

CIL SECURITIES LIMITED

(CIN: L67120TG1989PLC010188)



NOTICE OF THE EXTRA ORDINARY GENERAL MEETING
TO BE HELD ON 23rd MARCH, 2015 AT 11.00AM



CIL SECURITIES LIMITED
(CIN: L67120TG1989PLC010188)
Regd. Office: 214, Raghava Ratna Towers,
Chirag Ali Lane, Abids, Hyderabad – 500 001.

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the Company will be held on Monday the 23rd Day of March, 2015 at 11.00 A.M. at 610, Raghava Ratna Towers, North Block (Medwin Hospital Complex) Chirag Ali Lane, Abids, Hyderabad – 500 001, to transact the following:

SPECIAL BUSINESS

Item No. (i) Alteration of Articles of Association

To consider and if thought fit, to pass with or without modification(s) the following resolution as special resolution.

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, Article 126(1) of the Articles of Association of the Company be and is hereby amended and substituted with the following Article :

126 (1) : The Board of Directors may, from time to time, appoint one or more of their number to be Managing Director(s) and/or Joint Managing Director(s) of the Company for fixed period, not exceeding five years at a time and on such terms as the Board of Directors think fit but subject to superintendence, control and direction of the Board of Directors, and may, from time to time, remove him or them from office, and appoint another/others in his or their place. The Director(s) so appointed shall while holding that office be subject to retirement by rotation or be taken into account for determining the rotation or retirements of Directors. But the appointment shall be subject to determination ipso facto if he or they cease from any cause to be a Director or Directors of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

Item No. (ii) - Appointment of Mr Budhi Prakash Toshniwal as an Independent Director for 5 years

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and clause 49 of Listing Agreement, Mr. Budhi Prakash Toshniwal (DIN: 00147869), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 7th February, 2015 is be and is hereby ratified and in respect of whom the Company has received a notice in writing from a member along with deposit of the requisite amount as required under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director subject to approval by the stock exchange, be and is hereby appointed as an Independent Director of the Company, to hold the office as such for a period of 5 (five) consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the Calendar Year 2019”.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings as may be required in relation to the aforesaid appointment and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

Item No. (iii) - Appointment of Mr F.R.Bhote as an Independent Director for 5 years

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and clause 49 of Listing Agreement Mr F.R.Bhote (DIN: 00156590), in respect of whom the Company has received a notice in writing from a member along with deposit of the requisite amount as required under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold the office as such for a period of 5 (five) consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the Calendar Year 2019”.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings as may be required in relation to the aforesaid appointment and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

Item No. (iv) Appointment of M/s. Ram Kishore Jhawar & Associates, Chartered Accountants as Statutory Auditors of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

“ RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made there under, M/s. Ram Kishore Jhawar & Associates, Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Extra Ordinary General Meeting (EoGM) till the conclusion of the Annual General Meeting to be held in 2017 (subject to ratification by reappointment by the members at every AGM held after this EGM) of the Company, on a remuneration as may be agreed upon by the Board of Directors and the Statutory Auditors

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings as may be required in relation to the aforesaid appointment and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

Item No. (v) Alteration/ Modification of Contract/ Agreement of Shri Krishna Kumar Maheshwari – Managing Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT the terms and conditions of the appointment agreement dated 17.05.2014 executed between Shri. Krishna Kumar Maheshwari (DIN: 00223241), Managing Director and the Company, be and is hereby partially altered by making him Director liable to retire by rotation and Other Terms and Conditions of the Agreement remain same and copy of such agreement has been placed in the meeting.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings as may be required in relation to the aforesaid appointment and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

Item No. (vi) Alteration/ Modification of Contract/ Agreement of Shri. Ashok Kumar Inani – Director Finance

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT the terms and conditions of the appointment agreement dated 03.11.2012 executed between Shri. Ashok Kumar Inani (DIN: 00223069), Whole Time Director and the Company, be and is hereby partially altered by making him Director liable to retire by rotation and Other Terms and Conditions of the Agreement remain same and copy of such agreement has been placed in the meeting.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings as may be required in relation to the aforesaid appointment and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

Item No. (vii) Alteration/ Modification of Contract/ Agreement of Shri. Piyush Modi – Executive Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT the terms and conditions of the appointment agreement dated 04.02.2013 executed between Shri. Piyush Modi (DIN: 00036680), Whole Time Director and the Company, be and is hereby partially altered by making him Director liable to retire by rotation and Other Terms and Conditions of the Agreement remain same and copy of such agreement has been placed in the meeting.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings as may be required in relation to the aforesaid appointment and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

Item No. (viii) Appointment of Shri A K Inani Whole Time Director of the Company as CFO of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 203 of the Companies Act, 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, of Companies Act, 2013, as amended or re-enacted from time to time, Shri A K Inani (DIN: 00223069 / PAN: AADPI1786Q) , Whole Time Director of the Company be and hereby appointed as “Chief Financial Officer of the Company” (“CFO”) on the Terms and Conditions including the terms of remuneration as recommended by the Nomination and Remuneration Committee with the liberty to the Board of Directors to alter or vary the same as may be agreed to between the Board of Directors and Shri. A K Inani.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings as may be required in relation to the aforesaid appointment and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

Regd. Office:
214, Raghava Ratna Towers,
Chirag Ali Lane, Abids,
Hyderabad – 500 001.

PLACE: HYDE RABAD
DATE: 07.02.2015

BY ORDER OF THE BOARD OF
CIL SECURITIES LIMITED

(K.K. MAHESHWARI)
MANAGING DIRECTOR
DIN: 00223241

NOTES

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxy Form, in order to be effective, can be deposited on any day during business hours at Registered Office of the Company at 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad - 500 001, but not less than 48 hours before the commencement of the Meeting.
- 2) Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other member. A Proxy form is annexed

to this Notice. Proxies submitted on behalf of Limited Companies, Societies, etc., must be supported by an appropriate resolution / authority, as applicable.

- 3) The Explanatory statement pursuant to section 102 of the Companies act, 2013, in respect of aforementioned business is annexed.
- 4) For the convenience of Members and proper conduct of the meeting, entry to the meeting venue will be regulated by attendance slip. Members / Proxies are requested to duly fill the attendance slips and hand it over at the entrance of the meeting to attend the meeting.
- 5) The Notice is being sent to the Members, whose names appear in the Register of Members/List of Beneficial Owners as on 6TH February, 2015 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the said date.
- 6) Corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization as stated in the instructions for e-voting.
- 7) The Board has appointed Mr. Dwaraka Prasad Asawa, Practicing Company Secretary, as the scrutinizer for conducting the e-voting /general meeting process in a fair and transparent manner.
- 8) In compliance with Clause 35B of the Listing Agreement and Sections 108 other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of attending the meeting in person. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional.
- 9) Members can opt for only one mode of voting, i.e., either by physical presence or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical presence will be treated as invalid.
- 10) Members are requested to notify immediately any change in their address to their Depository Participants with respect to dematerialized shares and to the Registrar and Share Transfer Agent in case of physical holding.
- 11) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- 12) Voting through electronic means
Pursuant to Section 108 of the Companies Act, 2013, read with the relevant rules thereunder, the Company is pleased to provide the facility to the members to exercise their right to vote by electronic means at the Extra – Ordinary General Meeting and the business may be transacted through e-voting services provided by CDSL. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link www.evotingindia.com.

The e-voting period will commence from 9.00 AM on, 17th March 2015 and will end at 5.00 PM on, 18th March 2015.

The electronic voting particulars are set out below:

EVSNO	USER ID	PASSWORD
150216013	DP ID - CLIENT ID / FOLIO NO	Printed on bottom of the Sticker

The e-voting facility will be available during the following voting period:

COMMENCEMENT OF E-VOTING	END OF E-VOTING
FROM 9.00 AM OF 17 TH MARCH, 2015	UPTO 5.00PM OF 18 TH MARCH, 2015

The Notice of the Extra-ordinary General Meeting and this communication are also available on the website of the Company, www.cilsecurities.com.

The Notice of EGM is being sent by Electronic mode only to the members whose email addresses are registered with Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email addresses physical copies of the

Notice of EGM are being sent by the permitted mode. Details of the process and the manner of E-voting is as follows:

INSTRUCTIONS FOR E-VOTING

Members are requested to follow the instructions below to cast their vote through e-voting:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com ; Click on "Shareholders" tab. Now, select 'CIL SECURITIES LIMITED' from the drop down menu and click on "SUBMIT"
- (ii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iii) Next enter the Image Verification as displayed and Click on Login. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below:

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

- (iv) After entering these details appropriately, click on "SUBMIT" tab.
- (v) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. 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.
- (vi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice. Click on the EVSN for 'CIL Securities Limited'. 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 decide 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xi) If Demat account holder has forgotten the changed 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) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.
- (B) The voting period begins **from 9.00 a.m. on 17th March, 2015 and ends at 5.00 p.m. on 18th March, 2015**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 6th February, 2015 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xiii) Mr. Dwaraka Prasad Asawa, Company Secretary in Whole-Time Practice (Membership No. ACS 20636, CP No 7546) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xiv) Kindly note that vote once cast, cannot be modified.
- (xv) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Company.

Registered Office:
214, Raghava Ratna Towers,
Chirag Ali lane, Abids,
HYDERABAD - 500 001.

BY ORDER OF THE BOARD OF
CIL SECURITIES LIMITED

PLACE: HYDERABAD
DATE: 07.02.2015

(K.K. MAHESHWARI)
MANAGING DIRECTOR
DIN: 00223241

ANNEXURE TO THE NOTICE

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

Item (i)

In view of the recent notification of Companies Act, 2013 and rules there under in place of Companies Act, 1956, it has become necessary for the Company to substitute the existing clause 126(1) of Articles of Association giving effect to the provisions and rules framed therein.

As per the provisions of Section 14 of the Companies Act,2013, alteration in Articles of Association of the Company will required to be approved by the shareholders of the Company by way of Special Resolution and hence placed for seeking approval of shareholders.

Copy of existing and amended Articles of Association of the Company will be available for inspection by members during 11.00 a.m to 2.00 p.m. at the Registered Office of the Company during Monday to Friday till the date of Extra Ordinary General Meeting

The Board recommends this resolution for approval of the Members.

None of the persons specified in Section 102 of the Companies Act, 2013, namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising

the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolutions financially or otherwise.

ITEM (ii)

Mr. Budhi Prakash Toshniwal is appointed as a Non Executive (Independent) Director of the Company. In terms of section 149 and other applicable provisions of the Companies Act, 2013 is be and hereby proposed to be appointed as an Independent Director for a term of five years.

A notice has been received from a member along with the deposit of requisite amount under section 160 of the Companies Act, 2013 proposing Mr. Budhi Prakash Toshniwal as a candidate for the office of Independent Director of the Company. The resume of Mr. Budhi Prakash Toshniwal is enclosed with this notice. The Company has also received from him the consent in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, the disclosure of his directorship in Form MBP-1 and a disclosure to effect that he is not disqualified under section 164(2).

In the opinion of the Board, Mr Budhi Prakash Toshniwal fulfils the conditions specified in the Act and the rules made there under for the appointment of Independent Director of the Company and is independent of the management.

Brief profile of Shri. Budhi Prakash Toshniwal

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

Other Directorships:

Name Of Company	Designation
Toshniwal Granites Private Limited	Whole Time Director
Mahaveer infoway Limited	Director

Membership/Chairmanship of Board Committees:

In Mahaveer Infoway Limited:

NAME OF THE COMMITTEE	CHAIRMAN/MEMBER
Audit Committee	Chairman
Nomination and Remuneration Committee	Member
Stakeholders Relationship Committee	Member

In CIL Securities Limited

NAME OF THE COMMITTEE	CHAIRMAN/MEMBER
Audit Committee	Chairman
Nomination and Remuneration Committee	Member
Stakeholders Relationship Committee	Member

Shareholding in the Company:NIL

A copy of draft letter of appointment setting out the terms and conditions of appointment of Mr. Budhi Prakash Toshniwal is open for inspection at the Registered Office of the Company on all working days (Monday to Friday) during normal business hours without payment of any fees by the Members. No Director, Key Managerial Personnel or their relatives except Mr. Budhi Prakash Toshniwal, to whom the resolution relates, is concerned or interested, financially or otherwise, in the above resolution. This statement may also be regarded as a disclosure under clause 49 of the Listing agreement with the Stock Exchange.

The Board recommends this resolution for approval of the Members.

None of the persons specified in Section 102 of the Companies Act, 2013, namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolutions financially or otherwise.

ITEM (iii)

Mr.F.R.Bhote was appointed as a Non Executive (Independent) Director of the Company. In terms of section 149 and other applicable provisions of the Companies Act, 2013 is be and hereby proposed to be appointed as an Independent Director for a term of five years.

A notice has been received from a member along with the deposit of requisite amount under section 160 of the Companies Act, 2013 proposing Mr F.R.Bhote as a candidate for the office of Director of the Company. The resume of Mr F.R.Bhote is enclosed with this notice. The Company has also received from him the consent in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, the disclosure of his directorship in Form MBP-1 and a disclosure to effect that he is not disqualified under section 164(2).

In the opinion of the Board, Mr F.R.Bhote fulfils the conditions specified in the Act and the rules made there under for the appointment of Independent Director of the Company and is independent of the management.

Brief profile of Mr. F R Bhote

Shri F.R . Bhote is a Science Graduate(Engineering) in Electronics & Communications and holds a Master Degree in Computer Science from I.I.T. He has got varied experience of more than 29 years in making Software for Capital Market.

Other Directorships:

Name Of Company	Designation
HYPERSOFT TECHNOLOGIES LIMITED	Managing Director

Membership/Chairmanship of Board Committees:

In HYPERSOFT TECHNOLOGIES LIMITED:

NAME OF THE COMMITTEE	CHAIRMAN/MEMBER
Audit Committee	Member
Stakeholders Relationship Committee	Member

In CIL Securities Limited

NAME OF THE COMMITTEE	CHAIRMAN/MEMBER
Audit Committee	Member
Nomination and Remuneration Committee	Chairman
Stakeholders Relationship Committee	Member

Shareholding in the Company:NIL

A copy of draft letter of appointment setting out the terms and conditions of appointment of Mr F.R.Bhote is open for inspection at the Registered Office of the Company on all working days (Monday to Friday) during normal business hours without payment of any fees by the Members. No Director, Key Managerial Personnel or their relatives except Mr F.R.Bhote, to whom the resolution relates, is concerned or interested, financially or otherwise, in the above resolution. This statement may also be regarded as a disclosure under clause 49 of the Listing agreement with the Stock Exchange.

The Board recommends this resolution for approval of the Members.

None of the persons specified in Section 102 of the Companies Act, 2013, namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolutions financially or otherwise.

ITEM (iv)

In view of the recent notification of Companies Act, 2013 and rules there under in place of Companies Act, 1956, the existing auditors could be reappointment for a term of 3 years subject to ratification by members of the Company in every Annual General Meeting.

The Board recommends this resolution for approval of the Members.

None of the persons specified in Section 102 of the Companies Act, 2013, namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolutions financially or otherwise.

ITEM (v), (vi) & (vii)

In view of the recent notification of Companies Act, 2013 and rules there under in place of Companies Act, 1956, it has become necessary for the Company to make the aforementioned directors as directors liable to retire by rotation in order to comply with the provisions of Companies Act, 2013

As per the provisions of the Companies Act, 2013, Their shall be atleast 2/3rd of the Board of Directors liable to retire by rotation.

Copy of draft agreement will be available for inspection by members during 11.00 a.m to 2.00 p.m. at the Registered Office of the Company during Monday to Friday till the date of Extra Ordinary General Meeting

The Board recommends the resolutions as mentioned in Item Nos. **(v), (vi) & (vii)** of the Notice for approval of members.

None of the persons specified in Section 102 of the Companies Act, 2013, except promoters/directors and their relatives to the extent of their shareholding are concerned or interested in the above resolutions financially or otherwise.

ITEM (viii)

In view of the recent notification of Companies Act, 2013 and rules there under in place of Companies Act, 1956, it has become necessary for the Company to appoint a CFO in order to comply with the provisions of Companies Act, 2013

As per the provisions of the Companies Act, 2013, Their shall be atleast one CFO in the Company.

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

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

The Board recommends the resolutions as mentioned in Item Nos. **(viii)** of the Notice for approval of members.

None of the persons specified in Section 102 of the Companies Act, 2013, namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolutions financially or otherwise except the Director seeking appointment as CFO.

The Following Directors have resigned from the Board of the Company w.e.f07.02.2015

S.No	Name of the Director	DIN
1	VEMULAPALLI BASAVA PURNAIAH	00284637
2	MATAM PRABHANJANA MURTI	00294106
3	RAMNIWAS RADHAKISHAN JOSHI	00798679

Regd. Office:
214, Raghava Ratna Towers,
Chirag Ali Lane, Abids,
Hyderabad – 500 001.

BY ORDER OF THE BOARD OF
CIL SECURITIES LIMITED

PLACE: HYDERABAD
DATE: 07.02.2015

(K.K. MAHESHWARI)
MANAGING DIRECTOR
DIN: 00223241

Form No. MGT-11**Proxy form**

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

CIN: L67120TG1989PLC010188

Name of the company: CIL SECURITIES LIMITED

Registered Office : 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad – 500001, Telangana.

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id & DP ID:

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the members of CIL SECURITIES LIMITED to be held on Monday, the 23rd Day of March, 2015 at 11.00 A.M. at 610, Raghava Ratna Towers, North Block (Medwin Hospital Complex), Chirag Ali Lane, Nampally, Hyderabad -500 001 Telangana and at any adjournment thereof in respect of such resolutions as indicated below:

S.No	Resolutions	No of Shares	For	Against
1.	To Alter the Articles of Association			
2.	To Appoint Mr Budhi Prakash Toshniwal as an Independent Director			
3.	To Re-Appoint Mr F.R.Bhote as an Independent Director			
4.	To Re-Appoint Statutory Auditors			
5.	To Alter the terms and Conditions of Appointment Agreement of Mr. Krishna Kumar Maheshwari			
6.	To Alter the terms and Conditions of Appointment Agreement of Mr. A.K.Inani			
7.	To Alter the the terms and Conditions of Appointment Agreement of Mr. Piyush Modi			
8.	To Appoint Mr.A.K.Inani Whole Time Director of the Company as Chief Financial Officer			

Signed this..... day of..... 2015

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp of not less than Rs. 0.15

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

Attendance SlipAttendance by
(Please tick appropriate box)

- Member Proxy Authorized Representative

I hereby record my presence at the Extra Ordinary General Meeting of the members of CIL SECURITIES LIMITED held on Monday, the 23rd Day of March, 2015 at 11.00 A.M. at 610, Raghava Ratna Towers, North Block (Medwin Hospital Complex), Chirag Ali Lane, Nampally, Hyderabad -500 001 Telangana

Name of Proxy (in BLOCK LETTERS)

Shareholder's/Proxy's Signature

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

By Courier / Registered Post

If undelivered, please return to :

CIL Securities Limited

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