 6 |
| 10 | February 04, 2025 | 6 | 6 |
| 11 | February 08, 2025 | 6 | 6 |
| 12 | February 19, 2025 | 5 | 5 |
| 13 | February 28, 2025 | 5 | 5 |

The intervening gap between the Board Meetings was with in the period prescribed under the Act and SEBI LODR Regulations.

Audit Committee Meetings:

During the financial year 2024-25, 04 (Four) Committee meeting were held, All the members were present in all Audit Committee Meetings convened by the company.

| Meeting No. | Date of Audit committee Meeting | Members' strength | No. of Members present |
|-------------|---------------------------------|-------------------|------------------------|
| 1 | May 17, 2024 | 3 | 3 |
| 2 | July 19, 2024 | 3 | 3 |
| 3 | October 17, 2024 | 3 | 3 |
| 4 | February 08, 2025 | 3 | 3 |

Nomination & Remuneration Committee Meetings:

During the financial year 2024-25, 02 (Two) Committee meeting were held. All the members were present in all Nomination & Remuneration Committee Meetings convened by the company.

1. Meeting no. 01/2024-25 held on July 19, 2024;
2. Meeting no. 02/2024-25 held on December 05, 2024.

Independent Director's Meeting:

During the year under reference one meeting of independent directors was held in compliance with the requirement of Schedule IV of the Companies Act, 2013. At the said meeting Appointment and Resignation of Independent Directors, performance of non-independent Directors, Board as a whole and Chairman of the Company was reviewed.



The Institute of corporate affairs data bank for independent director in accordance with the provision of section 150 of the companies act 2013. During the financial year 2024-25, 01 (One) Committee meeting were held, all the members were present in all Independent Director's Meeting convened by the company.

1. Meeting no. 01/2024-25 held on December 05, 2024.

Stakeholder Relationship Committee Meeting:

During the financial year 2024-25, 01 (One) Committee meeting was held, all the members were present in all Stakeholder Relationship Committee Meeting convened by the company.

- Meeting no. 01/2024-25 held on August 24, 2024.

Members Meetings:

During the financial year 2024-25, 02 (Two) meeting was held, One is Extra-ordinary General Meeting, and another is Annual General meeting.

1. Meeting no. 01/2024-25 held on September 18, 2024. (AGM)
2. Meeting no. 01/2024-25 held on January 07, 2025; (EGM)

22. Performance evaluation of the board, committees and individual directors

The Evaluation/assessment of Directors (Board as a whole), KMPs, and Independent Directors, Senior Officials, Committees of the company is conducted on an annual basis to satisfy the requirements of the companies Act 2013 and SEBI (LODR) LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS, Regulation, 2015.

Evaluations Parameters:

- Assess & Robust implement policies and structures, procedures.
- Development of suitable strategies and business plans at appropriate time and its effectiveness.
- Communication of expectations & concerns clearly with subordinates.
- Exercise of objective independent judgment in the best interest of the company.
- Over sight off financial reporting process, including internal controls.
- Discharge of functions and duties as per the terms of reference.
- Review management's succession plan & effective meetings.
- Clearly defining roles & monitoring activities of committees.
- Review of corporations and ethical conduct.
- Obtain adequate, relevant & Timely information from external sources.

23. Disclosure under the sexual harassment of women at workplace (prevention, prohibition and redressal) act, 2013

The Company has in place an appropriate Policy on Prevention of Sexual Harassment of Women at Workplace in accordance with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, to prevent sexual harassment of its employees. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

24. Nomination and remuneration policy

The Nomination & Remuneration Committee of the Board of Directors is responsible for recommending the appointment of the Directors and senior management to the Board of Directors of the Company. The Company has in place a Nomination and Remuneration Policy containing the criteria for determining qualifications, positive attributes and independence of a director and policy relating to the remuneration for the Directors, Key



Managerial Personnel and senior management personnel of the Company. The committee also postulates the methodology for effective evaluation of the performance of Individual Directors, committees of the Board and the Board as a whole which should be carried out by the Board, committee or by an independent external agency and review its implementation and compliance. The Nomination and Remuneration Policy is available on the Company's website at www.continentalsecuritiesltd.com.

25. Related party transactions

Related Party Transactions entered in to during the Financial Year were on arm's length and in the ordinary course of business. There were no materially significant related party transactions made by the Company with the persons /related party(s) as defined under Section 2(76) of the Companies Act, 2013 which may have a potential conflict with the interest of the Company at large. All Related Party Transactions were placed before the Audit Committee and the Board for approval. None of the Directors has any pecuniary relationship or transactions with the Company. The particulars of contracts or arrangements with related parties as required under Section 134 (3) (h) in prescribed Form AOC-2 are annexed here with as **Annexure III** to the Board's Report.

26. Management discussion and analysis

The financial year 2024-25 was a year of satisfactory performance by the Company. Highlights of Company's performance are covered in detail in the Management Discussion and Analysis Report (MDAR), Pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, is annexed herewith part to this Report.

27. Human Resources Management

We firmly believe that employee motivation, development and engagement are key aspect of good human resource management. We provide several forums and communication channels for our employees to not only share their point of view and feedback related to our business, but also share feedback self-development and career advancement. These forums have helped us to identify and implement a number of structural changes during the year under review.

28. Other disclosures and statutory information

Policies and code adopted by the Company

The Board of Directors has from time to time framed and approved policies as required by the SEBI LODR Regulations as well as under the Companies Act, 2013. These policies will be reviewed by the Board at periodic intervals. Some of the key policies that have been adopted are as follows:

A. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING IN COMPANY'S SECURITIES-

Your Company has formulated Code of Conduct for Prevention of Insider Trading in Company's Securities ("Code") in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended. The objective of this Code is to protect the interest of Shareholders at large and to prevent misuse of any price sensitive information and to prevent any insider trading activity by way of dealing in securities of the Company by its Designated Persons. Mrs. Pravita Khandelwal, Company Secretary and Compliance Officer of the Company is authorized to act as Compliance Officer under the Code. Further the Company has maintained a Structural Digital Database (SDD) pursuant to provisions of regulations 3 (5) and (6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

B. Code for Disclosure of Unpublished Price Sensitive Information.

C. Policy on Related Party Transactions.

D. Code of Conduct for Directors and Senior Management Personnel.

E. Whistle Blower Policy.

**29. Corporate social responsibility (CSR):**

As the Company does not fall under the class of companies as prescribed under Section 135 of Companies Act, 2013 and Rules made there under, therefore the provisions related to Corporate Social Responsibility is not applicable to the Company.

30. Particulars of REAs, guarantees or investments under section 186:

Pursuant to Section 186 (11) of the Companies Act, 2013, loans made, guarantees given or securities provided or acquisition of securities by a Non-Banking Finance company in the ordinary course of its business are exempted from disclosure in the Board's Report.

31. Annual return

Pursuant to the provisions of Section 134(3) and Section 92(3) of the Act, read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 the Annual Return as on March 31, 2025 is available on the website of the Company and can be accessed at <https://www.continentalsecuritiesltd.com/annual-report>.

32. Notices received/ penalty imposed- NIL**33. Failure to implement any corporate action-NIL****34. Certificate of non- disqualification of directors**

None of the Directors have any pecuniary relationship or transactions with the company and directors have confirmed that they are not disqualified from being appointed as Directors in terms of Section 164 of the Act and are not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Your Company has obtained a certificate from a Company Secretary in practice confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies and directors have confirmed by Securities Exchange Board of India ("SEBI")/Ministry of Corporate Affairs ("MCA") or any such statutory authority. The same forms part of this Annual Report.

35. Deposits

As a non-deposit taking (NBFC) Finance Company, your Company has not solicited, accepted or renewed any fixed deposits from the public, as defined in Chapter V of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014. Therefore, the disclosure in terms of RBI Master Directions is not required.

36. Outlook on NBFCs

India has been witnessing good growth in consumer leading in recent years and NBFC's have been growing this business much better than banks. NBFC's are here to stay and play an important role in economic growth and financial inclusion. As India's economy grows, the requirement for credit will rise more than proportionately. We need both banks and NBFCs to step up to the challenge and power the economy with free-flowing credit lines.

37. RBI guidelines

During the year, there were no frauds have been reported by the Company. The Company has continued to follow all applicable guidelines issued by the Reserve bank of India for NBFCs regarding Capital Adequacy, Asset Classification, and provisioning and income recognition on non-performing asset as applicable to category of NBFCs not accepting Public Deposits.

38. Deposits from directors

During the financial year 2024-25, Company has not borrowed any amount from its Directors.

39. Particulars of conservation of energy, technology absorption, foreign exchange earnings and out go-**Conservation of energy-**

1. The steps taken or impact on conservation of energy; The operations of Company are not energy intensive.



- The steps taken by the company for utilizing alternate sources of energy; The Company is exploring alternative source of energy, as and when the necessity arises
- The capital investment on energy conservation equipment: NIL

Technology absorption-

The efforts made towards technology absorption.

- The minimum technology required for the business has been absorbed
 - The benefits derived like product improvement, cost reduction, product development or import substitution: NIL
- In case of imported technology; Not applicable
 - The expenditure incurred on Research and Development : NIL

Foreign exchange earnings and out go-

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange out go during the year in terms of actual outflows.: NIL

40. Disclosures of Directors and Key Managerial Personnel on Remuneration

(Rs. In Lakhs)

| S. No | Name of Director/KMPs and its Designation | Remuneration (o r Sitting Fees) to the Director/KM P for the FY 2024-25 | Percentage Increase/ Decrease in remuneration in the FY 2024-25 |
|-------|---|---|---|
| 1. | Mr. Rajesh Khuteta (Managing Director) | 9.00 | 0.00 |
| 2. | Ms. Mahima Khuteta (Director w.e.f. 05.12.2024) | 3.00 | 0.00 |
| 3. | Mrs. Annu Sharma Khandelwal (Independent Director) | 0.04 | 0.00 |
| 4. | Mr. Anant Sharma (Independent Director w.e.f. 05.12.2024) | 0.02 | 0.00 |
| 5. | Mr. Govind Sharan Khandelwal (Independent Director w.e.f. 05.12.2024) | 0.04 | 0.00 |
| 6. | Mrs. Pravita Khandelwal (Company Secretary and compliance Officer) | 3.60 | 0.00 |
| 7. | Mr. Hemant Gupta(C.F. O) | 2.95 | 23.00% |
| 8. | Mr. Aayush Akar (Independent Director)(Resigned w.e.f. 05.12.2024) | 0.03 | 0.00 |
| 9. | Mr. M.L. Khandelwal (Chairman)Resigned w.e.f. 19.02.2025) | 0.04 | 0.00 |

41. Remuneration of non-executive / executive directors

- Details pertaining to remuneration as required under Section197 (12) of the companies act, 2013 read with Rule5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) 2014:
- Only sitting fee is paid to Non-executive Directors and non-executive Independent Directors.
- The number of employees on-roll of the company are four.
- The Median Remuneration of Employees (MRE) of the Company is Rupees 3,30,000 MRE of the year is increased by 13.40% compared to previous year.
- There is no variable component in remuneration of Directors of the Company.
- The ratio of the remuneration of the highest paid director to that of the employees who are not Directors but receive remuneration in excess of the highest paid director during the year-None.



It is here by affirmed that the remuneration paid is as per the remuneration policy of the company.

42. Maintenance of cost records

The Company is not required to maintain Cost Records as specified by the Central Government under Section 148 (1) of the Act.

43. Registrar and share transfer agent

During the year under review, Beetal Financial & Computer Services Pvt. Ltd. is the Registrar and Transfer Agent of the Company.

44. DOWNSTREAM INVESTMENT

The company neither have any foreign Direct Investment (FDI) nor invested as any Downstream Investment in any other company in India.

45. COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961

The Company has complied with the provisions of the Maternity Benefit Act, 1961, including all applicable amendments and rules framed thereunder. The Company is committed to ensuring a safe, inclusive, and supportive workplace for women employees. All eligible women employees are provided with maternity benefits as prescribed under the Maternity Benefit Act, 1961, including paid maternity leave, nursing breaks, and protection from dismissal during maternity leave. The Company also ensures that no discrimination is made in recruitment or service conditions on the grounds of maternity. Necessary internal systems and HR policies are in place to uphold the spirit and letter of the legislation.

46. GENDER-WISE COMPOSITION OF EMPLOYEES

In alignment with the principles of diversity, equity, and inclusion (DEI), the Company has adequate composition of its workforce as on the March 31, 2025.

This disclosure reinforces the Company's efforts to promote an inclusive workplace culture and equal opportunity for all individuals, regardless of gender.

47. Acknowledgements and appreciation

The Board of Directors extends their gratitude for the valuable guidance and support received from all stake holders of the Company, including the Reserve Bank of India, Ministry of Corporate Affairs, Securities and Exchange Board of India, Stock Exchanges i.e BSE, and other regulatory authorities. They also acknowledge the support of bankers, lenders, financial institutions, members, National Securities Depository Limited, Central Depository Services (India) Limited, and customers of the Company for their continued trust and support. Additionally, the Directors are thankful to the Senior Management team, Employees, KMPs of the Company, which contributed to the excellent performance of the Company during the Financial Year.

Date- 29-08-2025

Place- Jaipur

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

Sd/-

Rajesh Khuteta
Managing Director
DIN No. :-00167672

Sd/-

Mahima Khuteta
Director
DIN no. 08245957

Regd. Office: Flat 301, Metro Plaza,
Gopal Bari, Jaipur, Rajasthan 302001
CIN: L67120RJ1990PLC005371
E-mail: continentalsecuritieslimited@gmail.com
Tel.-0141-2943037, website- www.continentalsecuritiesltd.com

**DECLARATION TO COMPLIANCE OF CODE OF CONDUCT**

This is to certify that the company has laid down its code of conduct for Board of Directors and Senior Management Personnel of the company and copy of the same has been uploaded on the website of the Company www.continentalsecuritiesltd.com.

I hereby declare that all the Directors and Senior Managerial personnel have affirmed the compliance with the Code of Conduct and have given a confirmation thereto in this regard, in respect of financial year ended 31st March 2025.

For the purposes of this declaration, Senior Management Personnel means the Personnel who are members of the core management team, including persons in the cadre of functional heads and above but excluding Board of Directors as on March 31, 2025.

Date- 29-08-2025

Place- Jaipur

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

Sd/-

Rajesh Khuteta
Managing Director
DIN No. :-00167672

Sd/-

Mahima Khuteta
Director
DIN no. 08245957

Regd. Office: Flat 301, Metro Plaza,
Gopal Bari, Jaipur, Rajasthan 302001
CIN: L67120RJ1990PLC005371
E-mail: continentalsecuritieslimited@gmail.com
Tel.-0141-2943037, website- www.continentalsecuritiesltd.com



ANNEXURE -II
SECRETARIAL AUDIT REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31st March, 2025

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

To,

The Members,

CONTINENTAL SECURITIES LIMITED

Flat No. 301, Metro Plaza, Parivahan Marg,

Jaipur, Rajasthan- 302001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **CONTINENTAL SECURITIES LIMITED (here in after called as the Company) incorporated on 30th March, 1990 having CIN No. L67120RJ1990PLC005371 and registered office at Flat No. 301, Metro Plaza, Parivahan Marg, Jaipur, Rajasthan-302001.** Secretarial audit was conducted in the manner that provided us a reasonable basis for evaluating the corporate conduct/ statutory compliance and expressing our opinion thereon.

Based on our verification of the Company's books, papers, 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 31st March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minutes' books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under;
- II. The Securities Contract (Regulation) Act, 1956 and Rules made there under;
- III. The Depositories Act, 1996 and 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 Audit Process);
- V. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. ;
 - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - 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 for secretarial audit]
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [Not applicable as there was no reportable event during the financial year under review for secretarial audit]



- g. 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;
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; [Not applicable as there was no reportable event during the financial year under review for secretarial audit] and
 - i. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018; [Not applicable as there was no reportable event during the financial year under review for secretarial audit]
- VI. As identified by the management, following laws are specifically applicable to the Company:
- a. The Information Technology Act, 2000
 - b. The Trade Mark Act, 1999
 - c. The Indian Copyright Act, 2005
 - d. The Patents Act, 1970
 - e. The Trade Unions Act, 1926
 - f. The Employees' Provident Fund & Miscellaneous Provisions Act, 1952
 - g. The Employees' State Insurance Act, 1948
 - h. Equal Remuneration Act, 1976
 - i. The Export and Import policy of India
 - j. Any other applicable laws

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

- a) **Secretarial Standards issued by The Institute of Company Secretaries of India.**
- b) **SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

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

We further report that

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- b) 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.
- c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes

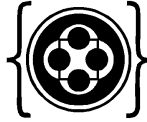
We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. Company has introduced compliance alert system for applicability of all applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has passed no special resolutions which are having major bearing on the Company's affairs in pursuant of the above referred laws, rules, regulations, guidelines, standards.

**For M/s Mahendra Khandelwal & Co.
Company Secretaries**

**Place: Jaipur
Date: 12/08/2025**

**Sd/-
Mahendra Prakash Khandelwal
(Proprietor)
Membership No.6266
C.P. No-4459
UDIN: F006266G000989644**



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

Annexure-A

To,

The Members,

CONTINENTAL SECURITIES LIMITED

Flat No. 301, Metro Plaza, Parivahan Marg,

Jaipur, Rajasthan- 302001

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

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

For M/s Mahendra Khandelwal & Co.

Company Secretaries

Place: Jaipur

Date: 12/08/2025

Sd/-

Mahendra Prakash Khandelwal

(Proprietor)

Membership No.6266

C.P. No-4459

UDIN:F006266G000989644

**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,

CONTINENTAL SECURITIES LIMITED

CIN: L67120RJ1990PLC005371

Flat No. 301, Metro Plaza, Parivahan Marg,

Jaipur, Rajasthan- 302001

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **CONTINENTAL SECURITIES LIMITED having CIN L67120RJ1990PLC005371** and having registered office at **Flat No. 301, Metro Plaza, Parivahan Marg, Jaipur, Rajasthan- 302001** (hereinafter referred to as 'the Company'), produced before us 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 our 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 us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 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.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on 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.

For M/s Mahendra Khandelwal & Co.

Company Secretaries

Place: Jaipur

Date: 12/08/2025

Sd/-

Mahendra Prakash Khandelwal

(Proprietor)

Membership No.6266

C.P. No-4459

UDIN:F006266G000989743

**ANNEXURE-III****FORM NO. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

Details of contracts or arrangements or transactions not at arm's length basis: There were no contracts or arrangement or transactions entered into during the financial year ended March 31, 2025, which were not at arm's length basis.

Details of material contracts or arrangements or transactions at arm's length basis. The below contracts or arrangements are not material and are at arm's length basis, however it is disclosed voluntarily:

| S. No. | Name(s) of Related Party and Nature of Relationship | Nature of contracts/ arrangements/ transactions | Duration of the contracts/ arrangements/ transactions | Salient terms of the contracts or arrangements or transactions including the value, if any: | Date(s) of approval by the Board, if any | Amount paid as advances, if any |
|--------|---|---|---|---|--|---------------------------------|
| 1. | Rajesh Khuteta Managing Director | Rent | 10 Years | Lease agreement between company and Rajesh khuteta for a consideration 38,870/- per month | 24.08.2024 | |

Date- 29-08-2025

Place- Jaipur

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

Sd/-

Rajesh Khuteta
Managing Director
DIN No. :-00167672

Sd/-

Mahima Khuteta
Director
DIN no. 08245957

Regd. Office: Flat 301, Metro Plaza,
Gopal Bari, Jaipur, Rajasthan 302001
CIN: L67120RJ1990PLC005371
E-mail: continentalsecuritieslimited@gmail.com
Tel.-0141-2943037, website- www.continentalsecuritiesltd.com



ANNEXURE – “IV”

DIVIDEND DISTRIBUTION POLICY

I. PREAMBLE

Pursuant to the provisions of Regulation 43A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company at its meeting held on August 29, 2025 have approved and revised the Dividend Distribution Policy [“Policy”] of the Company.

II. OBJECTIVE

This Policy aims to ensure that the Company makes rationale decision with regard to the amount to be distributed to the equity shareholders as dividend after retaining sufficient funds for the Company’s growth, to meet its long-term objective and other purposes.

This Policy lays down various parameters which shall be considered by the Board of Directors of the Company before recommendation/ declaration of Dividend to its shareholders.

III. DEFINITIONS

- a. “Act” means the Companies Act, 2013 and rules made thereunder [including any amendments or re-enactments thereof]
- b. “Applicable laws” shall mean to include Act and rules made thereunder, [including any amendments or re-enactments thereof], Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, and any other regulation, rules, acts, guidelines as may be applicable to the distribution of dividend.
- c. “Board” or “Board of Directors” shall mean Board of Directors of the Company, as constituted from time to time.
- d. “Company” shall mean Continental Securities Limited.
- e. “Dividend” includes any interim dividend; which is in conformity with Section 2(35) of the Companies Act, 2013 read with Companies (Declaration and Payment of Dividend) Rules, 2014.
- f. “Financial year” shall mean the period starting from 1st day of April and ending on the 31st day of March every year,
- g. “Free reserves” shall mean the free reserves as defined under Section 2 (43) of the Act.

IV. PARAMETERS GOVERNING THE DISTRIBUTION OF DIVIDEND

1. Factors for recommendation/ declaration of Dividend:

A. Internal factors (Financial Parameters):

The Board shall consider the below mentioned financial parameters for the purpose of recommendation/ declaration of dividend:

- i. Current year’s net operating profit
- ii. Capital expenditure and working capital requirements
- iii. Financial commitments w.r.t. the outstanding borrowings and interest thereon.
- iv. provisioning for Non-Performing Assets (NPAs).
- v. Qualifications in the Auditors’ Report to the financial statements; and
- vi. Long term growth plans of the Company.
- vii. Financial requirement for business expansion and/or diversification, acquisition of new businesses.
- viii. Provisioning for financial implications arising out of unforeseen events and/or contingencies.
- ix. Past dividend trend
- x. Cost of borrowings



xi. Other Corporate Action options (For ex. Bonus issue, Buy back of shares)

xii. Any other factor as deemed fit by the Board

B. External Factors :

The Board shall also consider the below mentioned external factors at the time of taking a decision w.r.t recommendation/declaration of dividend:

- i. Applicable laws and Regulations including taxation laws;
- ii. Economic conditions;
- iii. Prevalent market practices of dividend payment in similar industry.

The Board shall ensure that the total dividend proposed for the financial year does not exceed the ceilings specified in this Policy.

C. Minimum prudential requirements prescribed by the RBI:

The Company have met the applicable Capital Adequacy Ratio and NPA Provisioning as per RBI Guidelines.

D. Circumstances under which the shareholders of the Company may or may not expect dividend:

The decision to recommend/declare the dividend by the Board of Directors shall primarily depend on the factors listed out at point no. 1 above.

The decision seeks to balance the dual objectives of appropriately rewarding shareholders through dividends and retaining profits in order to maintain a healthy capital adequacy ratio to support future growth. However, the shareholders of the Company may not expect dividend in the below mentioned circumstances:

- i. In the event of a growth opportunity where the Company may be required to allocate a significant amount of capital.
- ii. In the event of higher working capital requirement for business operations or otherwise.
- iii. In the event of inadequacy of cash flow available for distribution.
- iv. In the event of inadequacy or absence of profits.
- v. Under any other circumstances as may be specified by the Companies Act, 2013 or any other applicable regulatory provisions or as may be specified under any contractual obligation entered into with the lenders.
- vi. any other circumstances as may be decided by the Board depending upon the situation at that time.

The Board of Directors, while considering the proposals for dividend, shall take into account each of the following aspects:

- a. provisioning for Non-Performing Assets (NPAs).
- b. Qualifications in the Auditors Report to the financial statements.
- c. Long term growth plans of the Company.

E. Manner of utilization of Retained Earnings:

The Board of Directors of the Company may recommend/declare dividend out of the profits of the Company or out of the profits for any previous financial year or years or out of free reserves available for distribution of dividend, as per the regulatory provisions after consideration of the factors as stated at point no. 1 above. The Board may retain its earnings in order to make better use of the available funds and increase the value of the stakeholders in the long run.

F. Manner of Declaration and Payment of Dividend:

4.1 Process for approval of Payment of Final Dividend:

Board to recommend quantum of final dividend payable to shareholders in its meeting in line with applicable laws and rules prescribed thereof, based on the profits arrived at as per the audited financial statements and



post Shareholders approval for Dividend in the Annual General Meeting, the same shall be paid to the eligible shareholders within stipulated timelines as per applicable laws.

4.2 Process for approval of Payment of Interim Dividend:

Board may declare Interim Dividend, one or more times in a financial year, at its complete discretion in line with applicable laws and rules prescribed thereof, out of the surplus in the profit and loss account or out of profits of the financial year for which such interim dividend is sought to be declared or out of profits generated in the financial year till the quarter preceding the date of declaration of the interim dividend.

The Board shall consider the financial results of the Company for the period for which Interim Dividend is to be declared and shall be satisfied that the financial position of the Company justifies and supports the declaration of such Dividend.

The financial results shall take into account the following-

- a) Depreciation for the full year;
- b) Tax on profits of the Company including deferred tax for full year;
- c) Other anticipated losses for the Financial Year;
- d) The Losses incurred, if any, during the current financial year up to the end of the quarter, immediately preceding the date of declaration of Interim Dividend.

G. Other factors to be considered with regard to various classes of shares:

Since the company has only one class of equity shareholders, the dividend declared will be distributed equally among all the equity shareholders, based on their shareholding on the record date.

H. GENERAL

i. Pursuant to the provisions of Section 123 of the Act, Articles of Association of the Company and this Policy, the Board of Directors shall recommend the final dividend, which shall be declared by the Shareholders of the Company at the Annual General Meeting.

ii. The Company shall ensure compliance with the Applicable laws w.r.t. payment of dividend to the shareholders. It shall ensure that the amount of the dividend, including interim dividend, is deposited by the Company in a Scheduled bank in a separate account within five days from the date of declaration of such dividend.

I. REPORTING SYSTEM

Company has being a NBFCs, reported to Reserve Bank of India (RBI) after declaration of dividend.

J. DISCLOSURES

The Company shall make appropriate disclosures in compliance with the provisions of the Listing Regulations, in particular the disclosures required to be made in the annual report and on the website (www.continentalsecuritiesltd.com) of the Company.

In case, the Company proposes to declare dividend on the basis of the parameters in addition to those as specified in this Policy and/or proposes to change any of the parameters, the Company shall disclose such changes along with the rationale in the annual report and on its website.

K. REVIEW AND UPDATES

This Policy will be reviewed periodically as and when required and annually by the Board of the company, further the Board of Directors shall have the right to modify, amend or change any or all clauses of this Policy in accordance with the provisions of the Applicable laws/Acts /Regulations or otherwise.

In case of any amendment(s), clarification(s), circular(s) etc. issued under any Applicable laws/ Regulations, which is not consistent with any of the provisions of this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall be deemed to be amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

**CEO/CFO CERTIFICATE****CERTIFICATE PURSUANT TO REGULATION 17(8) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To

The Board of Directors

CONTINENTAL SECURITIES LIMITED

301, Metro Plaza,

Gopalbari, Jaipur -302001

We, Rajesh Khuteta, Managing Director and Hemant Gupta, Chief Financial Officer certify to the Board that in respect to the Financial Year ended on March 31, 2025:

1. We have reviewed the financial statements and the Cash Flow Statement for the year ended March 31, 2025 and that to the best of our knowledge and belief:
 1. These statements do not contain any material untrue statements or omit any material fact or contain statements that might be misleading;
 2. 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.
2. 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.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control system 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.
4. We have indicated to the Auditors and the Audit Committee that:
 1. there has not been any significant change in internal control over financial reporting during the year under reference;
 2. there has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 3. There has not been any instance during the year of significant fraud of which we had become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For CONTINENTAL SECURITIES LIMITED

CIN: L67120RJ1990PLC005371

Date: 29-08-2025

Place: Jaipur

**Sd/-
Rajesh Khuteta
Managing Director
DIN: 00167672**

**Sd/-
Hemant Gupta
CFO
(Chief Financial Officer)**

**INDEPENDENT AUDITOR'S REPORT**

To

**The Members of
CONTINENTAL SECURITIES LIMITED
JAIPUR**

Report on the Audit of the Standalone Financial Statements**Opinion**

We have audited the accompanying Standalone financial statements of **Continental Securities Limited** ("the Company"), which comprise the balance sheet as at 31st March 2025, and the statement of profit and loss (including Other Comprehensive Income), the cash flow Statement and the statement of changes in equity and for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, the relevant circulars, guidelines and directions issued by the Reserve Bank of India ("RBI") from time to time ("RBI Guidelines") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements 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 Standalone 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 standalone financial statements under the provisions of the Act, and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these 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 standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, for example, Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.



We have been provided the aforesaid reports and based on the work we have performed, we did not observe any material misstatement of this other information and accordingly, we have nothing to report in this.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our



auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. 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, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors for the year is in accordance with the provisions of the section 197 of the Act.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
3. Further to our comments in Annexure A, as required by Section 143(3) of the Act based on our audit, we report, to the extent applicable, 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 purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report "**Annexure B**".



- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. a) 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 kinds of funds) by the company to or in any person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate beneficiaries.
 - b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("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.
 - c) 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 clause (i) and (ii) of Rule 11 (e) as provided under (a) and (b) above contain any material misstatement.
- v. In our opinion and according to the information and explanations given to us, the dividends declared and/or paid during the year by the Company is in compliance with Section 123 of the Act, to the extent it applies to payment of dividend. As stated in Notes to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting;
- vi. Based on our examination which included test checks, the Company has used various accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility, which have operated throughout the year for all relevant transactions recorded in the software. Based on our procedures performed, we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

Date: 26-05-2025

Place: Jaipur

For R.P. Khandelwal & Associates

Chartered Accountants

FRN No: 001795C

Sd/-

R.P. Khandelwal

Partner

Membership No: 071002

UDIN: 25071002BMKPPY2285

**Annexure "A"**

The Annexure referred to in our Independent Auditors' Report to the members of the **Continental Securities Limited** on the Standalone Financial Statements for the year ended 31st March 2025.

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and right of use assets including quantitative details and situation of these assets. (B) The Company do not have intangible assets therefore reporting under this clause of the Order is not applicable to the Company.
 (b) The property, plant and equipment were physically verified during the year by the management. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 (c) According to the information and explanations given by the management, the company does not have immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), hence not commented on this clause.
 (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2025.
 (e) According to the information and explanations given by the management, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. (a) The Company does not hold any inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.
 (b) According to the information & explanation given to us, the Company has not been sanctioned any working capital limits from banks during the year therefore the reporting under Clause 3(ii)(b) of the Order is not applicable to the Company.
- iii. (a) The Company is a Non-Banking Finance Company and its principal business is to give loans. Accordingly, reporting under clause 3(iii)(a) of the Order is not applicable to the Company.
 (b) The investments made and terms and conditions of the grant of all loans are, prima facie, not prejudicial to the Company's interest. The Company has not granted advances in the nature of loans and has not provided any guarantee and also not given security to any party.
 (c) In respect of loans and advances in the nature of loans (together referred to as "loan assets"), the schedule of repayment of principal and payment of interest has been stipulated.
 (d) There is no amount overdue for more than ninety days.
 (e) The Company is a Non-Banking Finance Company, and its principal business is to give loans. Accordingly, reporting under clause 3(iii)(e) of the Order is not applicable to the Company.
 (f) Based on our audit procedure and according to the information and explanation made available to us, the Company has not granted any loans or advances in the nature of loans to Promoters/Related Parties as defined in section 2(76) of the Act, which are either repayable on demand or without specifying any terms or period of repayment.
- iv. In our opinion, and according to the information and explanations given to us, the Company has not granted any loan or provided any guarantee or security in connection with any loan taken by party covered under Section 185 of the Act. Further, the Company has complied with the provisions of Section 186 of the Act in respect of the loans or investments made, or guarantees or security provided by it, to the extent applicable.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and rules framed there under.
- vi. The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/business activity. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- vii. (a) In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as



applicable, have been regularly deposited with the appropriate authorities by the Company. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no statutory dues as mentioned in sub clause (a) above have not been deposited on account of any dispute, if any.

ix. In our opinion, and according to the information and explanations given to us and on the basis of our examination of the records of the Company, we confirm that we have not come across any transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

x. (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a wilful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were not applied.

(d) In our opinion and according to the information and explanations given to us, and on an overall examination of the Financial Statements of the Company, funds raised by the Company on short term basis have not been utilised for long term purposes.

(e) The Company did not have any joint venture during the year. Further, according to the information and explanations given to us and on an overall examination of the Financial Statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary and associate.

(f) The Company did not have any joint venture during the year. Further, according to the information and explanations given to us and as verified by us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiary and associate.

xi. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) During the year, the company has made a preferential allotment of 55,00,000 (Fifty five Lakhs) convertible warrants into Equity shares as per SEBI (LODR) Regulations, 2015 and under Companies Act 2013. Further, after 31st March 2025 the company has allotted and converted 30,00,000 convertible warrants into equity shares to promoter and non-promoter on preferential basis.

xii. (a) Based upon the 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 report that no fraud by the Company and no material fraud has been reported by the company during the year.

(b) No report has been filed under sub-section (12) of the section 143 of the Companies Act has been filed by the auditors.

(c) According to the information and explanations given to us including the representation made to us by the management of the Company, no whistle blower complaints were received by the Company during the year.

xiii. The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

xiv. In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the Standalone Financial Statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.



- xv. (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under section 138 of the Act which is commensurate with the size and 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 of our audit report.
- xvi. According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.
- xvii. (a) The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and such registration has been obtained by the Company.
(b) During the year, the Company has not conducted any Non-Banking Financial activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India (RBI) as per the Reserve Bank of India Act, 1934. Further, Company has not conducted any Housing Finance activities and is not required to obtain CoR for such activities from the RBI.
(c) According to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the RBI. Accordingly, reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
(d) Based on the information and explanations given to us by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) is not applicable on the company as its not groups. Accordingly, reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xviii. The Company has not incurred any cash loss in the current as well as the immediately preceding financial year.
- xix. There has been no resignation of the statutory auditors of the Company during the year.
- xx. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, 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 the 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.
- xxi. The provisions of CSR is not applicable to the company. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- xxii. The reporting under clause 3(xxi) is not applicable in respect of audit of Financial Statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

Date: 26.05.2025

Place: Jaipur

For R.P. Khandelwal & Associates
Chartered Accountants
FRN No: 001795C

Sd/-

R.P. Khandelwal
Partner

Membership No: 071002
UDIN: 25071002BMKPPY2285



Annexure "B" Independent Auditor's Report on the internal financial controls with reference to the Standalone Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act"):

We have audited the internal financial controls over financial reporting of **CONTINENTAL SECURITIES LIMITED** ("the Company") as of 31st March, 2025 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

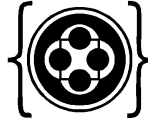
Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on 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 procedures selected depend 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, adequate internal financial controls with reference to Financial Statements and such controls were operating effectively as at March 31, 2025, based on the internal financial controls with reference to Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Date: 26.05.2025

Place: Jaipur

For R.P. Khandelwal & Associates

Chartered Accountants

FRN No: 001795C

Sd/-

R.P. Khandelwal

Partner

Membership No: 071002

UDIN: 25071002BMKPPY2285

**AUDITOR'S ADDITIONAL REPORT**

To,

**Board of Directors,
Continental Securities Limited**

REPORT ON COMPLIANCE WITH THE NON-BANKING FINANCIAL COMPANIES AUDITOR'S REPORT (RESERVE BANK) DIRECTIONS,

This report is issued in accordance with the requirements of Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016 (the "Directions").

Pursuant to the Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, we have examined the matters specified in the Directions in respect of Continental Securities Limited (the "Company") for the year ended March 31, 2025.

Management's responsibility

The Management is responsible for the design and implementation of the internal Procedures, systems, processes and controls to ensure compliance with the Directions on an ongoing basis. This responsibility also includes reporting non-compliances, if any, to the Reserve Bank of India, Board of the Company and its Audit Committee.

The Management is also responsible for compliance with the Reserve Bank of India (hereinafter referred to as "RBI" or "Bank") Act, 1934 and other relevant RBI circulars and guidelines applicable to Non-Banking Financial Companies, as amended from time to time, and for providing all the required information to RBI.

Auditor's responsibility

Our responsibility is to report on the matters specified in the Directions based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India (ICAI). Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether there are any identified non-compliances. An audit involves performing procedures to obtain audit evidence about the compliance with the Directions. The procedures selected depend on the Auditor's Judgment, including the assessment of the risks of material misstatement of the information and records, whether due to fraud or error. In making those risk assessments, the Auditor considers internal controls relevant to the Company's compliance with the Directions in order to design audit procedures that are appropriate in the circumstances. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our certificate. We conducted our examination in accordance with the Guidance Note on Special Purpose Audit Reports and Certificates issued by the Institute of Chartered Accountants of India.

Conclusion

Based on our examination of the books and records of the Company as produced for our examination and the information and explanations given to us, we further report that:

The Company is engaged in the Business of non-banking financial institution and has obtained a Certificate of Registration (COR) No. 10.00022 dated March 3, 1998 from them Reserve Bank of India ("the Bank") Department of Non-Banking Supervision, Jaipur Regional Office.

The Company is entitled to continue to hold such COR in terms of its asset/income pattern as on 31st March, 2025.

The Company is meeting the required net owned funds requirement as laid down in Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023.



The Company is a Non-Systemically Important Non-Deposit taking NBFC, NBFC- Investment and Credit Company (NBFCN-ICC). The RBI, under Scale Based Regulations (SBR) had categorised the Company in Base Layer (NBFC-BL).

The Board of Directors has passed a resolution for non-acceptance of public deposits.

The Company has not accepted any public deposits during the year ended 31st March, 2025.

The Company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it in terms of Non-Systematically Important Non-Banking Financial (Non-Deposit Accepting) Companies Prudential Norms (Reserve Bank) Directions, 2015.

The annual statement of Capital funds, risk assets/exposures and risk asset ratio DNBS02 and DNBS10 has been furnished to the Reserve Bank of India within the stipulated period based on the Audited books of account. The Company had correctly arrived at and disclosed the capital adequacy ratio, based on the Audited books of account, in the return submitted to the Reserve Bank OF India in Form and such ratio is in compliance with the minimum CRAR prescribed by the Bank.

Restriction on use

This report is issued pursuant to our obligations under Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2008 to Reserve Bank of India and should not be used by any other person or for any other purpose. R.P. Khandelwal & associates neither accepts nor assumes any duty or liability for any other purpose or to any other party to whom our report is shown or into whose hands it may come without our prior consent in written.

Date: 26.05.2025

Place: Jaipur

For R.P. Khandelwal & Associates

Chartered Accountants

FRN No: 001795C

Sd/-

R.P. Khandelwal
Partner

Membership No: 071002

UDIN: 25071002BMKPPY2285

**CONTINENTAL SECURITIES LIMITED**

CIN: L67120RJ1990PLC005371

Balance Sheet as at 31st March 2025

(Rs. in Lakhs)

| Particulars | Note No | 31st March 2025 (Amount in Rs.) | 31st March 2024 (Amount in Rs.) |
|---|---------|------------------------------------|------------------------------------|
| I.Assets | | | |
| (1) Financial assets | | | |
| (i) Cash and cash equivalents | 2.1 | 5.94 | 7.58 |
| (ii) Bank balances other than (ii) above | 2.2 | 13.44 | 7.20 |
| (iii) loans & advances | 3 | 1,742.66 | 1,185.46 |
| (iv) Investments | 4 | 19.75 | 24.24 |
| Total Financial assets | | 1,781.79 | 1,224.48 |
| (2) Non-Financial assets | | | |
| (a) Property, plant and equipment | 5 | 37.24 | 9.63 |
| (b) Deferred tax assets (net) | 6 | 1.76 | 1.64 |
| (c) Other Non-financial assets | 7 | 4.01 | 2.00 |
| Total Non Financial assets | | 43.01 | 13.27 |
| Total Assets | | 1,824.80 | 1,237.75 |
| II. LIABILITIES AND EQUITY | | | |
| Liabilities | | | |
| (1) Financial liabilities | | | |
| a) Payables | | | |
| (I) Trade payables | | | |
| (i) total outstanding dues of micro enterprises and small enterprises | | - | - |
| (ii) total outstanding dues of creditors other than micro and small enterprises | | - | - |
| (II) Other payables | | | |
| (i) total outstanding dues of micro enterprises and small enterprises | | - | - |
| (ii) total outstanding dues of creditors other than micro enterprises and small enterprises | 8 | 3.95 | - |
| b) Borrowings (other than debt securities) | 9 | 22.55 | 20.29 |
| Total financial Liabilities | | 26.50 | 20.29 |
| 2. Non- financial liabilities | | | |
| a) Current tax liabilities (Net) | 10 | 48.92 | 26.84 |
| b) Provisions | 11 | 16.03 | 12.12 |
| c) Other non financial liabilities | 12 | 2.76 | 4.44 |
| Total non-financial liabilities | | 67.71 | 43.40 |
| EQUITY | | | |
| (a) Equity Share capital | 13 | 525.06 | 489.06 |
| (b) Other equity | 13 | 1,205.53 | 685.00 |
| Total Equity | | 1,730.59 | 1,174.06 |
| Total Equity and Liabilities | | 1,824.80 | 1,237.75 |
| Significant accounting policies | 1 | (0) | (0) |

Notes referred to above form an integral part of the Financial Statements.

As per our report of even date
For R.P.KHANDELWAL & ASSOCIATES
Chartered Accountants

For & On Behalf of the Board
Continental Securities Limited

Sd/-
RAM PRAKASH KHANDELWAL (Partner)
M.No.: 071002
FRN: 001795C

Sd/-
Rajesh Khuteta
(Managing Director)
DIN : 00167672

Sd/-
Mahima Khuteta
(Director)
DIN : 08245957

Date:- 26-05-25
Place:- Jaipur
UDIN: 25071002BMKPPY2285

Sd/-
Hemant Gupta
(Chief Financial officer)

Sd/-
CS Pravita Khandelwal
M. No. 53836

**CONTINENTAL SECURITIES LIMITED**

CIN: L67120RJ1990PLC005371

Statement of Profit and Loss for the year ended 31st March, 2025

(Rs. in Lakhs)

| Particulars | Note No. | 2024 - 25 (Amount in Rs.) | 2023 - 24 (Amount in Rs.) |
|---|----------|------------------------------|------------------------------|
| I. Revenue from operations | | | |
| Interest Income | 14 | 274.86 | 157.86 |
| II. Other Income | 15 | 9.22 | 0.69 |
| III. Total Income (I + II) | | 284.08 | 158.55 |
| IV. Expenses | | | |
| Employee benefit expense | 16 | 29.12 | 17.71 |
| Financial costs | 17 | 5.43 | 4.68 |
| Depreciation and amortisation cost | 18 | 5.58 | 3.44 |
| Other expenses | 19 | 62.73 | 28.43 |
| Total expenses | | 102.86 | 54.26 |
| V. Profit before exceptional, extraordinary items & tax (III - IV) | | 181.22 | 104.29 |
| Exceptional Items | | - | - |
| VI. Profit before tax (V-VI) | | 181.22 | 104.29 |
| VII. Tax expenses: | | | |
| (1) Current tax | 20.1 | 48.49 | 27.86 |
| (2) Deferred tax | 20.2 | (0.12) | 0.05 |
| VIII. Profit/(loss) after tax for the period | | 132.86 | 76.38 |
| IX. Other comprehensive income | | | |
| A. (i) Items that will not be reclassified to profit and loss | | - | - |
| (ii) Income tax relating to items that will not be reclassified P&L | | - | - |
| B. (i) Items that will be reclassified to profit and loss | | - | - |
| (ii) Income tax relating to items that will be reclassified P&L | | - | - |
| X. Total comprehensive income for the period (IX+VIII) | | 132.86 | 76.38 |
| Profit(Loss) for The Period | | 132.86 | 76.38 |
| Less : Transferred to Statutory & Standard Reserve u/s 45IC of RBI | | 26.57 | 18.30 |
| Net Profit After Transfer to Reserve | | 106.29 | 58.08 |
| Brought Forward From Previous Year | | 213.61 | 155.53 |
| Balance Carried Forward to next Year | | 319.90 | 213.61 |
| Earning per equity share: | 21 | | |
| Face value per equity shares Rs.2/- fully paid up. | | | |
| (1) Basic | | 0.51 | 0.31 |
| (2) Diluted | | 0.51 | 0.31 |
| Significant accounting policies | 1 | | |

Notes referred to above form an integral part of the Financial Statements.

As per our report of even date
For R.P.KHANDELWAL & ASSOCIATES
Chartered Accountants

Sd/-
RAM PRAKASH KHANDELWAL (Partner)
M.No.: 071002
FRN: 001795C

Date:- 26-05-25
Place:- Jaipur
UDIN: 25071002BMKPPY2285

For & On Behalf of the Board
Continental Securities Limited

Sd/-
Rajesh Khuteta
(Managing Director)
DIN : 00167672

Sd/-
Hemant Gupta
(Chief Financial officer)

Sd/-
Mahima Khuteta
(Director)
DIN : 08245957

Sd/-
CS Pravita Khandelwal
M. No. 53836



CONTINENTAL SECURITIES LIMITED

CIN: L67120RJ1990PLC005371

Statement of cash flow for the year ended 31st March 2025

(Rs. in Lakhs)

| Particulars | For the Year ended March 31, 2025 | For the Year ended March 31, 2024 |
|--|--------------------------------------|--------------------------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net profit before tax and extraordinary items | 132.86 | 76.38 |
| Adjustments for: | | |
| Finance Cost | 5.45 | 4.68 |
| Exceptional income/Loss on Sale of Assets | - | (4.48) |
| Deferred tax | 0.12 | 0.05 |
| Income tax | 48.49 | 27.86 |
| Depreciation and amortisation expense | 5.58 | 3.44 |
| Operating profit / (loss) before working capital changes | 192.50 | 107.93 |
| Changes in working capital: | | |
| Increase /(Decrease) in Borrowings | (14.92) | 15.73 |
| Increase /(Decrease) in Other financial liabilities | 2.65 | (1.23) |
| Increase /(Decrease) in Provisions | 25.54 | 4.08 |
| (Increase)/Decrease in Loans and Advances | (557.19) | (455.79) |
| (Increase)/Decrease in Non current financial assets | 4.22 | - |
| (Increase)/Decrease in Others financial assets | (2.02) | 4.44 |
| Total changes in working capital | (541.72) | (432.77) |
| Taxes paid | (48.49) | (27.86) |
| Net Cash Flow from / (used in) Operating Activities (A) | (397.71) | (352.70) |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of Fixed Assets | (33.17) | - |
| Proceeds From Sales/written off of Fixed Assets | - | 4.48 |
| Net Cash Flow from / (used in) Investing Activities (B) | (33.17) | 4.48 |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Repayment of Borrowings | - | (1.53) |
| Increase in borrowings (other than debt securities) | 17.18 | - |
| Proceeds from issue of share capital | 423.75 | 365.00 |
| Interest paid | (5.45) | (4.68) |
| Net Cash Flow from / (used in) financing activities (C) | 435.48 | 358.79 |
| Net increase and decrease in cash & cash equivalent (A+B+C) | 4.60 | 10.57 |
| Cash and cash equivalent at the beginning of the year | 14.78 | 4.21 |
| Cash and cash equivalent at the end of the year | 19.38 | 14.78 |
| Components of cash & cash equivalent: | | |
| Cash on hand | 5.94 | 7.58 |
| Balances with banks - In current accounts | 13.44 | 7.20 |
| Total cash & cash equivalent | 19.38 | 14.78 |

Note - Cash Flow Statement has been prepared under indirect method as set out in the Ind AS 7 "Cash flow statement".

As per our report of even date
For R.P.KHANDELWAL & ASSOCIATES
Chartered Accountants

Sd/-
RAM PRAKASH KHANDELWAL (Partner)
M.No.: 071002
FRN: 001795C

Date:- 26-05-25
Place:- Jaipur
UDIN: 25071002BMKPPY2285

For & On Behalf of the Board
Continental Securities Limited

Sd/-
Rajesh Khuteta
(Managing Director)
DIN : 00167672

Sd/-
Hemant Gupta
(Chief Financial officer)

Sd/-
Mahima Khuteta
(Director)
DIN : 08245957

Sd/-
CS Pravita Khandelwal
M. No. 53836



CONTINENTAL SECURITIES LIMITED

CIN: L67120RJ1990PLC005371

Notes Forming Part of Balance Sheet

Note 2 : Cash and bank balances

(Rs. in Lakhs)

| Sr. No. | Particulars | 31st March 2025 | 31st March 2024 |
|---------|---|--------------------|--------------------|
| 2.1 | Cash and cash equivalent | 5.94 | 7.58 |
| | Sub total (A) | 5.94 | 7.58 |
| 2.2 | Bank balances - current accounts | | |
| | - In Fixed Deposit | 3.69 | 3.45 |
| | - In Current Account and Deposit A/c | 9.75 | 3.75 |
| | Sub total (B) | 13.44 | 7.20 |
| | Total [A + B] | 19.38 | 14.78 |

Note 3 :Loans and advances

(Rs. in Lakhs)

| Sr. No. | Particulars | 31st March 2025 | 31st March 2024 |
|---------|-------------------------|--------------------|--------------------|
| 1 | Loans and Advances | 1,762.92 | 1,185.46 |
| | Less: Provision for NPA | (20.26) | - |
| | Total | 1,742.66 | 1,185.46 |

Note 4 : Investments

(Rs. in Lakhs)

| Sr. No. | Particulars | 31st March 2025 | 31st March 2024 |
|---------|---|--------------------|--------------------|
| | Quoted investments | | |
| | 30,500 Equity Shares of Reliance Power Limited | - | 4.49 |
| | Un Quoted investments | | |
| | 1,97,500 Equity Shares of Orchid securities Pvt. Ltd. | 19.75 | 19.75 |
| | Total | 19.75 | 24.24 |

Note: All above investments are carried at cost.

Other disclosures:

| | | | |
|-----|--|-------|-------|
| (a) | Aggregate cost of quoted investment | - | 4.49 |
| (b) | Aggregate amount of unquoted investments | 19.75 | 19.75 |

Note 6 : Deferred Tax liabilities/ (Assets)

(Rs. in Lakhs)

| Sr. No. | Particulars | 31st March 2025 | 31st March 2024 |
|---------|--------------------------------------|--------------------|--------------------|
| | Opening balance | (1.64) | (1.69) |
| | Deferred tax recognised for the year | (0.12) | 0.05 |
| | Total | (1.76) | (1.64) |

Note 7: Other Non Financial assets

(Rs. in Lakhs)

| Sr. No. | Particulars | 31st March 2025 | 31st March 2024 |
|---------|-------------------------------------|--------------------|--------------------|
| 1 | Advance Income Tax & TDS Receivable | 2.73 | 1.32 |
| 2 | Other Loans and Advances | - | 0.58 |
| 3 | Prepaid expenses | 0.83 | 0.10 |
| 4 | Security Deposit | 0.45 | - |
| | Total | 4.01 | 2.00 |



Note 5 :- Property, plant & equipment's as on 31st March, 2025
(As per the Companies Act, 2013)

| Particulars | Gross Block | | | | Accumulated Depreciation | | | Net Block | | (Rs. in Lakhs) | |
|-----------------------|--------------------------|-----------|------------|---------------------------|--------------------------|--------------|------------|---------------------------|---------------------------|----------------|---------------------------|
| | As On 1st April, 2024 | Additions | Deductions | As on 31st March, 2025 | As On 1st April, 2024 | For The Year | Deductions | As on 31st March, 2025 | As At 31st March, 2025 | | As At 31st March, 2024 |
| | | | | | | | | | | | |
| 2.1 TANGIBLE ASSETS | | | | | | | | | | | |
| Office Equipment | 9.80 | 3.11 | - | 12.91 | 7.62 | 1.45 | - | 9.07 | 3.84 | 2.18 | |
| Computer | 110.20 | - | - | 110.20 | 109.47 | 0.47 | - | 109.94 | 0.28 | 0.75 | |
| Motor Vehicles | 36.91 | 28.28 | - | 65.19 | 30.70 | 3.27 | - | 33.97 | 31.22 | 6.21 | |
| Furniture and Fixture | 8.35 | 1.80 | - | 10.15 | 7.86 | 0.38 | - | 8.24 | 1.91 | 0.49 | |
| Total | 165.26 | 33.19 | - | 198.45 | 155.65 | 5.58 | - | 161.23 | 37.24 | 9.63 | |
| 2.2 INTANGIBLE ASSETS | | | | | | | | | | | |
| Software development | - | - | - | - | - | - | - | - | - | - | |
| Total | - | - | - | - | - | - | - | - | - | - | |
| Total (2.1+2.2) | 165.26 | 33.19 | - | 198.45 | 155.65 | 5.58 | - | 161.23 | 37.24 | 9.63 | |



CONTINENTAL SECURITIES LIMITED

CIN: L67120RJ1990PLC005371

Notes Forming Part of Balance Sheet

Note 8: Trade payables

(Rs. in Lakhs)

| Sr. No. | Particulars | 31st March 2025 | 31st March, 2024 |
|---------|--|--------------------|---------------------|
| 12.1 | Total outstanding dues of micro enterprises and small enterprises | - | - |
| 12.2 | Total outstanding dues of creditors other than micro enterprises and small enterprises | 3.95 | - |
| | Total | 3.95 | - |

Note 9 : Borrowings (other than debt securities)

(Rs. in Lakhs)

| Sr. No. | Particulars | 31st March 2025 | 31st March 2024 |
|---------|--|--------------------|-----------------|
| 1 | HDFC Bank - Term loan for Car | 21.74 | 4.56 |
| 2 | Bank Overdraft | 0.81 | - |
| 3 | Working Capital Loan repayable on demand from Banks : | | |
| | Bank OD against Gold items and ornaments | - | 15.73 |
| | Total | 22.55 | 20.29 |

Note 10: Current tax liabilities (Net)

(Rs. in Lakhs)

| Sr. No. | Particulars | 31st March 2025 | 31st March, 2024 |
|---------|--------------------------|--------------------|---------------------|
| 1 | Provision for Income Tax | 48.92 | 26.84 |
| | Total | 48.92 | 26.84 |

Note 11: Provisions

(Rs. in Lakhs)

| Sr. No. | Particulars | 31st March 2025 | 31st March, 2024 |
|---------|------------------------------|--------------------|---------------------|
| 1 | Provision for Standard Asset | 16.03 | 12.12 |
| | Total | 16.03 | 12.12 |

Note 12: Other Non Financial Liabilities

(Rs. in Lakhs)

| Sr. No. | Particulars | 31st March 2025 | 31st March, 2024 |
|---------|--|--------------------|---------------------|
| 1 | Payables -TDS | 1.40 | 0.69 |
| 2 | Other outstanding liabilities for expenses | 0.96 | 3.75 |
| 3 | Other payables | 0.40 | - |
| | Total | 2.76 | 4.44 |

**Note 9:- Statement of changes in equity**

For the year ended 31 March 2025

a. Equity share capital

(Rs. in Lakhs)

| Particulars | 31st March 2025 | 31st March 2024 |
|---|-----------------|-----------------|
| Balance at the beginning of the reporting year | 489.06 | 425.06 |
| changes in equity share capital during the year | 36.00 | 64.00 |
| Balance at the end of the reporting year | 525.06 | 489.06 |

Note-

1. Authorised share capital of the company is 10,00,00,000 . Equity Shares of Rs.2/-each at par value.
2. The Company has only one class of equity shares. Each holder of equity shares is entitled to one vote per share.
3. During the year company has converted share warrants of 18,00,000 Equity shares @ Rs.2/- each at a premium of Rs.8/- per share.
4. Further, during the year Company has issued 55,00,000 convertible warrants @ Rs .2/- each at a premium of Rs.19/- per warrants.

b. Other equity

(Rs. in Lakhs)

| Particulars | Money received against share warrants | Reserves and surplus | | | | | Total |
|---|---------------------------------------|--|-----------------|-----------------|----------------------------|-------------------|-----------------|
| | | Statutory reserve fund (Reserves in terms of section 45IC of the RBI Act, 1934 | General reserve | Capital reserve | Securities premium reserve | Retained earnings | |
| Balance as at March 31, 2023 | - | 44.36 | 0.51 | 10.17 | 100.00 | 155.53 | 310.57 |
| Profit for the year (C) | - | - | - | - | - | 76.38 | 76.38 |
| Other comprehensive income for the year (D) | - | - | - | - | - | - | - |
| Total comprehensive income for the year (C+D) | - | - | - | - | - | 76.38 | 76.38 |
| Transfer to standard assets | - | - | - | - | - | (2.96) | (2.96) |
| Transfer to statutory reserves u/s 45 IC of the RBI Act, 1934 | - | - | - | - | - | (15.34) | (15.34) |
| Any other change: | | | | | | | |
| Additions during the year / transfer from profit/(loss) | - | 15.34 | - | - | - | - | 15.34 |
| Premium received on conversion of share warrants into equity for 32,00,000 shares on a premium of Rs 8/- per share. | - | - | - | - | 256.00 | - | 256.00 |
| Money received/ (adjusted) at Rs. 2.5 per share for 18,00,000 shares against convertible share warrants | 45.00 | - | - | - | - | - | 45.00 |
| Balance as at March 31, 2024 | 45.00 | 59.70 | 0.51 | 10.17 | 356.00 | 213.61 | 685.00 |
| Profit for the year (A) | - | - | - | - | - | 132.86 | 132.86 |
| Other comprehensive income for the year (B) | - | - | - | - | - | - | - |
| Total comprehensive income for the year (A+B) | - | - | - | - | - | 132.86 | 132.86 |
| Transfer to statutory reserves u/s 45 IC of the RBI Act, 1934 | - | - | - | - | - | (26.57) | (26.57) |
| Any other change : | | | | | | | |
| Additions during the year / transfer from profit/(loss) | - | 26.57 | - | - | - | - | 26.57 |
| Being Allotment made and warrants converted into equity shares | (45.00) | | | | | | (45.00) |
| Premium received on conversion of share warrants into equity for 18,00,000 shares on a premium of Rs 8/- per share. | - | - | - | - | 144.00 | - | 144.00 |
| Money received/ (adjusted) at Rs. 5.25 per share for 55,00,000 shares against convertible share warrants | 288.75 | - | - | - | - | - | 288.75 |
| Balance as at March 31, 2025 | 288.75 | 86.27 | 0.51 | 10.17 | 500.00 | 319.90 | 1,205.53 |



CONTINENTAL SECURITIES LIMITED
CIN: L67120RJ1990PLC005371
Notes Forming Part of Income statement

Note 14 : Revenue from operations (Rs. in Lakhs)

| Sr. No. | Particulars | 2024-25 | 2023-24 |
|---------|----------------------------------|---------------|---------------|
| 1 | Interest from Financial services | 274.86 | 157.86 |
| | Total | 274.86 | 157.86 |

Note 15: Other income (Rs. in Lakhs)

| Sr. No. | Particulars | 2024-25 | 2023-24 |
|---------|--------------------------------|-------------|-------------|
| 1 | Interest on FDR | 0.24 | 0.21 |
| 2 | Misc. Income | 0.00 | - |
| 3 | Capital gain on sale of shares | 8.98 | - |
| 4 | Profit on sale of car | - | 0.48 |
| | Total | 9.22 | 0.69 |

Note 16 : Employment benefit expenses (Rs. in Lakhs)

| Sr. No. | Particulars | 2024-25 | 2023-24 |
|---------|------------------------|--------------|--------------|
| 1 | Salaries | 16.31 | 8.01 |
| 2 | Directors Remuneration | 12.00 | 9.00 |
| 3 | Bonus | 0.70 | 0.70 |
| 4 | Staff Welfare Expenses | 0.11 | - |
| | Total | 29.12 | 17.71 |

Note 17: Financial cost (Rs. in Lakhs)

| Sr. No. | Particulars | 2024-25 | 2023-24 |
|---------|---------------------------|-------------|-------------|
| 1 | Bank Charges | 0.20 | 0.46 |
| 2 | Interest paid on car loan | 0.44 | 0.41 |
| 3 | Interest paid on OD Loan | 1.90 | 1.26 |
| 4 | Brokerage Expenses | 0.06 | - |
| 5 | Interest on Income tax | 2.83 | 2.54 |
| | Total | 5.43 | 4.68 |

Note 18: Depreciation and amortisation cost (Rs. in Lakhs)

| Sr. No. | Particulars | 2024-25 | 2023-24 |
|---------|--------------|-------------|-------------|
| 1 | Depreciation | 5.58 | 3.44 |
| | Total | 5.58 | 3.44 |



Note 19 : Other expenses

(Rs. in Lakhs)

| Sr. No. | Particulars | 2024-25 | 2023-24 |
|---------|----------------------------------|--------------|--------------|
| 1 | Advertisement Expenses | 2.20 | 1.41 |
| 2 | Statutory Audit Fees | 1.30 | 0.47 |
| 3 | Board meeting expense | 0.39 | 0.28 |
| 4 | BSE Complainece fees | 3.96 | 6.41 |
| 5 | BSE Listing Fees | 3.84 | 3.84 |
| 6 | Beurau Reporting charges | 0.25 | 0.25 |
| 7 | Depository fees | 1.36 | 0.60 |
| 8 | Electricity and water Exp. | 0.84 | 0.52 |
| 9 | Insurance Expenses | 0.38 | 0.29 |
| 10 | Internal Audit Fees | 0.13 | 0.09 |
| 11 | Legal & Professional Expenses | 5.86 | 3.18 |
| 12 | AGM Meeting Exp. | 0.10 | 0.11 |
| 13 | Office expenses | 0.35 | 0.50 |
| 14 | Repair & Maintenance exp. | 0.36 | 0.03 |
| 15 | Office Rent | 9.71 | 6.86 |
| 16 | Printing and Stationery | 1.01 | 0.30 |
| 17 | ROC Fees | 0.36 | 0.22 |
| 18 | Registrar & Transfer Agency Exp. | 1.87 | 1.08 |
| 19 | Directors Sitting Fee | 0.22 | 0.14 |
| 20 | Telephone and Postage exp. | 0.36 | 0.12 |
| 21 | Vehicle and Conveyance Expenses | 1.98 | 1.68 |
| 22 | Misc.exp. | 1.43 | 0.05 |
| 23 | Provisions for prudential Norms | 24.16 | - |
| 24 | Secretrial Audit Fee | 0.34 | - |
| | Total | 62.73 | 28.43 |

Note 20: Tax Expense

(Rs. in Lakhs)

| Sr. No. | Particulars | 2024-25 | 2023-24 |
|-------------|--|---------------|--------------|
| 20.1 | Current Tax | | |
| | Provision for Income Tax (Current Year) | 48.49 | 27.86 |
| | Short /(Excess) Provision for Income tax of earlier Years Adjusted | - | - |
| | Total Current Tax expense | 48.49 | 27.86 |
| 20.2 | Deferred Tax | | |
| | Deferred Tax charge/(credit) | (0.12) | 0.05 |
| | Total Deferred Income Tax expense/(benefit) | (0.12) | 0.05 |

Note 21: Earning per share

(Rs. in Lakhs)

| Sr. No. | Particulars | 2024-25 | 2023-24 |
|---------|---|-------------|-------------|
| 1 | Net profit after tax (A) | 132.86 | 76.38 |
| 2 | Weighted average number of equity shares (B) | 262.53 | 244.53 |
| | Earning per share (A/B) (Face value of Rs.2/-fully paid) | 0.51 | 0.31 |

**Shares held by promoters at the end of March 31, 2025**

| Sr. No. | Promoter Name | No. of Shares | % of total shares | % Change during the year |
|---------|-----------------------------------|-------------------|-------------------|--------------------------|
| 1 | Hemant Gupta | 525,000 | 2.00% | 0.00% |
| 2 | Hemlata Khuteta | 1,032,640 | 3.93% | 0.00% |
| 3 | Madan Lal Khandelwal | 352,000 | 1.34% | 0.00% |
| 4 | Mahima Khuteta | 924,465 | 3.52% | 0.00% |
| 5 | Navneet Khandelwal | 313,000 | 1.19% | 0.00% |
| 6 | Radhika Khandelwal | 59,500 | 0.23% | 0.00% |
| 7 | Raj Khuteta | 42,500 | 0.16% | -93.86% |
| 8 | Rajesh Khuteta | 1,766,375 | 6.73% | 106.50% |
| 9 | Sunidhi Khuteta | 1,141,525 | 4.35% | 0.00% |
| 10 | Vikrant Khandelwal | 640,000 | 2.44% | 0.00% |
| 11 | Yash Khuteta | 684,424 | 2.61% | 0.00% |
| 12 | Rajesh Khuteta Huf | 619,400 | 2.36% | 0.00% |
| 13 | Shyam Lal Khuteta Huf | 4,665 | 0.02% | -99.49% |
| 14 | Orchid Securities Private Limited | 802,000 | 3.05% | 0.00% |
| 15 | Vachi Commercial Llp | 1,950,000 | 7.43% | 0.00% |
| 16 | Ashok Mamodia | - | 0.00% | 0.00% |
| 17 | Bhagwati khandelwal | - | 0.00% | 0.00% |
| 18 | Geeta devi mamodia | - | 0.00% | 0.00% |
| 19 | Jagdish Prasad Khandelwal | - | 0.00% | 0.00% |
| 20 | Rajeev Khandelwal | - | 0.00% | 0.00% |
| | Total | 10,857,494 | 41.36% | |

Shares held by promoters at the end of March 31, 2024

| Sr. No. | Promoter Name | No. of Shares | % of total shares | % Change during the year |
|---------|-----------------------------------|-------------------|-------------------|--------------------------|
| 1 | Hemant Gupta | 525,000 | 2.15% | 0.00% |
| 2 | Hemlata Khuteta | 1,032,640 | 4.22% | 0.00% |
| 3 | Madan Lal Khandelwal | 352,000 | 1.44% | 0.00% |
| 4 | Mahima Khuteta | 924,465 | 3.78% | 0.00% |
| 5 | Navneet Khandelwal | 313,000 | 1.28% | 0.00% |
| 6 | Radhika Khandelwal | 59,500 | 0.24% | 0.00% |
| 7 | Raj Khuteta | 692,500 | 2.83% | 0.00% |
| 8 | Rajesh Khuteta | 855,375 | 3.50% | 0.00% |
| 9 | Sunidhi Khuteta | 1,141,525 | 4.67% | 0.00% |
| 10 | Vikrant Khandelwal | 640,000 | 2.62% | 0.00% |
| 11 | Rajesh Khuteta Huf | 619,400 | 2.53% | 0.00% |
| 12 | Shyam Lal Khuteta Huf | 915,665 | 3.74% | 0.00% |
| 13 | Orchid Securities Private Limited | 802,000 | 3.28% | 0.00% |
| 14 | Vachi Commercial Llp | 1,250,000 | 5.11% | 400.00% |
| 15 | Ashok Mamodia | - | 0.00% | 0.00% |
| 16 | Bhagwati khandelwal | - | 0.00% | 0.00% |
| 17 | Geeta devi mamodia | - | 0.00% | 0.00% |
| 18 | Jagdish Prasad Khandelwal | - | 0.00% | 0.00% |
| 19 | Rajeev Khandelwal | - | 0.00% | 0.00% |
| | Total | 10,123,070 | 41.40% | |



CONTINENTAL SECURITIES LIMITED

Note 22 : Disclosure in accordance with Ind AS-24 "Related party disclosure"

Names of related parties and description of relationship :

| Sr. No. | Name | Relation |
|---------|--------------------------|--|
| 1 | Rajesh Khuteta | Managing Director |
| 2 | Mahima Khuteta | Executive Director |
| 3 | Annu Khandelwal | Independent Director |
| 4 | Govind Sharan Khandelwal | Independent Director |
| 5 | Anant Sharma | Independent Director |
| 6 | Hemant Gupta | Chief Financial Officer |
| 7 | Pravita khandelwal | Company Secretary & Chief Compliance Officer |
| 8 | Madan Lal Khandelwal | Chairman (Up to 19 Feb 25) |
| 9 | Aayush Akar | Independent Director (Up to 5th Dec 24) |
| 10 | Suresh Gupta | Independent Director (Up to 24th July 23) |
| 11 | Vishnu Dusad | Independent Director (Up to 24th July 23) |
| 12 | Ruchi Gupta | Independent Director (Up to 24th July 23) |
| 13 | J.C.Kedawat | Independent Director (Up to 6th Nov 23) |

The nature of volume of transactions with related parties for the year ended March 31, 2025:

(Rs. in Lakhs)

| Sr. No. | Particulars | Rent charges | | Sitting Fee | | Salary Expenses | |
|---------|--------------------------|--------------|-------------|-------------|-------------|-----------------|--------------|
| | | 2024-25 | 2023-24 | 2024-25 | 2023-24 | 2024-25 | 2023-24 |
| 1 | Rajesh Khuteta | 4.66 | 4.24 | 0.05 | 0.09 | 9.00 | 9.00 |
| 2 | Mahima Khuteta | - | - | 0.02 | - | 3.00 | - |
| 3 | Annu Khandelwal | - | - | 0.04 | 0.05 | - | - |
| 4 | Govind Sharan Khandelwal | - | - | 0.02 | - | - | - |
| 5 | Anant Sharma | - | - | 0.02 | - | - | - |
| 6 | Hemant Gupta | - | - | - | - | 2.95 | 2.40 |
| 7 | Pravita Khandelwal | - | - | - | - | 3.60 | 2.70 |
| 8 | Madan Lal Khandelwal | - | - | 0.04 | 0.09 | - | - |
| 9 | Aayush Akar | - | - | 0.03 | 0.05 | - | - |
| 10 | Suresh Gupta | - | - | - | 0.04 | - | - |
| 11 | Vishnu Dusad | - | - | - | 0.04 | - | - |
| 12 | Ruchi Gupta | - | - | - | 0.04 | - | - |
| 13 | J.C.Kedawat | - | - | - | 0.02 | - | - |
| | Total | 4.66 | 4.24 | 0.22 | 0.41 | 18.55 | 14.10 |

(Rs. in Lakhs)

| Related Party | Nature of Relationship | Transaction | Amount 2024-25 | Balance outstanding 31st March 25 | Amount 2023-24 | Balance outstanding 31st March 24 |
|----------------|--------------------------|--------------|----------------|-----------------------------------|----------------|-----------------------------------|
| Rajesh Khuteta | Key Management Personnel | Remuneration | 9.00 | - | 9.00 | - |
| | | Rent | 4.66 | - | 4.24 | - |
| Mahima Khuteta | Key Management Personnel | Remuneration | 3.00 | - | - | - |

Note: All Related Party Transactions entered during the year were in ordinary course of the business and are on arm's length basis.

Note 23 : Segment information

The Company has only one reportable business segment, i.e. lending to borrowers within India., which have similar nature of products and services, type/class of customers and the nature of the regulatory environment (which is banking) for the purpose of Ind AS 108 on 'Segment Reporting'. Accordingly, revenue income only consists of interest income and the amounts appearing in the financial statements relate to the Company's single business segment. Further, during the FY 24-25 the company has acquired ARN from AMFI for Mutual Fund distribution business.

Note 24: Expenditure in foreign currency

There is no earnings and expenditure in foreign currency.

Note 25 : There are no claims against the company as on March 31, 2025 and March 31, 2024.

Note 26: Commitments and contingencies

There are no Commitments and Contingent Liabilities as on March 31, 2025 and March 31, 2024.

Note 27 - Previous year figures have been rearranged / regrouped where ever considered necessary.

Note 28: Proposed dividends on equity shares

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|--|------------------------|------------------------|
| Proposed Final dividend on equity shares for the financial year ended March 31, 2025: Rs. 0.05 per equity share of Rs. 2 each* | 14.63 | - |

*Note- The Board of Directors at its meeting held on 26 May 2025 have recommended a payment of final dividend of Rs. 0.05 per equity share with face value of Rs. 2.00 per share for the financial year ended 31 March 2025 to Rs. 14.63 Lakhs. The above is subject to approval at the ensuing Annual General Meeting of the Company and hence is not recognised as a liability.

**Note 29: Title deeds of Immovable Property not held in name of the Company**

There are no immovable properties owned by the company whose title deeds are held in its name.

Note 30: Revaluation of Property, Plant & Equipment

During the year under review the company has not revalued its property, plant & Equipment.

Note 31: Loan & Advance made to promoters, directors, KMPs and other related parties

The Company has not provided any loans and advance to the parties covered under this clause.

Note 32: Intangible Assets under development

There are no intangible assets under development which are owned by the company.

Note 33: Details of Benami property held

No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

Note 34: Willful Defaulter

The company has not been declared as wilful defaulter by any bank or financial institutions or other lenders.

Note 35 : Relationship with struck off Companies

There are no transactions (Including Investment in Securities / Shares held by Struck off company & Other Outstanding balances) with companies struck off u/s 248 of the Companies Act 2013, or section 560 the Companies At, 1956.

Note 36 :Registration of charges and satisfaction with Registrar of Companies

There are no charges or satisfaction of charges which are yet to be registered with Registrar of Companies beyond the statutory period.

Note 37:Utilization of Borrowed funds and share premium

The Company as part of its normal business, grants loans and advances, makes investment, provides guarantees to and accept deposits and borrowings from its customers, other entities and persons. These transactions are part of Company's normal non-banking finance business, which is conducted ensuring adherence to all regulatory requirements. Other than the transactions described above, 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 persons or entities, including foreign entities (intermediaries) with the understanding, whether recorded in writing or otherwise, that the intermediary shall lend or invest in party identified by or on behalf of the Company (ultimate beneficiaries). The Company has also not received any fund from any parties (funding party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the funding party (ultimate beneficiaries) or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

Note 38:Undisclosed Income

Company has not surrendered or disclosed any transaction which was not recorded in the books of accounts as income during the year in the tax assessment under the Income Tax Act.

Note 39:Details of Crypto Currency or Virtual Currency

The company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.

Note 40: Discontinued Operations

The Company had no discontinuing operations during the financial years ended March 31, 2025 and March 31, 2024.

**As per our report of even date
For R.P.KHANDELWAL & ASSOCIATES
Chartered Accountants**

**Sd/-
RAM PRAKASH KHANDELWAL (Partner)
M.No.: 071002
FRN: 001795C
UDIN: 25071002BMKPPY2285**

**Date:- 26-05-25
Place:- Jaipur**

**For & On Behalf of the Board
Continental Securities Limited**

**Sd/-
Rajesh Khuteta
(Managing Director)
DIN : 00167672**

**Sd/-
Hemant Gupta
(Chief Financial officer)**

**Sd/-
Mahima Khuteta
(Director)
DIN : 08245957**

**Sd/-
CS Pravita Khandelwal
M. No. 53836**



Schedule to the Balance Sheet of an NBFC

(₹ in lakhs)

| Particulars | | | (in lakhs) | | | | |
|---------------------------|--|--------------------------------|-----------------------|----------------|----------|---|-------|
| Liabilities side | | | Amount outstanding | Amount overdue | | | |
| (1) | Loans and advances availed by the NBFC | | | | | | |
| | (a) | Debentures: Secured | | - | - | | |
| | | : Unsecured | | - | - | | |
| | | (other than falling within the | | | | | |
| | (b) | Deferred Credits | | - | - | | |
| | (c) | Term Loans | | - | - | | |
| | (d) | Inter-corporate loans and | | - | - | | |
| | (e) | Commercial Paper | | - | - | | |
| | (f) | Public Deposits* | | - | - | | |
| (g) | Other Loans (specify nature) | | 22.55 | - | | | |
| * Please see Note 1 below | | | - | - | | | |
| (2) | Break-up of (1)(f) above (Outstanding | | | | | | |
| | (a) | In the form of Unsecured | | - | - | | |
| | (b) | In the form of partly secured | | - | - | | |
| | (c) | Other public deposits | | - | - | | |
| | * Please see Note 1 below | | | | | | |
| Assets side | | | Amount outstanding | | | | |
| (3) | Break-up of Loans and Advances including | | | | | | |
| | (a) | Secured | | | 116.28 | | |
| | (b) | Unsecured | | | 1,646.63 | | |
| (4) | Break up of Leased Assets and stock on | | | | | | |
| | (i) | Lease assets including lease | | | - | | |
| | | (a) | Financial lease | | | - | |
| | | (b) | Operating lease | | | - | |
| | (ii) | Stock on hire including hire | | | - | | |
| | | (a) | Assets on hire | | | - | |
| | | (b) | Reposessed Assets | | | - | |
| | (iii) | Other loans counting towards | | | - | | |
| | | (a) | Loans where assets | | | - | |
| (b) | | Loans other than (a) | | | - | | |
| (5) | Break-up of Investments | | | | | | |
| | Current Investments | | | | | | |
| | 1. | Quoted | | | | | |
| | | (i) | Shares | | | | |
| | | | (a) | Equity | | | - |
| | | | (b) | Preference | | | - |
| | | (ii) | Debentures and | | | - | |
| | | (iii) | Units of mutual funds | | | - | |
| | | (iv) | Government | | | - | |
| | | (v) | Others (please | | | - | |
| | 2. | Unquoted | | | | | |
| | | (i) | Shares | | | | |
| | | | (a) | Equity | | | - |
| | | | (b) | Preference | | | - |
| | | (ii) | Debentures and | | | - | |
| | | (iii) | Units of mutual funds | | | - | |
| | | (iv) | Government | | | - | |
| | | (v) | Others (please | | | - | |
| | Long Term investments | | | | | | |
| | 1. | Quoted | | | | | |
| | | (i) | Share | | | | |
| | | | (a) | Equity | | | 19.75 |
| | | | (b) | Preference | | | - |
| | | (ii) | Debentures and | | | - | |
| | | (iii) | Units of mutual funds | | | - | |
| | | (iv) | Government | | | - | |
| | | (v) | Others (please | | | - | |
| 2. | Unquoted | | | | | | |
| | (i) | Shares | | | | | |
| | | (a) | Equity | | | - | |
| | | (b) | Preference | | | - | |
| | (ii) | Debentures and | | | - | | |
| | (iii) | Units of mutual funds | | | - | | |
| | (iv) | Government | | | - | | |
| | (v) | Others (please | | | - | | |



| | | | | | | |
|--|--|------------------------------------|-----------------------------|---|--------------------------------|----------|
| (6) | Borrower group-wise classification of assets financed as in (3) and (4) above: | | | | | |
| | Category | | | Amount net of provisions | | |
| | | | | Secured | Unsecured | Total |
| | 1. | Related Parties ** | | | | |
| | | (a) | Subsidiaries | - | - | - |
| | | (b) | Companies in the same group | - | - | - |
| | | (c) | Other related parties | - | - | - |
| | 2. | Other than related | | 116.28 | 1,646.63 | 1,762.91 |
| Total | | | 116.28 | 1,646.63 | 1,762.91 | |
| (7) | Investor group-wise classification of all investments (current and long term) in shares and | | | | | |
| | Category | | | Market Value/ Break up or fair value or NAV | Book Value (Net of Provisions) | |
| | 1. | Related Parties ** | | | | |
| | | (a) | Subsidiaries | - | - | |
| | | (b) | Companies in the same group | - | - | |
| | | (c) | Other related parties | - | - | |
| | 2. | Other than related parties | | 19.75 | 19.75 | |
| | Total | | | 19.75 | 19.75 | |
| ** As per Accounting Standards of ICAI (Please see Note 3) | | | | | | |
| (8) | Other information | | | | | |
| | Particulars | | | Amount | | |
| | (i) | Gross Non-Performing Assets | | | | |
| | | (a) | Related parties | - | | |
| | | (b) | Other than related | 20.26 | | |
| | (ii) | Net Non-Performing Assets | | | | |
| | | (a) | Related parties | | | |
| | | (b) | Other than related | 20.26 | | |
| | (iii) | Assets acquired in satisfaction of | | - | | |
| Notes: | | | | | | |
| 1. | As defined in paragraph 5.1.26 of the Directions. | | | | | |
| 2. | Provisioning norms shall be applicable as prescribed in these Directions. | | | | | |
| 3. | All notified Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/ fair value/ NAV in respect of unquoted investments shall be disclosed irrespective of whether they are classified as long term (amortised cost in the case of Ind AS) or current (fair value in the case of Ind AS) in (5) above. | | | | | |

For R.P.KHANDELWAL & ASSOCIATES
Chartered Accountants

sd/-
RAM PRAKASH KHANDELWAL (Partner)
M.No.: 071002

Date: 26-05-2025
Place:- Jaipur
UDIN: 25071002BMKPPY2285



Notes to the Financial Statements for the year ended March 31, 2025

A. Corporate Information

Continental Securities Limited ("the Company") is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its equity shares are listed on BSE Limited.

The company is registered with the Reserve Bank of India (RBI), Ministry of Corporate Affairs (MCA), and Association of Mutual Funds in India (AMFI). The registration details are as follows:

| | |
|---------------------------------|-----------------------|
| RBI | 10.0002 |
| Corporate Identity Number (CIN) | L67120RJ1990PLC005371 |
| AMFI | ARN-322707 |

The Company is a Non-Systemically Important Non-Deposit taking NBFC, NBFC- Investment and Credit Company (NBFC-ICC) holding a Certificate of Registration from the RBI 03rd March 1998. The RBI, under Scale Based Regulations (SBR) had categorised the Company in Base Layer (NBFC-BL) vide its circular dated September 30, 2022. The Company is primarily engaged in the business of financing Business loans, loans against property, Loan against Gold items and Mutual Fund Distribution services.

The Registered Office of the Company is at Flat 301, Metro Plaza, Gopalbari, Jaipur, Rajasthan, India.

B. Basis of preparation of financial statements

a. Basis of preparation of financial statements

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under Section 133 of the Companies Act, 2013 (the 'Act') [Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time)].

The financial statements are prepared and presented as per the relevant provisions of the Companies Act, 2013 and the guidelines and directives issued by the Reserve Bank of India (RBI) to the extent applicable.

The regulatory disclosures as required by Master Direction - Reserve Bank of India (Non-Banking Financial Company- Scale based regulation) Directions, 2023, as amended, issued by RBI are prepared as per the Ind AS financial statements.

The financial statements have been prepared on a historical cost basis, except for, derivative financial instruments and other financial assets held for trading and all of which have been measured at fair value. The financial statements are presented in Indian Rupees (INR) and all values are rounded to the nearest lakh, except when otherwise indicated.

b. Basis of measurement

The financial statements have been prepared on going concern basis in accordance with the Ind AS 1. The Management is of the view that the Company shall be able to continue its business for the near future and no material uncertainty exists that may cast significant doubt on the going concern assumption. In making this assessment, the Management has considered a wide range of information relating to present and future conditions, including future projections of profitability, cash flows and capital resources.

C. Presentation of Financial Statements

The financial statements of the Company are presented as per Schedule III (Division III) of the Companies Act, 2013 applicable to NBFCs, as notified by the MCA. The Statement of Cash Flows is presented as per the requirements of Ind AS 7 - Statement of Cash Flows. The Company classifies its assets and liabilities as financial and non-financial and presents them in the order of liquidity. Financial assets and financial liabilities are generally reported on a gross basis except when, there is an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event and the parties intend to settle on a net basis in the following circumstances:

1. The normal course of business
2. The event of default



3. The event of insolvency or bankruptcy of the Company and/or its counterparties

Cash flows are reported using the indirect method where by the profit after tax is adjusted for the effect of the transactions of a non-cash nature, any deferrals or accruals of past and future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

D. Statement of Compliance

These standalone or separate financial statements of the Company have been prepared in accordance with Ind AS as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, notified under Section 133 of the Companies Act, 2013 and the other relevant provisions of the Act. The Company has consistently applied accounting policies to all the periods.

E. Summary of material accounting policies

1. Cash and cash equivalents

Cash and cash equivalent comprises cash in hand, demand deposits and time deposits with original maturity of less than three months held with bank.

2. Recognition of Revenue

Revenue is recognized based on rules applied through accrual accounting and the matching principle. Accrual accounting states that revenue is recognized when it's realized and earned, independent of when cash is received. Realized means, the revenue for goods or service has been received, and earned means the good has been provided or a service has been delivered. Finally, the matching principle states that revenue and associated costs, such as costs of goods or commission, should be accounted for in the same period.

Recognition of interest income

The Company recognizes interest income by applying the effective interest rate (EIR) to the gross carrying amount of a financial asset and as per year-to-year financial contracts as agreed by the management.

3. Property, plant and equipment (PPE) and Intangible assets

Property, plant and equipment

PPE are stated at cost (including incidental expenses directly attributable to bringing the asset to its working condition for its intended use) less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Subsequent expenditure related to PPE is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of item can be measured reliably. Other repairs and maintenance costs are expensed off as and when incurred.

An item of property, plant and equipment and any significant part initially recognised is derecognised 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 statement of profit and loss when the asset is derecognised.

PPEs not ready for the intended use on the date of the Balance Sheet are disclosed as "capital work-in-progress".

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as "Intangible assets under development".

Impairment of tangible, intangible and right to use assets:

The Company reviews the carrying amounts of its tangible and intangible assets at the end of each reporting period, to determine whether there is any indication that carrying value of those assets may not be



recoverable through continuing use. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

An impairment loss is on such assessment will be recognised wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount such that the increased carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognized for the asset in prior years. The reversal of an impairment loss is recognized in the Statement of profit and loss.

4. Depreciation and Amortization

Depreciation

Depreciation is provided over the useful life of the asset as per Schedule-II of Companies Act 2013 and depreciation rates have been worked out by applying written down value method.

Amortization

Intangible assets are amortized on a straight line basis over the estimated useful economic life. The Company estimates the useful life of an intangible asset will not exceed four years from the date when the asset is available for use. If the persuasive evidence exists to the affect that useful life of an intangible asset exceeds four years, the Company amortizes the intangible asset over the best estimate of its useful life.

5. Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. A contract is, or contains, a lease, if the contract conveys the right to control the use of an assets for a period of time in exchange for consideration.

Measurement of Lease Liability

At the time of initial recognition, the Company measures lease liability as present value of all lease payment discounted using the Company's incremental cost of borrowing rate. Subsequently, the lease liability is

- (i) Increased by interest on lease liability;
- (ii) Reduce by lease payment made; and

Measurement of Right-of-Use asset

At the time of initial recognition, the Company measures 'Right-of-Use assets' as present value of all lease payment discounted using the Company's incremental cost of borrowing rate w.r.t said lease contract. Subsequently, 'Right of-Use assets' is measured using cost model i.e. at cost less any accumulated depreciation and any accumulated impairment losses adjusted for any re-measurement of the lease liability specified in Ind AS 116 'Leases'. Depreciation on 'Right-of-Use assets' is provided on straight line basis over the lease period.

The Company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

**6. Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

7. Dividends on ordinary shares

The Company recognises a liability to make cash distributions to equity shareholders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the Companies Act, 2013, the final dividend is authorised when it is approved by the shareholders and interim dividend is authorised when it is approved by the Board of Directors of the Company. A corresponding amount is recognised directly in equity.

8. Contingent liabilities, Contingent assets and Commitments

The Company does not recognize a contingent liability but discloses its existence in the financial statements

Contingent liability is disclosed in the case of:

- A present obligation arising from past events, when it is not probable that an outflow of resources will not be required to settle the obligation.
- A present obligation arising from past events, when no reliable estimate is possible.
- A possible obligation arising from past events, unless the probability of outflow of resources is remote. Contingent liabilities are reviewed at each balance sheet date.

Contingent assets are not recognised. A contingent asset is disclosed, as required by Ind AS 37, where an inflow of economic benefits is probable.

Commitments are future contractual liabilities, classified and disclosed as follows:

- The estimated amount of contracts remaining to be executed on capital account and not provided for;
- Undisbursed commitment relating to loans; and
- Other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

9. Retirement and other employee benefits

Provision for further liability of gratuity payable at a future date has not been made as no employee has become entitled for the same as on date and shall be accounted for as and when paid.

10. Taxes

Tax expense comprises current and deferred tax.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with Income tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.



The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

11. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose calculating Diluted Earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

12. Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Where the fair value of financial assets and financial liabilities at initial recognition is different from its transaction price, the difference between the fair value and transaction price is recognised in the statement of profit and loss. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized immediately in Statement of profit and loss.

(a) Recognition and Measurement

(I.) Financial Assets

All financial assets are recognised initially at fair value when the Company becomes party to the contractual provisions of the financial asset. In case of financial assets which are not recorded at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial assets, are adjusted to the fair value on initial recognition.

Financial assets carried at amortised cost: A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding using the Effective Interest Rate (EIR) method less impairment, if any and the amortisation of EIR and loss arising from impairment, if any is recognised in the statement of profit and loss.

Financial assets at fair value through other comprehensive income: A financial asset is measured at fair value through other comprehensive income if both of the following conditions are met: • If it is held within a business model whose objective is to hold these assets in order to collect contractual cash flows and to sell these financial assets, and • The contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Fair value movements are recognised in the other comprehensive income. For equity investments, the Company makes an election on an instrument-by instrument basis to designate equity investments as measured at FVOCI. These elected investments are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in



the reserves. The cumulative gain or loss is not reclassified to Statement of profit and loss on disposal of the investments. These investments in equity are not held for trading. Instead, they are held for strategic purpose. Dividend income received on such equity investments are recognized in Statement of profit and loss.

Financial assets at fair value through profit or loss: A financial asset which is not classified as either amortised cost or at fair value through other comprehensive income is carried at fair value through the statement of profit and loss

(II.) Financial liabilities

All financial liabilities are recognized initially at fair value when the company become party to the contractual provisions of the financial liability. In case of financial liability which are not recorded at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial liabilities, are adjusted to the fair value on initial recognition. The company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

Classification as debt or equity: Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity Instrument: An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Subsequent measurement

Financial Liability: Financial liabilities other than financial liabilities at fair value through profit and loss are subsequently measured at amortized cost using the effective interest method.

(b) **Derecognition:**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognised from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

(c) **Impairment of financial instruments:**

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' model (ECL), for the financial assets which are not fair valued through profit or loss. For all financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in statement of profit and loss.

Overview of the ECL principles:

Expected Credit Loss, at each reporting date, is measured through a loss allowance for a financial asset: • At an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. • At an amount equal to 12-month expected credit losses, if the credit risk on a financial instrument has not increased significantly since initial recognition. Lifetime expected credit losses (LTECLs) means expected credit losses that result from all possible default events over the expected life of a financial asset.

12-month expected credit losses ((12mECLs) means the portion of Lifetime ECL that represent the ECLs that result from default events on financial assets that are possible within the 12 months after the reporting date. The Company records allowance for expected credit losses for all loans, other debt financial assets, together with loan commitments (in this section all referred to as 'financial instruments'). The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime



expected credit loss or LTECL), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' expected credit loss (12mECL). Both LTECLs and 12mECLs are calculated on either an individual basis or a collective basis, depending on the nature of the underlying portfolio of financial instruments. The Company performs an assessment, at the end of each reporting period, of whether a financial assets credit risk has increased significantly since initial recognition. When making the assessment, the change in the risk of a default occurring over the expected life of the financial instrument is used instead of the change in the amount of expected credit losses. Based on the above process, the Company has established an internal model to evaluate ECL based on nature of Financial Assets. Based on the above process, the Company categorizes its loans into Stage 1, Stage 2 and Stage 3, as described below:

Stage 1: Stage 1 is comprised of all non-impaired financial assets which have not experienced a significant increase in credit risk since initial recognition. When loans are first recognized, the Company recognizes an allowance based on 12mECLs. A 12mECLs provision is made for stage 1 financial assets. In assessing whether credit risk has increased significantly, the Company compares the risk of a default occurring on the financial asset as at the reporting date with the risk of a default occurring on the financial asset as at the date of initial recognition. Stage 1 loans also include facilities where the credit risk has improved and the loan has been reclassified from Stage 2. **Stage 2:** Stage 2 is comprised of all non-impaired financial assets which have experienced a significant increase in credit risk since initial recognition. The Company recognises lifetime ECL for stage 2 financial assets. In subsequent reporting periods, if the credit risk of the financial instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then entities shall revert to recognizing 12mECLs provision. **Stage 3:** Financial assets are classified as Stage 3 when there is objective evidence of impairment as a result of one or more loss events that have occurred after initial recognition with a negative impact on the estimated future cash flows of a loan or a portfolio of loans.

The key elements of the ECL are summarized below: **Exposure at Default (EAD):** The Exposure at Default is an estimate of the exposure at a future default date (in case of Stage 1 and Stage 2), taking into account, expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected draw downs on committed facilities, and accrued interest from missed payments. In case of Stage 3 loans EAD represents exposure when the default occurred. **Probability of Default (PD):** The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognized and is still in the portfolio. **Loss Given Default (LGD):** The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realization of any collateral. It is usually expressed as a percentage of the EAD. Impairment losses and releases are accounted for and disclosed separately from modification losses or gains that are accounted for as an adjustment of the financial asset's gross carrying value.

(d) Write offs:

The gross carrying amount of a financial asset is written off when there is no realistic prospect of further recovery. This is generally the case when the Company determines that the debtor/ borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities under the Company's recovery procedures, considering legal advice where appropriate. Any recoveries made are recognized in the Statement of profit and loss.

**NOTICE OF 35th ANNUAL GENERAL MEETING**

Notice is hereby given that the 35th Annual General Meeting of the Members of Continental Securities Limited will be held on Monday, 22nd September, 2025 at 02:00 P.M. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 01 To receive, consider and adopt: The standalone financial statements of the Company which includes the Audited Balance Sheet as at March 31, 2025, the Statement of Profit and Loss for the financial year ended as on that date and the Cash Flow Statement together with reports of the Board of Directors and the Statutory Auditors thereon.

ITEM NO. 2 To Declare Dividend in terms of section 123 of the Companies Act 2013 of Rs. 0.05/- (Five Paise only) per equity share (i.e. 0.05%) of face value Rs. 2/- each for the Financial Year 2024-25.

“RESOLVED THAT a dividend at the rate of Rs. 0.05/- (Five Paise only) per equity share of 2 (Rupees two) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2025, and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2025.”

Item No. 3 - Appointment of Ms. Mahima Khuteta (DIN: 08245957), who retires by rotation, to appoint a director in place of Ms. Mahima Khuteta, Director (DIN: 08245957) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

Item No. 4 – Appointment of M/s. Mahendra Khandelwal & Co. as the Secretarial Auditors of the Company for a period of five (5) years

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

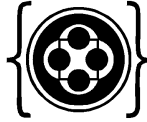
“RESOLVED THAT pursuant to the provisions of Regulation 24A and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), Section 204 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, if any and the Rules framed thereunder, as amended from time to time, and based on the recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as the 'Board'), M/s. Mahendra Khandelwal & Co., (Firm Registration No. S2001RJ047800 / Peer Review Certificate No. 1937/2022) be and are hereby appointed as the Secretarial Auditors of the Company for an Audit period of five consecutive years commencing from FY 2025-26 until FY 2029-30, on such remuneration as may be mutually agreed upon between the Board and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Item No.5: To Confirm appointment of Mr. Yash Khuteta (DIN: 10804110) as a Non-Executive Non-Independent Director.

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

“Resolved that pursuant to the provisions of sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and pursuant to the notice received under section 160 of the Act and recommendation of Board of Directors of the Company and in line with the Articles of Association of the Company, Mr. Yash Khuteta (holding Director Identification



Number:10804110), who was appointed as an Additional Non-executive Director of the Company with effect from August 29, 2025 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Non-executive Director of the Company, liable to retire by rotation, with effect from the original date of appointment i.e. August 29 , 2025.

Resolved further that each of the Directors and the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the aforesaid resolution and make necessary filings and disclosures to regulatory authorities as may be required under the applicable provisions of the Act.”

By Order of the Board of Directors

Continental Securities Limited

Sd/-

Pravita Khandelwal

Company Secretary and compliance Officer

Membership No. 53836

Regd. Office: Flat 301, Metro Plaza,

Gopal Bari, Jaipur, Rajasthan 302001

CIN: L67120RJ1990PLC005371

E-mail: continentalsecuritieslimited@gmail.com

Tel.-0141-2943037, website- www.continentalsecuritiesltd.com

Date- 29-08-2025

Place- Jaipur

**IMPORTANT NOTES:**

1. In compliance with General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular issued by SEBI vide Circular No. SEBI/HO/CFD/ CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular"), other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof) for the time being in force and as amended from time to time and the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 35th Annual General Meeting ("AGM") of the Company is being held through VC/OAVM without the physical presence of Members at a common venue. The deemed venue for the 35th AGM will be the Registered Office of the Company 301 Metro Plaza, Gopalbari, Jaipur, Rajasthan 302001.
2. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards-2 issued by ICSI, in respect of Directors seeking appointment/re-appointment at this AGM is annexed to this Notice.
3. Since this AGM is being held through VC/OAVM pursuant to the aforesaid MCA & SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM. Hence, proxy form, attendance slip and route map are not annexed to this Notice. However, Institutional Investors and Corporate Members are entitled to appoint authorised representatives to attend this AGM through VC/OAVM, participate there at, and cast their votes through e-voting.
4. Institutional shareholders (i.e. investors other than individuals, HUF, NRI etc.) intending to appoint authorised representative to participate and/or vote through e-voting, are requested to send scanned copy of the certified true copy of Board Resolution/Authority letter etc. to the evoting@cDSL.com. Institutional shareholders and Corporate Members may also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
5. The Members may join the AGM in the VC/OAVM mode thirty minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In line with the circulars issued by MCA & SEBI, the Notice of this AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail address are registered with the Company/ Depositories/RTA. For obtaining the physical copy of Annual Report, the Members may send requests to the Company's dedicated email-id continentalsecuritieslimited@gmail.com. The Notice of 35th AGM and Annual Report for FY 2024-25 is also available on the Company's website at www.continentalsecuritiesltd.com, websites of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com, respectively and on the website of CDSL at www.evoting.cDSL.com.
8. Members desirous of seeking information regarding Accounts of the Company are requested to send their queries to continentalsecuritieslimited@gmail.com on or before Monday, September 15, 2025.
9. In the 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 through e-voting.
10. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 16, 2025 to Monday, September 22, 2025 (both dates inclusive) to determine the shareholders entitled to receive the Dividend as recommended by the Board of Directors for the financial year ended March 31, 2025.



11. If the dividend, as recommended by the Board of Directors, is approved at this AGM, payment of such dividend will be made as under:
12. To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Depository Securities Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL') as of the close of business hours on Monday, September 15, 2025.
13. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Monday, September 15, 2025.

Kindly note that as per Listing Regulations it is mandatory for the Company to print the bank account details of the investors in the dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/RTA/ Depository Participant, as the case may be.

14. SEBI vide its notification dated January 25, 2022, has mandated listed companies to issue securities in dematerialised form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further, as per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation. Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or M/s. BEETAL FINANCIAL AND COMPUTER SERVICES PRIVATE LIMITED) ('RTA'), for assistance in this regard.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participant with whom they are maintaining their demat account.

15. The Members are encouraged to furnish/ update their PAN, KYC details including contact details & bank account details, Nomination and specimen signature with the RTA/the Company in specified forms. The Securities and Exchange Board of India ("SEBI") has mandated Members holding shares in physical mode to furnish their PAN, KYC details including contact details & bank account details, Nomination and specimen signature with the RTA/the Company.

Please note that unless the above details are updated with the RTA/the Company, Members would not be able to receive any correspondence(s)/information/intimation from the RTA/the Company.

Please note that it is also mandatory to link PAN with Aadhar number. Investors who are yet to link the PAN with Aadhar number are requested to complete the same. Securities held in physical folios which have no PAN registered/have invalid PAN registered/no PAN linked with their Aadhar numbers in the records of the RTA/Company shall be considered inoperative/inactive/ incomplete.

The formats for nomination and updation of KYC details in accordance with the SEBI circular are available on the Company's website at www.continentalsecuritiesltd.com , Grievance Redressal/ Service Requests can be availed with the RTA only after the required documents/complete data as mandated are furnished for physical folios.

The duly filled-in Forms along with supporting documents may be sent to the RTA at their address – Beetal financial and computer services private limited, BEETAL HOUSE, 3rd Floor, 99, Madangir, Behind LSC, New Delhi - 110062 Members may submit the duly filled complete set of scanned documents with e-sign* through e-mail. Please note that only documents received from the registered e-mail address of the shareholders will be considered. The documents received from e-mail address of brokers and third parties will not be entertained.



16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as the name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant(s), in case they hold the shares in electronic form and to the Company's RTA for shares held in physical form, with relevant documents, by following the instructions given above.

17. Manner of registration of e-mail address to receive the Annual Report for 2024-25 including AGM Notice:

In terms of MCA Circulars, for the purpose of the 35th AGM, the eligible Members, whose e-mail addresses are not registered with the Company/ DP and who wish to receive the Annual Report along with the AGM Notice electronically and to cast the vote electronically, may register their e-mail addresses on or before 05:00 p.m. IST on Monday, September 15, 2025, pursuant to which such Member shall receive the Notice of this AGM along with the Integrated Annual Report 2024-25.

Members are requested to register the e-mail address with their concerned DPs, in respect of equity shares held in demat mode and in respect of equity shares held in physical mode, please Contact to company's RTA (Beetal financial and computer services private limited), BEETAL HOUSE, 3rd Floor, 99, Madangir, Behind LSC, New Delhi - 110062

Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs/RTA to enable servicing of notices/ documents/integrated annual reports and other communications electronically to their e-mail address in future. Alternatively, those Members who have not registered their email addresses are required to send an email request to evoting@cdsl.com.

After successful submission of the e-mail address, CDSL will email a copy of the Notice of this AGM along with the Annual Report 2024-25 as also the remote e-Voting user ID and password on the e-mail address registered by the Member.

In case of any queries, Members may write to evoting@cdsl.com.

18. Members who have not claimed/received their dividend paid by the Company, they are requested to write to the Company's RTA. Members are requested to note that in terms of Section 125 of the Act, any dividend unpaid/unclaimed for a period of seven (7) years from the date these first became due for payment is to be transferred to the Central Government to the credit of the Investor Education & Protection Fund (IEPF). In view of this, members/claimants are requested to claim their dividends from the Company, within the stipulated timeline.

The Members whose unclaimed dividends/ shares have been transferred to IEPF may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 is available on www.iepf.gov.in.

19. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 01, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode).

20. A Resident individual shareholder with PAN and who is not liable to pay income tax may submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source, by email to continentalsecuritieslimited@gmail.com by 06:00 p.m. (IST), Monday, September 15, 2025. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under the tax treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial



Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to continentalsecuritieslimited@gmail.com. The aforesaid declarations and documents need to be submitted by the shareholders by 06:00 p.m. (IST), Monday, September 15, 2025. For detailed instructions and formats of the Forms and documents to be submitted, please visit www.continentalsecuritiesltd.com.

21. Members are requested to follow the below steps for updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner. Shares held in physical form: Members are requested to send the following details/ documents to the Company's Registrars and Transfer Agent ('RTA'), viz.

BEETAL Financial & Computer Services Pvt Ltd.

BEETAL HOUSE, 3rd Floor,

99, Madangir, Behind LSC, New Delhi - 110062

Ph. 011-29961281-283, 26051061, 26051064, 011-42959000 Fax 011-29961284

Email id : beetalrta@gmail.com

The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the Bank account details furnished by the Depositories for depositing dividends. The dividend will be credited to the Members' bank account through ECS wherever complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors. The Company complies with the SEBI requirement.

Form ISR-1 along with supporting documents. The said form is available on the Company's website at <https://www.continentalsecuritiesltd.com/other-disclosures>.

Form ISR-2 along with cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly.

For further details, Members are requested to refer to process detailed on the Company's website at www.continentalsecuritiesltd.com.

Shares held in electronic form: Members holding shares in electronic form may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such bank details.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form. For Members who are unable to receive the dividend directly in their bank account through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the Warrant/Bankers' Cheque/Demand Draft through postal or courier services.

22. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at continentalsecuritieslimited@gmail.com

23. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

VOTING THROUGH ELECTRONIC MEANS

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, the General Circular No. 09/2024 dated September 19, 2024,



issued by the Ministry of Corporate Affairs and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is pleased to provide Members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting ('AGM') by electronic means (by using the electronic voting system provided by CDSL)

either by:

(i) remote e-Voting prior to the AGM; or

(ii) e-Voting during the AGM.

2. The remote e-Voting period (for e-Voting prior to the AGM) commences on Friday, September 19, 2025, at 10:00 a.m. (IST) and ends on Sunday, September 21, 2025, at 05:00 p.m. (IST). The remote e-Voting module shall be disabled by CDSL for voting thereafter. The Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Monday, September 15, 2025 may cast their vote by remote e-Voting. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 15, 2025. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast a vote again.
3. The Board of Directors have appointed Mr. Ajay Khandelwal, Partner of Ajay Khandelwal & associates, Practicing chartered accountants, who are not in the employment of the Company, as the Scrutiniser to scrutinise the voting at the AGM and remote e-Voting process in a fair and transparent manner.
4. The facility for e-Voting shall also be made available during the AGM, and Members attending the AGM through VC/OAVM, who have not already cast their vote by remote e-Voting, may exercise their right to vote during the AGM through the CDSL portal.
5. The Members who have cast their vote by remote e-Voting prior to the AGM can also participate through VC/OAVM but shall not be entitled to cast their vote through e-voting again.
6. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Monday, September 15, 2025 may obtain the login ID and password by sending a request at evoting@cdsl.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS

ARE AS UNDER:

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

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

- (i) The voting period begins on Friday, September 19, 2025 at 10.00 A.M. and ends on Sunday, September 21, 2025 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the) cutoff date Monday, September 15, 2025, 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 SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.



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

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

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

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

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



| | |
|--|---|
| | <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/ SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | 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 abovementioned website.

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

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 |
| 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 : 022 - 4886 7000 and 022 - 2499 7000 |

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

- (i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form**.
- 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



- 4) For CDSL: 16 digits beneficiary ID,
- 5) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- 6) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 7) Next enter the Image Verification as displayed and Click on Login.
- 8) 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.
- 9) If you are a first-time user follow the steps given below:

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

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant continental securities limited on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**



- (xiv) 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.
- (xv) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (xvi) 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.
- (xvii) The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- (xviii) It is Mandatory that, 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.
- (xix) Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; continentalsecuritieslimited@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. 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 e-voting.
3. 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/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at company email id continentalsecuritieslimited@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may 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.

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

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 toll free no. 1800 21 09911.

By Order of the Board of Directors
Continental Securities Limited

Sd/-
Pravita Khandelwal
Company Secretary and compliance Officer
Membership No. 53836

Regd. Office: Flat 301, Metro Plaza,
Gopal Bari, Jaipur, Rajasthan 302001
CIN: L67120RJ1990PLC005371
E-mail: continentalsecuritieslimited@gmail.com
Tel.-0141-2943037, website- www.continentalsecuritiesltd.com

Date- 29-08-2025

Place- Jaipur

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

The following Statement sets out all material facts relating to the Resolution(s) mentioned under Item No(s). 4, 5 of the accompanying Notice.

Context for Item No. 4:

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Third Amendment Regulations dated December 12, 2024 and Regulation 24A(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary. The Company may appoint an individual as Secretarial Auditor for not more than one term of five consecutive years or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years.

It is proposed to appoint M/S. Mahendra Khandelwal & Co., Practicing Company Secretary, as Secretarial Auditors of the Company for an Audit period of five consecutive years commencing from 2025-26 till 2029-30, at a remuneration mutually agreed between the board of directors and auditor. Further, out-of-pocket expenses incurred during the course of the Secretarial Audit, payable for the financial year 2025-26, and subject to revision in subsequent years, as may be mutually agreed upon, between the Board of Directors of the Company and the Secretarial Auditors. The firm has confirmed its eligibility and provided the necessary documents, including the consent letter, peer review certificate, and eligibility confirmation.

The Board and the Audit Committee, while considering the appointment of M/s Mahendra Khandelwal & Co. as Secretarial Auditors of the Company, evaluated the firm's credentials, expertise to manage secretarial audits in the sector that the Company operates, its professional standing, technical competence, and the diversity of its client portfolio. Based on this assessment, M/s Mahendra Khandelwal & Co. was found to be well-qualified to conduct the Secretarial Audit for the Company.

Based on the approval of the Audit Committee, the Board recommends the Resolution At Item No. 4 of the accompanying Notice for approval by the Members of the Company by way of an Ordinary Resolution.

None of the Directors, KMPs and or their respective relatives, are in any way, concerned or interested, financially or otherwise in this Resolution.

Brief Profile (in case of appointment):

M/s. Mahendra Khandelwal & Co., is a proprietorship firm of CS Mahendra Prakash Khandelwal. The firm is a progressive, dedicated and professionally managed currently operating in Jaipur which provides comprehensive Legal, Secretarial and Management Advisory Services in the field of Corporate Laws, SEBI Laws, RBI Laws, Listing Regulations, Business Management, Mergers & Acquisition, etc.. The Firm has been conducting secretarial audit of various listed entities.

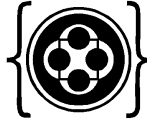
Not related to any of the Directors or Key Managerial Personnel or any of their relatives.

Context for Item No. 5:

Mr. Yash Khuteta (DIN:10804110) was appointed as additional director of the company in the board meeting held on 29/08/2025, who holds office only up to the date of upcoming General Meeting.

The Board has recommended the confirmation of Mr. Yash Khuteta (DIN:10804110) as Non-Executive Non-Independent Director of the company. The Board has taken the decision based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the company.

Mr. Yash Khuteta (DIN:10804110) is not disqualified from being appointed as Non-Executive Non-Independent Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be appointed and has given his consent to act as non-executive Non-Independent Director of the company.



A brief profile of Mr. Yash Khuteta (DIN:10804110) is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

It is proposed to seek Members' approval for the appointment of and remuneration payable to Mr. Yash Khuteta (DIN:10804110) as Non-Executive Non-Independent Director, in terms of the applicable provisions of the said Act and the Rules made thereunder.

The Board of Directors recommend the resolution set forth in Item no. 5 of the notice for your approval as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

By Order of the Board of Directors

Continental Securities Limited

Sd/-

Pravita Khandelwal

Company Secretary and compliance Officer

Membership No. 53836

Regd. Office: Flat 301, Metro Plaza,

Gopal Bari, Jaipur, Rajasthan 302001

CIN: L67120RJ1990PLC005371

E-mail: continentalsecuritieslimited@gmail.com

Tel.-0141-2943037, website- www.continentalsecuritiesltd.com

Date- 29-08-2025

Place- Jaipur

**ANNEXURE I**

Details of Directors seeking appointment/re-appointment vide this Notice, pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standards on General Meetings issued by Institute of Company Secretaries of India (ICSI) are as follows:

| | | |
|---|---|--|
| Name of Director | Ms. Mahima Khuteta | Mr. Yash Khuteta |
| DIN | 08245957 | 10804110 |
| Age | 26 Years | 22 Years |
| Qualifications | CA, B.com | CA (Inter). B.com |
| Nature of expertise in specific functional areas | Mahima has experience in the area of statutory audit, direct taxation & indirect taxation during the period of articleship and further experience of financial due diligence during her job in PwC. | Yash has a experience of auditing, taxation & financial markets. |
| Relationships with Managing Director, Manager and other Key Managerial Personnel inter-se | Daughter | Son |
| Directorships held in other Public Limited Companies and Listed Companies | NIL | NIL |
| No. of Equity shares held in the Company including beneficial ownerships | 9,24,465 shares | 6,84,424 Shares |
| Key terms and conditions of appointment/reappointment | Director Liable to liable to retire by rotation. | Director Liable to liable to retire by rotation. |
| Remuneration last drawn | 3,00,000/- | NIL |
| Remuneration to be paid | NIL | NIL |
| Number of meetings of the Board attended during the Financial Year 2024-25 | 5 Board Meetings | NIL |
| Date of first appointment on Board. | 05-12-2024 | 29-08-2025 |
| Membership / Chairmanship of Statutory Committees of Board of other Companies excluding Directorship in Private COMPANY | NIL | NIL |

**INFORMATION AT A GLANCE**

| | | | |
|-----|---|---|-----------|
| 1. | Date of AGM (DATE & TIME) | 22-09-2025, MONDAY | 02.00 PM |
| 2. | AGM THROUGH (PHYSICAL/ VC/OAVM (VIDEO CONFERENCING OR OTHER AUDIO VIDEO MEANS)) | (VIDEO CONFERENCING OR OTHER AUDIO VIDEO MEANS) | |
| 3. | YOU ARE OPTING FOR EMAIL/SMS SERVICES PROVIDED BY CDSL? (TICK) | YES | NO |
| 4. | E-voting Agency (CDSL) | CDSL | |
| 5. | Book Closure Start Date | 16-09-2025 | |
| 6. | Book Closure End Date | 22-09-2025 | |
| 7. | Dividend Payment Date | The Board of Directors have recommended a Final dividend of Rs.0.05/- per equity share of face value of Rs.2/- each fully paid up (i.e. 2.50%) for the Financial Year ended March 31, 2025. Subject to shareholders approval at the ensuing 35 th AGM the said Final dividend will be paid within 30 days from the date of Annual General Meeting, subject to deduction of tax at source, as per the applicable rate(s) to the eligible shareholders | |
| 8. | Cut-off Date to whom AGM/EGM Notices to be dispatched | 22-08-2025 | |
| 9. | Dispatch date of Notice | 30-08-2025 | |
| 10. | E-Voting advertisement in Newspaper (21day prior) | 29-08-2025 | |
| 11. | Cut-off Date for Cast for E-voting (Up to 7 days prior from AGM/EGM) | 15-09-2025 (Monday) | |
| 12. | E-Voting Start Date & Time | 19-09-2025 (Friday) | 10.00A.M. |
| 13. | E-Voting End Date & Time | 21-09-2025 (Sunday) | 05.00 P.M |
| 14. | Last Date of submission of Report by Scrutinizer | 24-09-2025 | |
| | Date of declaration of results of E-Voting by the Chairman | 24-09-2025 | |