



# CIL securities Ltd

REGD. OFF : 214, RAGHAVA RATNA TOWERS, CHIRAG ALI LANE, ABIDS, HYDERABAD - 500 001.  
PHONE NO. OFF : 040-23202465, 23203155,  
E.mail : advisors@cilsecurities.com  
CIN No - L 67120TG1989PLC010188

Ref: CILSEC/LODR/COMP/06/2024

28<sup>th</sup> June 2024

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

Dear Sir/Madam,

Sub: Notice of 35<sup>th</sup> Annual General Meeting

Ref: Scrip Code: 530829

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of 35<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Tuesday,, 23<sup>rd</sup> July, 2024 at 12.00 p.m. (IST) through Video Conference ("VC") / Other Audio Visual Means ("OAVM").

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For CIL Securities Limited

Krishna Kumar Maheshwari  
Managing Director  
DIN: 00223241



Encl: A/a

## NOTICE

Notice is hereby given that the Thirty Fifth Annual General Meeting of CIL Securities Limited will be held on Tuesday, 23<sup>rd</sup> July, 2024 at 12.00 P.M. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following businesses:

### ORDINARY BUSINESS:

- 1) To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2024 and the reports of the Board of Directors and Auditors thereon and in this regard to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

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

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Pramila Maheshwari (DIN: 00223430), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

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

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ashok Kumar Inani (DIN: 00223069), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

### SPECIAL BUSINESS:

- 4) To Re-appoint Mr. Krishna Kumar Maheshwari (DIN: 00223241) as a Managing Director of the Company for term of 5 years and in this regard,

to consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196,197,198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and pursuant to Regulation 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for re-appointment of Mr. Krishna Kumar Maheshwari (DIN: 00223241) as the Managing Director of the Company, to hold office for a term of five (5) years w.e.f. from 31<sup>st</sup> July, 2024 to 30<sup>th</sup> July, 2029 on such terms and conditions as set out in the explanatory statement annexed to the Notice convening this Meeting and other conditions including the remuneration and perquisites as set out in the agreement dated 26<sup>th</sup> April, 2024;"

**"RESOLVED FURTHER THAT** the board be and is hereby authorized to take such steps as may be necessary for obtaining statutory approvals in relation to the above and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

- 5) To Appoint Mr. Om Prakash Jagetiya (DIN: 00546495) as an Independent Director of the Company for term of 5 years and in this regard, to consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to provisions of Section 149, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Regulations 17 (1C), 25 (2A) and other applicable provisions of SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Om Prakash Jagetiya (DIN: 00546495) as Independent Director of the company, not liable to retire by rotation, to hold office for a term of five consecutive years w.e.f. 27<sup>th</sup> April, 2024, and he has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Om Prakash Jagetiya be continued as an Independent Director (under Non-Executive category) of the Company for the said term of 5 years, notwithstanding that on 27<sup>th</sup> September, 2024 Mr. Om Prakash Jagetiya attains the age of 75 years during the aforesaid tenure.”

“**RESOLVED FURTHER THAT** Mr. K.K. Maheshwari, Managing Director or Mr. A.K. Inani, Director- Finance/CFO of the Company be and are hereby authorized, subject to the compliance with the applicable laws and regulations, to do all such acts, deeds, things as may be expedient and necessary for giving effect to the aforesaid resolution.”

- 6) To Appoint Mr. Santosh Kumar Rathi (DIN: 06478349) as an Independent Director of the Company for term of 5 years and in this regard, to consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 149, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Regulations 17 (1C), 25 (2A) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Santosh Kumar Rathi (DIN: 06478349) as Independent Director of the company, not liable to retire by rotation, to hold office for a term of five consecutive years w.e.f. from 27<sup>th</sup> April, 2024, and he has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations.”

“**RESOLVED FURTHER THAT** Mr. K.K. Maheshwari, Managing Director or Mr. A.K. Inani, Director- Finance/CFO of the Company be and are hereby authorized, subject to the compliance with the applicable laws and regulations, to do all such acts, deeds, things as may be expedient and necessary for giving effect to the aforesaid resolution.”

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

**Place:** Hyderabad  
**Date:** 26th April, 2024

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

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

**NOTES:**

1. Pursuant to the General Circular nos. 14/2020 dated 08<sup>th</sup> April, 2020; 17/2020 dated 13<sup>th</sup> April, 2020; 20/2020 dated 05<sup>th</sup> May, 2020; 02/2021 dated 13<sup>th</sup> January, 2021; 19/2021 dated 8<sup>th</sup> December, 2021; 21/2021 dated 14<sup>th</sup> December, 2021, 02/2022 & 03/2022 dated 5<sup>th</sup> May, 2022; 10/2022 & 11/2022 dated 28<sup>th</sup> December, 2022 ; 09/2023 dated 25<sup>th</sup> September, 2023 issued by the Ministry of Corporate Affairs ("MCA Circular") and Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 06, 2023 ('SEBI circular') issued by SEBI (MCA Circular and SEBI Circular collectively referred as 'Circulars'), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The relevant Explanatory Statement pursuant to the provisions of Section 102(1) of the Act setting out the material facts and reasons, concerning the business under Item Nos. 4, 5 and 6 of this Notice of AGM is annexed herewith. Further, the relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standards-2'), in respect of Directors seeking appointment or re-appointment at the AGM are also annexed to this Notice.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 read with MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of the Companies Act, 2013 ("Act") a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.
7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report for the financial year 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice calling the AGM has been uploaded on the website of the Company at [www.cilsecurities.com](http://www.cilsecurities.com). The Notice can also be accessed from the websites of the Stock

Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

9. Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all equity shares in respect of which dividend has not been claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF authority within a period of thirty days of such equity shares/dividend becoming due to be transferred to the IEPF. Accordingly, the Company would be transferring the Equity Shares and Final Dividend for the year ended 31<sup>st</sup> March, 2017. In the event of transfer of equity shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF rules.
10. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2015-16 to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Details of dividends so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).
11. As per Regulation 40 of SEBI (LODR) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April 2019, except in the case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with the physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings in dematerialized form.
12. The Securities and Exchange Board of India ("SEBI") vide its circular dated November 03, 2021;

December 14, 2021; March 16, 2023; May 17, 2023 and November 17, 2024 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company.

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

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

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

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

The shareholders can download the forms mentioned in SEBI circular from the website of the Company at [www.cilsecurities.com](http://www.cilsecurities.com)

13. To support the "Green initiative", members who have not yet registered their email addresses are requested to register the same with their DP's in case the share are held by them in electronic form and with the Company/RTA if the share are held by them in physical form.
14. Members are requested to intimate changes, if any, pertaining to their Name, Postal Address, E-mail address, telephone/mobile numbers, PAN, Mandates, Nominations, PoA, Bank Details such as name of the bank, branch details, bank account number, MICR Code, IFSC Code etc. to their DP's in case the shares are held by them in electronic form and to the company if the shares are held in physical form.
15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of

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

16. The Board of Directors have appointed Mr. Thomas Joseph Lloyd, Practicing Advocate as the scrutinizer to scrutinize the voting during the Remote E-voting and venue voting in a fair and transparent manner.

The Scrutinizer shall after the conclusion of e-voting at the AGM, will first count the votes casted through e-voting at the meeting and thereafter unblock the votes casted through remote e-voting and shall make, not later than two (2) working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes casted in favor or against, if any, to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

17. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website [www.cilsecurities.com](http://www.cilsecurities.com).

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

- (i) The voting period begins on 20<sup>th</sup> July, 2024 at 10.00 A.M. (IST) and ends on 22<sup>nd</sup> July, 2024 at

5.00 P.M. (IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 15<sup>th</sup> July, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars, as amended, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi /Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System my easi.</li> <li>2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</li> </ol>

Type of shareholders	Login Method
	<p>demat account number held 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 &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility for seamless voting experience.</p>
Individual Shareholders (holding securities in demat-mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.</p>

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

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

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

- v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on "Shareholders" module.
  - 3) Now enter your User ID
    - a) For CDSL: 16 digits beneficiary ID,
    - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.



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

	<b>For Shareholders Holding Shares In Demat Form Other Than Individual and Physical Form</b>
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"> <li>o Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
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"> <li>o If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix) Click on the EVSN 240605008 for CIL Securities Limited.
- x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv) If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi) Facility for Non - Individual Shareholders and Custodians - Remote Voting**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. secretary@cilsecurities.com and llyod159@rediffmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance between 18th July, 2024 (10.00 am) to 22nd July, 2024 (5.00 pm), mentioning their name, demat account number/folio number, email id, mobile number at secretary@cilsecurities.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance between 18th July, 2024 (10.00 am) to 22nd July, 2024 (5.00 pm), mentioning their name, demat account number/folio number, email id, mobile number at secretary@cilsecurities.com. These queries will be replied to by the company suitably by email.
  - viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

- i) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
  - ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
  - iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
  - iv) Shareholders are encouraged to join the Meeting through Laptops/iPads for better experience.
  - v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- ix) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  - x) If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

- i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned

copy of Aadhar Card) by email to [ra@cilsecurities.com](mailto:ra@cilsecurities.com).

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

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

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

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

**Place:** Hyderabad  
**Date:** 26th April, 2024

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

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

**EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4 to 6 of the accompanying Notice:

**ITEM NO: 4**

In terms of the applicable provisions of the Companies Act, 2013 ('Act') and Rules made thereunder, the shareholders of the Company in their 30<sup>th</sup> Annual General Meeting ('AGM') held on 30<sup>th</sup> September, 2019, by way of special resolution approved the re-appointment of Mr. K. K. Maheshwari (DIN:00223241), as Managing Director of the Company w.e.f. 31<sup>st</sup> July, 2019.

Accordingly, his current tenure is due to expire on 30<sup>th</sup> July, 2024. The Company has exhibited a strong performance in its overall operations under the leadership of Mr. K. K. Maheshwari and considering the other key factors as elaborated below, the board recommends the resolutions at item no. 4 of this Notice for approval of the members.

The Board in its meeting held on 26<sup>th</sup> April, 2024, based on the recommendations of the Nomination and Remuneration Committee, recommended the re-appointment of Mr. K. K. Maheshwari as the Managing Director, post completion of his present term, for a further period of 5 (five) consecutive years i.e. from 31<sup>st</sup> July, 2024 till 30<sup>th</sup> July, 2029 on the terms and conditions, including the remuneration as hereinafter indicated. The key factors to be kept in mind in relation to the proposal for the above said re-appointment for the proposed term, on terms and conditions including remuneration are as follows:

The terms of the renewed agreement dated 26<sup>th</sup> April, 2024 are as follows:-

1. Salary of Rs.2,00,000 (Rupees Two Lakhs only) per month or such higher amount as may be approved by the Board from time to time.
2. Commission: Commission will be allowed to Mr. Krishna Kumar Maheshwari in addition, to salary and perquisites, the amount of which is, based on the net profits (pre-tax) of the Company in a particular year, shall be subject to the overall ceilings as laid down in Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 as applicable. The Amount of Commission for

each Financial Year or part thereof will be decided by the Board from time to time in its absolute discretion, but shall not exceed an amount equal to 5% of the Net Profits (pre-tax) of the Company computed in accordance with the laws, policies, rules, regulations or guidelines in force. Commission may be payable prorata on a monthly basis at the discretion of the Board of Directors.

3. Perquisites: Perquisites will be allowed in addition to salary and commission restricted to an amount equal to the annual salary.

Unless the context otherwise requires, the perquisites are classified into 3 Categories "A", "B" & "C" as follows:

**CATEGORY - A:**

This will comprise House Rent Allowance, Leave Travel Concession, Medical Reimbursement, Fees on Clubs and Personal Accident Insurance. These may be provided for as under:

1. Housing: The Company shall provide rent free unfurnished residential accommodation to the Managing Director or House Rent Allowance up to a maximum of 50% of the salary in lieu thereof.
2. Medical and/or Hospitalization Expenses: Expenses incurred for the self and the family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.
3. Leave Travel Concession: Leave Travel Concession for self and family, once in a year incurred subject to a ceiling of one month's salary.
4. Club Fees: Fees of Club subject to maximum of two Clubs. This will not include admission and life membership fee.
5. Personal Accident Insurance: Premium not to exceed Rs. 10,000/- per annum.

**CATEGORY-B:**

1. Contribution to Provident Fund, Super Annuation Fund, or Annuity Fund as and when applicable will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together, are not taxable under the Income Tax Act, 1961. Gratuity payable shall not exceed half a month's salary for each completed year of service.

- Encashment of leave at the end of the tenure will not be included in the computation of ceiling on perquisites.

**CATEGORY - C:**

- Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the appointee concerned.
- The appointee(s) shall also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of legitimate business of the Company.

The appointee(s) shall be eligible for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the rules of the Company.

The above remuneration payable to Mr. Krishna Kumar Maheshwari is subject to the condition that the total remuneration including all the perquisites as mentioned in Category 'A', 'B' & 'C' above shall not exceed 5% of the net profits (pre-tax) payable to the Managing Director as calculated in accordance with Sections 197, 198, 203 and Schedule V to the Companies Act, 2013 or any amendment thereto or any other provisions as may be applicable.

In the event of absence or inadequacy of profits in any financial year, Mr. Krishna Kumar Maheshwari will be paid the above salary as minimum remuneration and in addition thereto the perquisites not exceeding the limits specified under Schedule V of the Companies Act, 2013.

The terms and conditions of appointment and remuneration given herein may be altered and varied from time to time by the Board of Directors of the Company as it may, at its discretion deem fit, so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 (including any statutory modification or reenactment thereof, for the time being in force) or any amendments made thereto from time to time and acceptance of the appointee(s).

**Other terms and conditions:**

The Managing Director shall not become interested or otherwise concerned directly or through his spouse and/ or children, in any selling agency of the company.

The terms and conditions of appointment and remuneration given herein may be altered and varied from time to time by the Board of Directors of the Company as its direction deem fit, so as not exceed the time limit Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof).

The Managing Director is liable to retire by rotation.

The Managing Director will not be paid any sitting fees for attending the Board and Committee Meetings of the Company.

The terms and conditions of appointment of the Managing Director also include clauses pertaining to adherence with the Company's code of conduct, laid down in Corporate Governance.

All the provisions, terms and conditions of this Agreement are subject to the approval of the members of the Company in the Annual General Meeting and are liable to change /modification as deemed fit by the members.

The brief profile of Mr. K. K. Maheshwari is given in table below.

**ITEM NO: 5**

The Nomination and Remuneration Committee in its meeting held on 26<sup>th</sup> April, 2024, recommended the proposal of appointment of Mr. Om Prakash Jagetiya (DIN: 00546495) and Mr. Santosh Kumar Rathi (DIN: 06478349) as an Independent Director of the Company.

The Board in its meeting held on the same day, considered the proposal and appointed Mr. Om Prakash Jagetiya as an Additional Director in the nature Non-Executive Independent Director, subject to the approval of the shareholders of the Company, in accordance with the provisions of Section 149 read with Schedule IV of the Act for a period of five consecutive years w.e.f. 27<sup>th</sup> April, 2024 on the Board of a Company.

The Company has received a declaration from him stating that he has not been debarred from holding the office of Director pursuant to any SEBI Order and meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is not disqualified from being appointed as a Director in terms of Section 164 of the

Companies Act, 2013 and has given his consent to act as an Independent Director.

In the opinion of the Board, Mr. Om Prakash Jagetiya fulfils the criteria for his appointment as an Independent Director, possesses appropriate skills, experience and knowledge as specified in Regulation 36(3)(f) of SEBI (LODR) Regulations and is independent of the management. He has not resigned from any listed company during the last three years.

In terms of Regulation 17(1A) of the SEBI Listing Regulations, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five (75) years unless a special resolution is passed to that effect by the shareholders of the Company. Since he shall attain age of seventy-five (75) years during his term as Independent Director on 27<sup>th</sup> September, 2024, a special resolution is proposed for approval by the members at the ensuing Annual General Meeting.

The terms and conditions of his appointment is placed on the website of the Company and is available for inspection without any fee by the members at the Registered Office of the Company.

The board recommends the resolutions at item no. 5 of this Notice for approval of the members.

The brief profile of Mr. Om Prakash Jagetiya is given in table below.

**ITEM NO: 6**

The Nomination and Remuneration Committee in its meeting held on 26<sup>th</sup> April, 2024, recommended the proposal of appointment of Mr. Santosh Kumar Rathi (DIN: 06478349) as an Independent Director of the Company.

The Board in its meeting held on the same day,

considered the proposal and appointed Mr. Santosh Kumar Rathi as an Additional Director in the nature Non-Executive Independent Director, subject to the approval of the shareholders of the Company, in accordance with the provisions of Section 149 read with Schedule IV of the Act for a period of five consecutive years w.e.f. 27<sup>th</sup> April, 2024 on the Board of a Company.

The Company has received a declaration from him stating that he has not been debarred from holding the office of Director pursuant to any SEBI Order and meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as an Independent Director.

In the opinion of the Board, Mr. Santosh Kumar Rathi fulfils the criteria for his appointment as an Independent Director, possesses appropriate skills, experience and knowledge as specified in Regulation 36(3)(f) of SEBI (LODR) Regulations and is independent of the management. He has not resigned from any listed company during the last three years.

The terms and conditions of his appointment is placed on the website of the Company and is available for inspection without any fee by the members at the Registered Office of the Company.

The board recommends the resolution at item no. 6 of this Notice for approval of the members.

The brief profile of Mr. Santosh Kumar Rathi is given in table below.

**Details of Directors seeking Appointment/ Re-Appointment at the 35th Annual General Meeting**

(Pursuant to Regulation 26 and 36 of SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per SS-2 issued by ICSI)

Particulars	Item no. 2 of Notice	Item no. 3 of Notice	Item no. 4 of Notice
Name	Mrs. Pramila Maheshwari	Mr. Ashok Kumar Inani	Mr. Krishna Kumar Maheshwari
DIN	00223430	00223069	00223241
Date of First Appointment	31 <sup>st</sup> December, 1993	03 <sup>rd</sup> November, 2012	29 <sup>th</sup> June, 1989
Designation	Director	Director- Finance/CFO	Managing Director
Date of Birth	26 <sup>th</sup> January, 1965	16 <sup>th</sup> August, 1958	30 <sup>th</sup> June, 1962
Qualification	Graduate in Commerce	Graduate in Commerce	Graduate in Commerce
Expertise in specific functional areas	She is a graduate in Commerce and has experience in Capital Market operations of more than 30 years.	He is having more than 36 years of experience in Financial Services and Capital Market Operations.	He is having more than 37 years of experience in Investment Activity, Merchant Banking, Registrar & Share Transfer Agent, Stock Broking Activity and other diversified financial activities.
Terms and conditions of appointment and details of last Remuneration drawn	Retiring by rotation, being eligible offers herself for reappointment Sitting Fees will be paid for attending the Board and Committee Meetings.	Retiring by rotation, being eligible offers himself for reappointment. Rs. 15,42,208	Managing Director, liable to retire by rotation. Rs. 20,43,303
Disclosure of relationship between director inter-se	She is spouse of Mr. K. K. Maheshwari, Managing Director of the Company and is not related to any other managerial person or Director of the Company.	Mr. Ashok Kumar Inani is not related to any other Director or Key Managerial Personnel of the Company.	He is spouse of Mrs. Pramila Maheshwari, Director of the Company and is not related to any other managerial person or Director of the Company.
Number of Shares held in the Company	7,68,500 Equity shares	500 Equity shares	22,71,250 Equity shares
Directorships held in a listed companies	NIL	NIL	Raj Packaging Industries Limited
Directorships held in a listed companies from which the person has resigned in the past three years	NIL	NIL	NIL
Memberships / Chairmanships of committees of other companies	NIL	NIL	He is Member/ Chairman of following Committees of Raj Packaging Industries Limited  1. Nomination & Remuneration Committee: <b>Chairman</b> 2. Stakeholders Relationship Committee: <b>Member</b> 3. Audit Committee : <b>Member</b>

CIL SECURITIES LIMITED

Particulars	Item no. 5 of Notice	Item no. 6 of Notice
Name	Mr. Om Prakash Jagetiya	Mr. Santosh Kumar Rathi
DIN	00546495	06478349
Date of First Appointment	27 <sup>th</sup> April, 2024	27 <sup>th</sup> April, 2024
Designation	Independent Director	Independent Director
Date of Birth	27-09-1949	08-11-1952
Qualification	Holds a BE (Hons) and Masters in Business Administration degree from BITS Pilani.	Holds a Post Graduate Degree in Commerce.
Expertise in specific functional areas	He has expertise in the areas of General Management, Finance and Risk Management.	He has expertise in the areas of Banking, Financial Services and Real Estate.
Terms and conditions of appointment and details of last remuneration drawn	Independent Director, not liable to retire by rotation. Sitting Fees will be paid for attending the Board Meetings.	Independent Director, not liable to retire by rotation. Sitting Fees will be paid for attending the Board Meetings.
Disclosure of relationship between director inter-se	Mr. Om Prakash Jagetiya is not related to any other Director or Key Managerial Personnel of the Company.	Mr. Santosh Kumar Rathi is not related to any other Director or Key Managerial Personnel of the Company.
Number of Shares held in the Company	NIL	NIL
Directorships held in a listed companies	NCC Limited	NIL
Directorships held in a listed companies from which the person has resigned in the past three years	NIL	NIL
Memberships / Chairmanships of committees of other companies	He is Member/ Chairman of following Committees in NCC Limited: 1. Audit committee: <b>Member</b> 2. Stakeholders Relation Committee: <b>Member</b> 3. Risk Management Committee: <b>Member</b>	NIL

**Place:** Hyderabad  
**Date:** : 26th April, 2024

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

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

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