

33rd

Annual Report

2017-2018

Corporate Identity Number (CIN) of Company

L24123UP1984PLC014111



Continental Chemicals Limited

BOARD OF DIRECTORS

Mr. Pradeep K Chopra	Chairman & Independent Director
Mr. Naresh K Chibba	Managing Director
Ms. Sunaina Chibba	Director
Mr. Akshat Bhaskar	Independent Director
Mr. Dhiraj Kumar Choudhary	Director

KEY MANAGERIAL PERSONNEL

Mr. Naresh K Chibba	Managing Director
Ms. Pratima Agarwal	Company Secretary & Compliance Officer
Mr., Amit Kumar	Chief Finance Officer

INDEPENDENT AUDITORS

M/s. B.K. Kapur & Co.
Chartered Accountants
Ghaziabad

BANKERS

INDIAN OVERSEAS BANK
ICICI BANK
CANARA BANK
INDUSIND BANK

REGISTRAR AND SHARE TRANSFER AGENT

BEETAL FINANCIAL & COMPUTER SERVICES PVT. LTD.
BEETAL HOUSE, 3RD FLOOR 99,
MADANGIR BEHIND LOCAL SHOPPING CENTRE,
NEAR DADA HARSUKH DASS MANDIR,
NEW DELHI - 110062

REGISTERED OFFICE

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

Continental Chemicals Limited

CIN - L24123UP1984PLC014111 REGISTERED OFFICE: A-7, SECTOR-VII, NOIDA-201301, U.P
Tel : 91-120-2423316 Fax: 91-120-2423316 Email: info@continentalsoft.com, nkc@continentalsoft.com
web: www.continentalchemicalsltd.com

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 33rd Annual General Meeting of Continental Chemicals Limited will be held on Saturday, the 29th September 2018 at 4.00 P.M. at the Registered Office of the company at A-7, Sector-VII, Noida, Gautam Budh Nagar, Pin. 201301 (U.P) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' Report for the year ended 31st March 2018, audited Statement of Profit and Loss for the year, Balance Sheet as on that date, and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Dhiraj Kumar Choudhary (DIN : 06470386), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider and approve the payment of remuneration to Mr. Naresh Kumar Chibba, Managing Director of the Company for a further period of 2(Two) years of his present tenure and if thought fit, pass the following resolution as **Special Resolution**, with or without modification(s):

"**RESOLVED THAT** pursuant to the provisions under Section 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, as may be required in this regard, the consent of the Shareholders be and is hereby accorded for the payment of remuneration as specified in Explanatory Statement to Mr. Naresh Kumar Chibba, Managing Director of the Company for a further period of 2(Two) years of his tenure w.e.f. 1st August, 2018 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement which forms part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits.

RESOLVED FURTHER THAT the remuneration as set out in the explanatory statement which forms part of this resolution, payable to Mr. Naresh Kumar Chibba, Managing Director of the Company for a period of 2 (Two) years w.e.f. 1st August, 2018.

RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, as set out in the explanatory statement which forms a part of this resolution, be paid as minimum remuneration to Mr. Naresh Kumar Chibba.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

By Order of the Board of Directors

Sd/-
Pratima Agarwal
Company Secretary

PLACE : NOIDA
DATE : 29.08.2018

a. NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself. The proxy need not be a member of the company. A blank form of proxy is enclosed and if intended to be used, it should be deposited duly completed at the registered office of the company not less than forty eight hours before the scheduled time of the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorized representative to attend the meeting are requested to send the Company a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote. The Registers of Members and Share Transfer Books of the Company will remain closed from Sunday, the **23.09.2018 to Saturday 29.09.2018 (Both days inclusive)**.

6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday & Sundays, during business hours up to the date of the Meeting.
7. In terms of Section 72 of the Companies Act, 2013, the shareholders of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit nomination in Form SH-13.
8. The Company has entered into agreements with CDSL to offer depository services to the Shareholders. Shareholders can open account with any of the depository participants registered with CDSL.
9. Members are requested to bring their copies of Annual Report at the meeting, as extra copies will not be supplied.
10. Pursuant to the requirement of the listing agreement, the Company declares that its equity shares are listed on the stock exchange as Bombay Stock Exchange.
11. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.
12. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2017-2018 will also be available on the Company's website www.continentalchemicalsltd.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Noida for inspection during normal business hours on working days. Even after registering for communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@continentalsoft.com, compliance@continentalsoft.com.
13. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every person dealing 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 or RTA of Company.
15. In terms of section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members, who have registered their email ids with their respective depository participants or with the RTA of the Company.
16. Members, who still hold share certificates in physical form, are advised to dematerialize their shareholding to avail of the numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries. As per the recent amendment in the SEBI(Listing Obligation and Disclosure Requirements) Regulation the transfer of the shares in the physical form has been restricted since 5th December 2018, The Shareholders holding shares in Physical mode are advised to convert their shares in Demat mode for further liquidation.
17. Documents referred to in the Notice and the explanatory statement shall be open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. except holidays, up to the date of the meeting.
18. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Noida, which are open for inspection in terms of the applicable provisions of Companies Act, 2013 by members and others as specified below:
 - i. Register of contracts or arrangements in which directors are interested under section 189 of the Companies Act, 2013, on all working days during business hours. The said Register shall also be produced at the commencement of the annual general meeting of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
 - ii. Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Companies Act, 2013, on all working days during business hours. The said Register shall be kept open for inspection at the annual general meeting of the Company and shall be made accessible to any person attending the meeting.
19. Members/Proxies are requested to bring the copies of annual reports and attendance slips to the meeting, if the same are received in physical form.
20. For more details on shareholders' matters, please refer to the chapter on General Shareholder Information, included in the Annual Report.

21. Voting through electronic means

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and SEBI (LODR) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e- Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited(CDSL).
- B. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- C. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- D. The remote e-voting period commences on 26th September, 2018 (10:00 am) and ends on 28th September, 2018 (05:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26th September, 2018 (10:00 am) and ends on 28th September, 2018 (05:00 pm).. 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) of 22nd September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Continental Chemicals Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a 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.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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.

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

ANNEXURE TO NOTICE

Information pursuant to regulation 36 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India regarding the directors proposed to be appointed/ re-appointed

Mr. Dhiraj Kumar Choudhary:

Mr .Dhiraj Kumar Choudhary, aged 38, is a Non- Executive Director of Continental Chemicals Limited. He holds Bachelors' degree in physics. He has over 15 years experience of work in IT companies. He also has vast experience of the management of the company as he has experience of around 6 year as director of IT Company. He is on the Board of the Company since July, 23rd 2015. He does not hold any shares in the company. He has not withdrawn any remuneration during his term as director. During the financial year ended March 31st, 2018, Mr. Dhiraj Kumar Choudhary attended all 8 meetings of the board,.

He is also the Director in the following companies:

Continental Software Solutions Limited

He is also member in the Stakeholders Relationship Committee of Continental Chemicals Limited.

On reappointment Mr. Dhiraj Kumar Choudhary is liable to retire by rotation. He is not related to any other Director and Key Managerial Personnel of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION102 OF THE COMPANIES ACT, 2013
Item no. 3

Mr. Naresh Kumar Chibba was re-appointed as Managing Director of the Company at a Salary of Rs. 1,00,000/- p.m with effect from 1 August, 2015 for a period of 5 years at the 29th Annual General Meeting of the shareholders held on 29 September, 2014. He is also entitled to perquisites and allowances including Contribution to Provident Fund, Gratuity provided that the aggregate of the remuneration shall be within the maximum limits as laid down under Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act as amended from time to time.

Minimum Remuneration: In terms of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, where in any financial year, during the currency of the tenure of managerial personnel, the Company has no profits or its profits are inadequate, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following:-

- The payment of remuneration is approved by a resolution passed by the Board and by the Nomination and Remuneration Committee of Directors.
- There is no default in repayment of any of its debts or interest payable thereon.
- A special resolution has been passed at a general meeting of the Company.

The Company has inadequate profits in the previous year 2017-18 and for the period ended 30 June, 2018 in current financial year 2018-19 However, out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013. The Board of Directors and Nomination and Remuneration Committee at their meeting held on 29 August, 2018 and 14 August, 2018 respectively, have already approved the same remuneration as approved by shareholders in their meeting held on 29th September 2014, in terms of remuneration payable to Mr. Naresh Kumar Chibba , Managing Director of the Company as set out in the following draft agreement for your ready reference. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

DRAFT OF THE AGREEMENT BETWEEN MR..NARESH K. CHIBBA & THE COMPANY

- Salary**
Salary of Rs. 100,000/-per month from Aug 1st ,2018 with an increase of 10% annually or inflation rate of the previous year whichever is higher.
- Perquisites**
In addition to the above, Mr. Naresh K. Chibba as Managing Director shall be entitled to the following perquisites restricted to an amount equal to fifty percent of the salary.
Category 'A'
 - Housing: Rent free accommodation, with free use of all facilities and amenities.
 - Gas, Electricity, water and Furnishing: The expenditure incurred by the Company towards Gas , Electricity, Water, Hard furnishing, soft furnishing shall be valued as per Income Tax Rules.
 - Other Allowances: Guest entertainment, Sweeper allowance, Gardener allowance, security guard allowance and any other perquisites shall be valued as per Income Tax Rules as may be applicable from time to time.
 - Club Fess: Fees of clubs, subject to a maximum of two clubs (Excluding admission and Life Membership fees).
 - Leave travel concession: For self and members of the family up to a maximum of one month's salary.
 - Medical reimbursement: Reimbursement of all medical expenses ,incurred for self and family including hospitalization ,membership of any hospital or Doctor's scheme.
 - Medical Insurance and personal Accident Insurance: As per Company rules
 - Interest subsidy on housing/soft loan: Reimbursement of Interest in respect of Housing/soft loan as per the policy applicable to the employees of the company.

Note: The family for the purpose of Leave Travel Concession, personal Accident Insurance, Mediclaim Insurance and Medical Benefits shall, besides the Managing Director, consist of spouse, wholly dependent parents and wholly dependent children of the Managing Director.'

The value of the perquisites to be evaluated as per Income Tax Rules, wherever applicable, and at costs. In addition to the above perquisites, the Board of Directors be and is hereby authorized to grant other perquisites to Mr. Naresh K Chibba, Managing Director from time to time as they may deem fit within the above mentioned overall ceiling.

- Category 'B'
- (i) Company's Contribution
 (a) towards provident Fund : as per Company rules
 (b) towards superannuation Fund/Annuity Fund : as per company rules
 Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling of perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (ii) Gratuity : As per rules of the Company, Payable in accordance with the approved fund at the rate of 15 days salary for each completed year of service. Part service in excess of six months shall be reckoned as completed year of service.
- (iii) Encashment of Leave on Retirement: Appointee shall be entitled to encashment of leave at the time of retirement or his tenure that may be lying to his credit. The amount of leave salary to be encashed shall be calculated on the basis of last pay drawn. This will not be included in calculation of ceiling of perquisites.

Category 'C':

- (i) Conveyance : Use of Company's car with driver. Use of car with driver for official purpose shall not be considered as perquisites.
- (ii) Telephone : Use of telephone at residence .Use of telephone for official purposes shall not be considered as perquisites.
- (iii) Employees Stock Ownership Plan : The Managing Director shall be entitled to the Employees stock Ownership plan (ESOP) as decided by the Board of the company from time to time . Besides this the managing Director shall also be entitled to an incentive plan which will be separately executed and which will be co-terminus with the Supplemental Agreement. This will not be included in calculation of perquisites and will be outside the purview of perquisites under Category A and the overall ceiling will not apply.
- iii. Commission: In addition to salary and perquisites, the Managing Director shall be entitled to a commission of 1% of the net profit of the Company. Salary and perquisites will be subject to the overall ceiling laid down in Section 198 and 309 of the companies Act, 2013 and computed in accordance with the provisions of the Companies Act, 2013.
- iv. Other terms applicable to remaining tenure : In the event of loss or inadequacy of profits in any financial year, Mr. Naresh K Chibba, managing Director shall be paid the above remuneration by way of salary and perquisites as minimum remuneration.

Terms & Conditions set out for reappointment and/or agreement shall be altered and varied from time to time by the Board as it may, as its discretion, deem fit so as not to exceed the limits specified in Schedule V of the companies Act, 2013 or any amendments made hereafter in this regard.

The Managing Director will be entitled to earn privilege leave on full pay and allowance as per rules of the company. But not more than 1 month's leave will be allowable for every 11 months of service. However, accumulated leave will not be allowed to be encashed. The Managing Director shall not be paid any sitting fee for attending the meetings of the Board of Directors of committees thereof.

The particulars required to be disclosed in the explanatory statement in accordance with provisions of Schedule V of the Companies Act, 2013, are enclosed in a separate statement and forms a part of this notice.

These approvals of remuneration are subject to the approval of Members of the Company by way of Special Resolutions.

Mr. Naresh Kumar Chibba is interested in the resolutions set out respectively at Item No. 3 of the Notice, which pertain to approval of remuneration payable to Mr. Naresh Kumar Chibba. Ms. Sunaina Chibba, Director of Company is also interested as being Daughter of Mr. Naresh Kumar Chibba. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the special resolution(s) set forth at item no. 3 of the Notice for the approval of the members.

STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.

I. General Information

1. Nature of industry:
 The Company is engaged into IT and IT product-based services to its clients.
2. Date of commencement of commercial production:
 The Company commenced business from 11th January 1985.
3. Financial performance based on given indicators:
 Standalone Financial Results:

	(in Lakh except EPS)	
Particulars	2016-17	2017-18
Profit (Loss) after Tax	3.89	3.80
Net Worth (including balance in Profit & Loss Account)	150.08	153.89
Earnings Per Share	0.39	0.38
Turnover	59.66	61.09

4. Foreign investments or collaboration, if any:
 The Company has not made any foreign investment and collaboration for this purpose.

II. Information about the Appointee

Background details: Mr. Naresh Kumar Chibba is graduate with Honours in Commerce from Delhi university in 1978. He has experience of management of around 35 years. He joined the family business in 1978 Interads Advertising Private Limited and worked there until 1984 and was also inducted on the board and continues to on the board as Director till date. Gained valuable experience during this time. In the year 1984 he founded M/s. Continental Chemicals (CCL) New Delhi, India in the year 1984. CCL is a public limited company and Naresh Chibba has been the

Managing Director of the company ever since. After 1998 the company changed its business from Chemicals to Software and provides software solutions to exhibition organisers around the world. The company's products and features include Online Exhibitor Manuals, Interactive Floorplans, CMS, Mobile Websites and apps. Naresh Chibba has played an integral part in the Business Development and in making the company grow.

2. Past remuneration:

The remuneration paid/payable to Mr. Naresh Kumar Chibba, Managing Director) for the last financial year 2017-2018 is as follows:
(` in Rs)

Basic Salary	Allowances	Perquisites+ Contribution to PF/other funds	Total
5,04,000	6,95,481	41,067	1,240,548

* Remuneration to the Managing Director is within the limits specified under Schedule V of the Companies Act,

3. Recognition or awards:

Mr. Naresh Kumar Chibba is widely recognized in the industry however has not received any awards.

4. Job Profile and suitability:

Mr. Naresh Kumar Chibba, Managing Director of the Company, is highly experienced and controls the affairs of the Company as a whole under the direction of the Board of Directors of the Company. He has successfully and in a sustained way contributed significantly towards growth in performance of the Company. He has extensive experience in the IT and Software industry. He is actively involved in international markets, business strategy, business development functions of the Company.

5. Remuneration Proposed:

Remuneration proposed for approval of the Shareholders at this 33rd Annual General Meeting of the Company is as mentioned in the explanatory statement of the resolution no. 3 of this notice and same as approved by the shareholders in the 29th Annual general meeting of company.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The current remuneration being paid to the Managing Director (looking at the profile of the position and person) is lower than the remuneration being paid by the Companies of comparable size in the industry in which the Company operates.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Apart from the remuneration and perquisites paid to them as Managing Director as stated above and their respective shareholding held no pecuniary relationship directly or indirectly in the Company and Ms. Sunaina Chibba, Daughter of Mr. Naresh Kumar Chibba is also director of the Company.

III. Other Information

1. Reasons of loss or inadequate profits and steps taken or proposed to be taken for improvement:

The Company has reported a inadequate profit on standalone basis as the company is in development phase and developing new products. Due to development of these products the company is now not able to generate profit. After the development of these new products the company is expecting the increase in its turnover and profits.

2. Expected increase in productivity and profits inmeasurable terms:

It is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that productivity and profitability may improve and would be comparable with the industry average.

IV. Disclosures:

The disclosures in respect of remuneration package and other details of all the Directors are given at appropriate places in the Corporate Governance Report annexed to the Directors' Report.

By Order of the Board of Directors

Sd/-
Pratima Agarwal
Company Secretary

PLACE : NOIDA
DATE : 29.08.2018

Route Map of Venue of AGM



CONTINENTAL CHEMICALS LIMITED
CIN:L24123UP1984PLC014111
A-7, Sector VII, Noida, Gautam Buddha Nagar, U.P – 201301
ATTENDANCE SLIP

MEMBER FOLIO NO.

CLIENT ID NO.

DP ID NO.

NAME & ADDRESS OF THE SHARE HOLDERS :
(IN BLOCK LETTERS)

NO. OF SHARES HELD :

NAME OF PROXY :

(If applicable)

I hereby record my presence at the **33rd ANNUAL GENERAL MEETING** of the Company held on Saturday **on the 29th day of September 2018 at 4.00 P. M.** at the registered office of the Company at above mentioned address.

Notes:

1. Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the meeting hall.
2. Members are requested to bring their copy of Annual Report.

Signature of Member/ Proxy

Form No. MGT-11
CONTINENTAL CHEMICALS LIMITED
CIN:L24123UP1984PLC014111
A-7, Sector VII, Noida, Gautam Budha Nagar, U.P – 201301

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration, Rules, 2014)

Name of the member (s)

.....

Registered Address :

E.Mail Id : Folio No./Client Id : DP ID.....

I/We, being the member(s) holdingshares of the above named Company, hereby appoint

1. Name : Address:.....

.....E.maillD:.....Signature:.....or failing him

2. Name : Address:.....

.....E.maillD:.....Signature:..... or failing him

3. Name : Address:.....

.....E.maillD:.....Signature:.....as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the .33rd Annual General Meeting of the Company, to be held on the 29th September, 2018 at 4.00 P.M at A-7, Sector VII, Noida, Gautam Budha Nagar, U.P - 201301 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. 1: To receive, consider and adopt the Directors' Report for the year ended 31st March 2018, audited Statement of Profit and Loss for the year, Balance Sheet as on that date, and the Report of the Auditors thereon.

2. To appoint a Director in place of Mr. Dhiraj Kumar Choudhary (DIN :06470386), who retires by rotation and being eligible, offers himself for re-appointment.

3. To consider and approve the payment of remuneration to Mr. Naresh Kumar Chibba, Managing Director of the Company for a further period of 2(Two) years of his present tenure

Signed this.....day of2018.

Affix
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the Proxy Form is signed, not less than 48 hours before the time for holding the meeting.

DIRECTOR'S REPORT

To,

The Members,

Your Directors have immense pleasure in presenting their 33rd Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2018.

Financial Results

The summary of the Company's financial performance for financial year 2017-18 compared to previous year 2016-17 is given as below
(Amt. in Rs.)

	2017-18	2016-17
Revenue from operations & other income	9873770.86	99,05709.00
Profit and Loss before exceptional Item and tax	567511.54	534612.47
Exceptional items	-	-
Profit before tax	567511.54	534612.47
Tax Expense: - Current Tax (net) -Less MAT Credit entitlement	1,08,139.32	1,04,530.00 1,04,530.00 -
Deferred Tax	1,20,834.00	1,50,861.00
Total other comprehensive Income	41,878.83	5,929.00
Total comprehensive Income	3,80,417.04	3,89,680.47

Dividend

Company has not declared any dividend for the year ended March 31, 2018.

OPERATIONS

The company is in the business of sale, purchase and licensing of Software within and outside India. Company has many new projects to expand its business in the coming years. During the year under review, the revenue from operations increased to Rs. 61,09,373.49 as against Rs. 59,66,041.00 in previous year, but the total comprehensive income recorded for the year declined during the year to Rs. 3,80,417.04 as against Rs. 3,89,680.47 of previous year.

Other Equity

Company has transferred Rs. 3,80,417.04 to the other equity account.

Finance

1. Share Capital

The paid up equity share capital as on 31 March 2018 was Rs. 99,90,000. There was no public issue, rights issue, bonus issue or preferential issue etc. during the year under review. The Company has not issued shares with differential voting rights, sweat equity shares nor has it granted any stock options.

2. Deposit

The Company has not accepted any deposit under section 73 of the Companies Act, 2013.

3. Particulars of loan, guarantees and investments

The Company has not provided any loan, guarantee and has not made any investment covered under the provisions of Section 186 of the Companies Act, 2013.

Vigil Mechanism/ Whistle Blower Policy

Pursuant to Section 177(9) of the Companies Act, 2013 and Listing Regulation, 2015, the Company has formulated a Whistle Blower Policy to establish a vigil mechanism for directors and employee of the Company. The Purpose and objective of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects the employees wishing to raise concern about serious irregularities within the Company. The detail of Whistle Blower Policy are explained in the Corporate Governance Report and also posted on the website of the Company.

Management Discussion And Analysis

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31st March 2018 as Annexure I.

Extract of Annual Return

The extract of the annual return is attached as annexure - II. The Copy of annual return has been available on the Company website www.continentalchemicalsltd.com.

Significant and Material Orders Passed by the Regulators or Courts

The Company has received an order from the Commissioner, Service Tax for raising a demand of Rs. 10,63,284 + interest thereon. The Company has filed an appeal against this order.

Change in The Nature of Business

There was no change in the nature of business of the company during the financial year under review.