

27th

Annual Report

2011-2012



Continental Chemicals Ltd

DIRECTORS

Mr. Naresh K Chibba
Dr. Vishwanath
Mr. Pradeep Chopra

Managing Director
Director
Director

Audit Committee

Mr. Naresh K Chibba
Dr. Vishwanath
Mr. Pradeep Chopra
Mr. Gaurav Tyagi

Managing Director
Director
Director
General Manager

AUDITORS

M/s. Hari Bhushan & Associates
Chartered Accountants
New Delhi

REGISTERED OFFICE

A-7, Sector-7, Noida
Dist. Gautam Buddh Nagar,
U.P. INDIA
Pin – 201 301,

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 27th Annual General Meeting of the Company will be held on Thursday, the 27th September 2012 at 9.30 A.M at the Registered Office of the company at A-7, Sector-VII, NOIDA, Gautam Buddh Nagar, Pin. 201 301 (U.P) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2012, and profit & Loss Account for the Year ended on the date the Report of Directors' and Auditors' there on.
2. To appoint a Director in place of Pradeep Chopra who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors M/s Hari Bhushan & Associates, Chartered Accountant, New Delhi as auditors of the company for the year 2012-2013 to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

By Order of the Board of Directors

Sd/-
NARESH K CHIBBA
Managing Director

PLACE : NOIDA
DATE : 29th June 2012

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. Proxy in order to be effective must be received by the Company at its registered office not less than 48 hours before the meeting. A blank form is enclosed.
2. Members are requested to bring their copies of the Annual Report with them at the meeting.
3. Members/Proxies are further requested to fill in the enclosed attendance slip and deposit the same at the registration table at the time of attending the meeting.
4. Members having any queries relating to the Annual Report are requested to send their questions to the Directors at the registered office of the Company at least 7 days before the date of Annual General Meeting.
5. Members holding shares under more than one folio are requested to send their Shares Certificate to the Registered Office of the Company for consolidation under one folio.
6. The Share Transfer Books, Members Register of the company shall remain closed from 25.09.2012 to 27.09.2012 (Both days inclusive).

By Order of the Board of Directors

SD/-
NARESH K CHIBBA
Managing Director

PLACE : NOIDA
DATE : 29th June 2012

DIRECTORS REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 27th Annual Report along with Audited Accounts of the Company for the year ended March 31, 2012.

1. FINANCIAL RESULTS

Particulars	31.3.2012	31.8.2011
i. Income from Operations	3910000	9475700
ii. Gross Profit/ (Loss)	445606	399034
iii. Expenditure	2888661	7949560
iv. Depreciation	(575732)	(1127106)
v. Net Profit/(Loss)	(171570)	339552

2. OPERATIONS

During the period under review the total income was Rs 3910000/- After providing for expenditure Rs. 2888661/- & depreciation Rs (575732/-) the Company has incurred net loss of Rs. (171570)/-

3. FINANCIAL YEAR

The board of directors in their meeting held on 18th May 2012 has approved the change of the company's financial accounting year to April to March instead of current which is September to August.

The company has closed the financial year on 31st March 2012 . i.e. for 7 Months instead of 12 Months ended on 31st August 2012.

The Financial result for year ended 31st March 2012 have been reviewed by the Audit Committee and approved by board of Directors in their meeting held on 29th June 2012. The statutory Auditors of the company have also audited the financial results for the year ended 31st March 2012

The result for the year ended 31st March 2012 have been prepared and accordingly the previous period / years figures have also been reclassified to confirm to the current period's classification.

3. FUTURE PROSPECTS

The company has received very encouraging response from various clients overseas for the new projects that have been launched.

It is hoped that the company will generate greater revenues in the coming year

4. FIXED DEPOSITS

The Company has not accepted any deposit under section 58 A of the Companies Act. 1956.

5. INDUSTRIAL RELATIONS

The employee-employer relations remained cordial throughout the year.

6. DIRECTORS

(a) In accordance with the article of association of the Company at the forthcoming Annual General Meeting of the company Sh. Pradeep Chopra retires by rotation and being eligible offers himself for reappointment.

(b) Mr. Naresh K. Chibba , Dr. Vishwanath and Mr. Pradeep Chopra directors of the company are members of the Audit committee of the Board of the company

7. RESPONSIBILITY STATEMENT

As required under section 217(2AA) of the companies Act 1956, your Directors confirm that in the preparation of the Annual accounts:-

- i) the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii) such accounting policies have been selected and applied consistently and reasonable and prudent judgements and estimates made, so as to give a true and fair view of the state of affairs of the company at the end of Financial Year and the Profit/Loss of the Company for that period.
- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities.
- iv) The annual accounts have been prepared as a going concern basis.

8. LISTING

The shares of the company are listed at Kanpur, New Delhi and Mumbai Stock Exchange. However as per resolution passed earlier, delisting from UP stock exchange and Delhi Stock exchange is in under process and Share from Bombay Stock Exchange is suspended and the revocation of suspension is in due process.

9. AUDITORS

M/s Hari Bhushan & Associates, Chartered Accountants, Auditors of the Company hold office until conclusion of the forthcoming annual General Meeting and are willing to be reappointed.

10. AUDITORS REPORT

The observation made by the auditors in their report are explained in the respective notes to be accounts which are self-explanatory and do not call for further explanation.

11. PERSONNEL

Your Directors also place on record their appreciation of the all round co-operation & contributions made by the employees at all levels. The statement of Employees u/s 217 (2A) of the Companies Act, 1956 is not annexed since none of the employees falls in this category.

12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information as per section 217(1)(e) read with companies (disclosure of particular in the Report of Board of Directors) Rules ,1988 in not being given since the company has suspended its manufacturing activities.

Particulars relating to Technology absorption are nil. Information relating to foreign exchange earnings or outgo during the year under review is provided in additional information.

13. SECRETARIAL COMPLIANCE CERTIFICATE

A copy of the compliance certificate obtained from a company secretary in practice, as required under section 383 A of the Companies Act 1956, is attached with this report.

14. ACKNOWLEDGEMENTS

Your directors also thank & acknowledge the co-operation, assistance and support extended by the Central Government, the State Government, the financial institutions, the Company's Bankers, the Shareholders and Staff of the Company.

For and on behalf of Board of Director

**Sd/
Dr. Vishwanath
Director**

**Sd/
Naresh K Chibba
Managing Director**

**Place: Noida
Date : 29th June 2012**

ANNEXURE TO THE DIRECTOR'S REPORT
COMPLIANCE CERTIFICATE

To,
 The Members,
 Continental Chemicals Ltd.
 A-7 ,Sector VII
 Noida, 201301
Gautam Buddh Nagar U.P.

We have examined the registers, records, books and papers of Continental Chemicals Limited (the Company) as required to be maintained under the Companies Act, 1956 (the Act) and the rules made there under and also provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March , 2012. In our opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, We certify that in respect of the aforesaid financial year:-

1. The company has kept and maintained all registers as stated under, as per the provisions and the rules made there under and all entries therein have been duly recorded –
 - i) Investment Register u/s 49/372/372A;
 - ii) Register of Members u/s 150 & 151;
 - iii) Register of Share Transfer u/s 108(1-A);
 - iv) Books of Accounts u/s 209;
 - v) Register of Contracts in which Directors are interested u/s 301;
 - vi) Register of Directors, Managers, Secretaries & Treasures u/s 303;
 - vii) Register of Directors Attendance under Regulation 71.
 - viii) Register of Directors Share Holding U/s 307
2. The company has duly filed the forms and returns as stated under, with the Registrar of Companies within the time prescribed under the Act and the rules made there under –
 - i) Annual Return u/s 159;
 - ii) Annual Accounts U/s 220;
 - iii) Secretarial Compliance Certificate
3. The Board of Directors of the Company duly met on following dates
 30.9.2011, 31.12.2011, 15.01.2011 and 31.03.2012
4. The Company has closed its Register of Members from 26.02.2012 to 28.02.2012 (both days inclusive) in accordance with Section 154 of the Act .
5. The Annual General Meeting for the financial year ended on 31.8.2011 was held in time on 28.2.2012 and due notice was given and resolutions passed thereat duly recorded in the Minutes Book.
6. No extraordinary meeting was held during the financial year.
7. The Company has not advanced any loan to its directors and/or persons or firms or companies referred in Section 295 of the Act.
8. The Company has entered into contracts covered under the provisions of Section 297 of the Act for which due action have been taken.
9. The Company has complied with the requirements of Section 301 of the Act.
10. The Company has timely transferred / transmitted its shares received during the year.
11. No change has taken place in the composition of Board of Directors during the year.
12. There is no appointment of any Managing Director / Whole-time Director/Manager during the year.
13. The Company has not issued shares/debentures/other securities during the financial year.
14. The Company has not taken deposits under the provisions of Section 58A and 58AA of Companies Act.