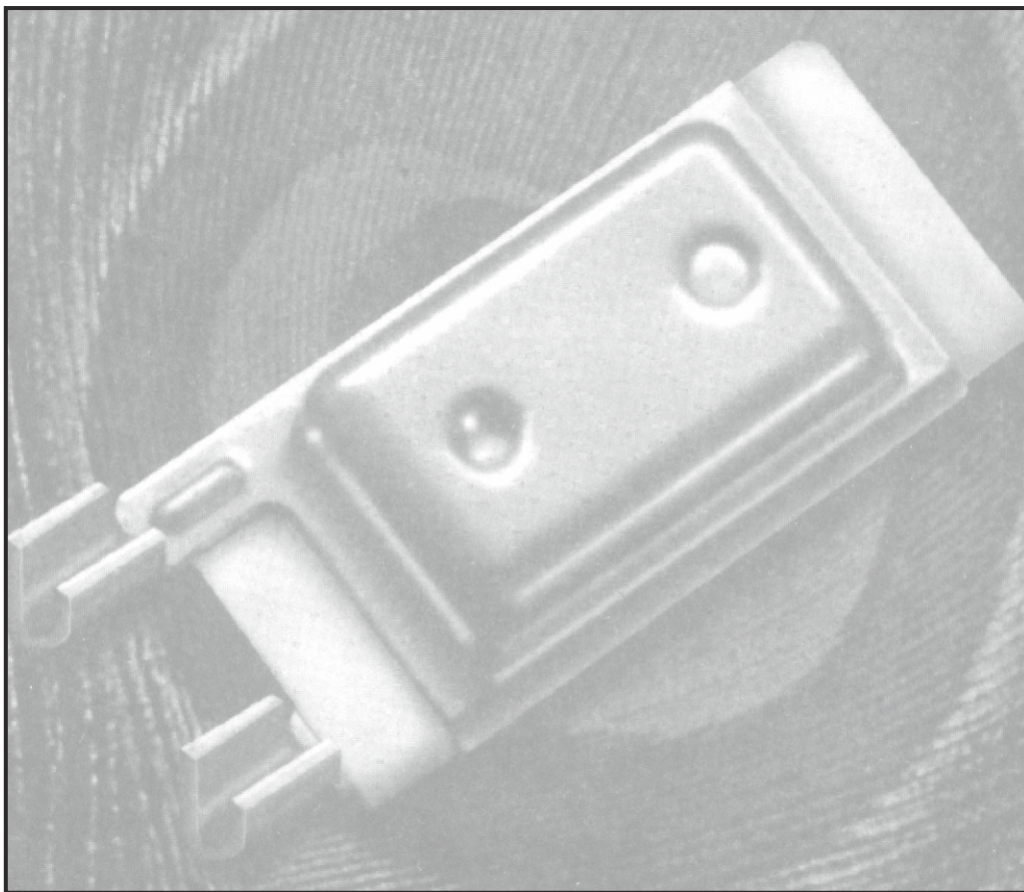


# ***Krisha***

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# **C**ONTINENTAL **C**ONTROLS **L**IMITED

**21<sup>st</sup>**

## **ANNUAL REPORT**

**2015-2016**

**21<sup>st</sup> Annual Report of the Board of Directors with the Audited Statement of Accounts  
for the year ended 31<sup>st</sup> March, 2016**

**BOARD OF DIRECTORS**

Shri Navin G. Thakkar	- Chairman & Managing Director
Shri Samir N. Thakkar	- Director
Shri Amit N. Thakkar	- Director
Shri Pradeep C. Gaglani	- Director
Shri Hareshkumar S. Thakkar	- Director
Shri Kanaiyalal S. Thakkar	- Director
Mrs. Keta Rajesh Poojara	- Director

**AUDITORS**

M/s. D. Kothary & Co.  
Chartered Accountants  
Mumbai.

**ADVOCATE**

A. B. Shah & Co.  
Mumbai.

**BANKERS**

Bank of India  
HDFC Bank Ltd.

**REGISTERED OFFICE**

Gala No. 202, Krishna House,  
Shailesh Udhyog Nagar,  
Opp. Nicholas Garage, Sativali Road, Waliv,  
Vasai (East), Dist. Thane - 401 208.

**PLANT SITE**

Gala No. 202, Krishna House,  
Shailesh Udhyog Nagar,  
Opp. Nicholas Garage, Sativali Road, Waliv,  
Vasai (East), Dist. Thane - 401 208.

**Registrars and Transfer Agents**

Purva Sharegistry (I) Pvt. Ltd.  
28-D, Police Court Lane,  
33, Printing House,  
Behind Old Handloom House, Fort,  
Mumbai - 400 001.

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## CONTINENTAL CONTROLS LIMITED

### NOTICE

NOTICE IS HEREBY GIVEN THAT 21ST ANNUAL GENERAL MEETING OF THE MEMBERS OF CONTINENTAL CONTROLS LIMITED WILL BE HELD ON WEDNESDAY, 20TH JULY, 2016, AT 2.00 P.M. AT POUISH KRISHNA GARDENS, MALJIPADA, OPP. CROWN PETROL PUMP, AHMEDABAD HIGHWAY, TALUKA VASAI (EAST) DIST. THANE – 401 210 TO TRANSACT THE FOLLOWING BUSINESS :-

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016, and the Profit & Loss Account for the year ended on that date and the Reports of the Directors, Auditors.
2. To appoint a Director in place of Mr. Amit N. Thakkar who retires by rotation and, being eligible offers himself for re-appointment.
3. To ratify the appointment of the Auditors and to fix their remuneration and in this regards pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of sections 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, the appointment of M/s. D. Kothary & Co., Chartered Accountants, (Firm Registration No 105335W) approved in the 19th Annual General Meeting until 22nd Annual General Meeting is hereby ratified in this Annual General Meeting till conclusion of next Annual General Meeting, with remuneration as may be decided by the Board of Directors.”

#### **SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

#### **PREFERENTIAL ALLOTMENT OF 17,25,000 EQUITY SHARES TO PROMOTERS AND NON PROMOTERS**

“**RESOLVED THAT**, pursuant to the provisions of Sections 42, Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force) and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (ICDR Regulations), SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and other applicable regulations of Securities and Exchange Board of India, if any, including any amendment, modification, variation or re-enactment thereof as may be applicable to the preferential issue of shares and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Securities and Exchange Board of India, the Stock Exchange where the shares of the company are listed and any other appropriate authorities (hereinafter collectively referred to as the “Appropriate Authorities”) and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed and subject to the Company obtaining all approvals from the Appropriate Authorities and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval, consent, permission and / or sanction (hereinafter referred to as the “requisite approvals”), consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “Board”) which term shall include any Committee which the Board has constituted or may constitute in exercise of its powers, including the powers conferred by this resolution to offer, issue and allot in one or more tranches up to 17,25,000 Equity shares (Seventeen Lakhs Twenty Five Thousand Only) of Rs.10/- each at a premium of Rs.2.50/- to Shree Krishna Controls Private Limited, Promoter and Narayani Finance Limited, Non-promoter on a preferential basis, in such a manner and on such terms and conditions as may be determined in accordance with Chapter VII of the ICDR Regulations or any other provisions as may be prevailing on that date.

**“RESOLVED FURTHER THAT** the equity shares proposed to be allotted in terms of this resolution shall be subject to the following:

- The Equity Shares to be allotted to the proposed allottees shall be under lock-in for such period as may be prescribed by the SEBI ICDR Regulations.
- The Equity Shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- All the equity shares, if any, held by the proposed allottees in the Company should be in dematerialised form.
- The ‘Relevant Date’ for the purpose of determining the minimum price of the equity shares proposed to be allotted to the above mentioned allottees is June 20, 2016 i.e. being the date which is 30 days prior to the date of this meeting.
- The allotment of equity shares is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval.
- The equity shares proposed to be issued shall rank pari-passu with the existing equity shares of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the ‘Record Date’ falls subsequent to the allotment of equity shares.”

**“RESOLVED FURTHER THAT,** the Board of Directors do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) for admitting the new equity shares allotted on preferential basis as and when required.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing approval of the equity shares to be issued and allotted to the above mentioned allottees and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as they may deem fit.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any committee of directors or any one or more directors/ key managerial personnel/ officers of the Company to give effect to the aforesaid resolution.”

For and on behalf of the Board of Directors

Sd/-  
Navin G. Thakkar  
Chairman & Managing Director  
(DIN : 00251210)

**Registered Office:**

Gala No. 202, Krishna House, Shailesh Udhyog Nagar,  
Opp. Nicholas Garage, Sativali Road, Waliv, Vasai (East)  
Dist. Thane – 401208

Place : Mumbai.

Date : 30th May, 2016

## CONTINENTAL CONTROLS LIMITED

### NOTES:

1. The Register of Members and Share Transfer Book of the Company shall remain closed from 10th July 2016 to 19th July, 2016 (both days inclusive)
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company at least 7 days before the Annual General Meeting so that the same can be suitably replied.
4. Members are requested to notify change in address, if any, immediately to the Company at its Registered Office, quoting their Folio Numbers.
5. As per General Circular No: 17/2011 dated 21.04.2011 of Ministry of Corporate Affairs, the Company's can send their respective Annual Report's to the members via email to their respective email addresses. The members who want to get the soft copy of the Annual report via Email are requested to submit their respective Email ID to the Company, 15 days before the annual general meeting.
6. As per Regulation 30 Of The Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, information regarding appointment / re appointment of Directors (Item nos. 2 is annexed hereto)
7. Shareholders are requested to:
  - a) Intimate the Company of changes, if any, in their registered address at an early date for shares held in physical form. For shares held in electronic form, changes, if any may kindly be communicated to respective Dps.
  - b) Quote ledger folio numbers/DP ID and Client ID numbers in all their correspondence.
  - c) Approach the Company for consolidation of various ledger folios into one.
  - d) Get the shares transferred in joint names, if they are held in a single name and / or appoint a nominee.
  - e) Bring with them to the meeting, their copy of the Annual Report and Attendance Slip.
8. Green Initiative in Corporate Governance

As a measure towards Green Initiative, it is proposed that documents like Notices of Meetings/Postal Ballot, Annual Reports, Directors Report and Auditors' Report and other shareholder communications will be sent electronically to the email address provided by the shareholders and/or made available to the Company by the Depositories viz., NSDL / CDSL. Shareholders holding the shares in dematerialized form are requested to keep their Depository Participant (DP) informed and updated of any change in their email address.

For Shares held in physical form, shareholders can register their email address by sending a duly signed letter mentioning their name(s), folio no(s). and email address to the Company's Registrar & Transfer Agent, M/s Purva Sharegistry (India) Pvt. Ltd., Unit No 9 Shiv Shakti Industrial Estate J. R. Boricha Marg, Opp Kasturba



Hospital Lane Lower Parel ( East ) Mumbai – 400 011 or by sending an email to busicomp@vsnl.com or alternatively can register their email address on the website of the Company at <http://www.newkrishna.com>

9. Please note that in terms of SEBI Circulars No.MRD/DoP/Cir-05/2009 dated 20th May, 2009 and No. SEBI/MRD/DoP/SE/RTA/Cir-03/2010 dated 7th January, 2010, it is mandatory for the shareholders holding shares in physical form to submit self-attested copy of PAN card in the following cases:

- a) Transferees' PAN Cards for transfer of shares,
- b) Surviving joint holders' PAN Cards for deletion of name of deceased shareholder,
- c) Legal heirs' PAN Cards for transmission of shares,
- d) Joint holders' PAN Cards for transposition of shares.

In compliance with the aforesaid circulars, requests without attaching copies of PAN card, for transfer/deletion/transmission and transposition of shares of the Company in physical form will be returned under objection.

10. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause Regulation 44 of The Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting 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 National Securities Depository Limited (NSDL).

- II. 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.

NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Poling Paper"

- III. 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.

- IV. The remote e-voting period commences on 17th July, 2016 (9:00 am) and ends on 19th July, 2016 (5:00 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 13th July, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

NOTE: The "remote e-voting" end time shall be 5:00 p.m. on the date preceding the date of general meeting and the cut-off date shall not be earlier than 7 days before the date of general meeting

- V. The process and manner for remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

## CONTINENTAL CONTROLS LIMITED

- (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder - Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select “EVEN” of “Name of the company”.
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [scrutinizer@gmail.com](mailto:scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
-------------------------------------	---------	--------------
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 13th July, 2016.

NOTE: The cut-off date shall not be earlier than 7 days before the date of general meeting

- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 13th July, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- XIII. Mr. Shravan A. Gupta, Company Secretary (Membership No. A27484) - Proprietor M/s. Shravan A. Gupta and Associates., Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

NOTE: The Facility for Voting shall be decided by the company i.e. “remote e-voting” or “Ballot Paper” or “Poling Paper”

- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 A.M. to 6.00 P.M.) on all working days up to and including the date of the Annual General Meeting of the Company.



## CONTINENTAL CONTROLS LIMITED

### Annexure to the Notice

BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 30 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item no. 2 of the Notice

For resume of Director please refer Corporate Governance Report

Item no. 4 of the Notice

Preferential Allotment of Shares

The Company is in the business of manufacturing Thermal Overload Protectors.

The Company has plans to strengthen its capital structure by reducing its debt, as well as it has plans to expand its business. For the expansion, the Company may be required to incur certain capital expenditure and will need the necessary long term working capital. For this purpose, the Company has approached its allottees to infuse fresh funds in the Company.

Board of Directors at its meeting held on June 10, 2016, after considering the various sources for sourcing funds for this investment; while at the same time maintaining public shareholding at Minimum 25% post issue, deemed it appropriate to offer, issue and allot 9,00,000 (Nine Lakhs only) Equity shares to Shree Krishna Controls Private Limited, Promoter of the Company and 8,25,000 (Eight Lakhs Twenty Five Thousand Only) Equity shares to Narayani Finance Limited, Non-Promoter of face value of Rs.10/- each at a premium of Rs.2.50/- each aggregating to an amount of Rs.2,15,62,500 (Two Crore Fifteen Lakhs Sixty Two Thousand and Five Hundred rupees only).

Pursuant to provisions of Section 62 (1) (c) of Companies Act, 2013, any preferential allotment of securities needs to be approved by the shareholders by way of Special Resolution. It is also stated that the Company shall, in the first instance, offer all securities for subscription pro-rata to the shareholders unless the shareholders in a general meeting decide otherwise. The proposed issue of shares is in accordance with the provisions of SEBI (ICDR Regulations) and other applicable regulations, if any. In terms of the provisions of the Companies Act, 2013 read with Rule 13 (2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid SEBI (ICDR Regulations), the relevant disclosures are given below:

1. Objects of issue :

In order to generate long term resources for implementing future growth plans, it is proposed to issue Equity Shares on preferential basis. The proceeds of the proposed allotment will strengthen the financial position of the Company. The object of the issue is viz, to reduce the existing debt, capital expenditure, to meet the long term working capital requirements and general corporate purposes of the Company.

2. Pricing of the Issue and Relevant Date:

The issue of equity shares on preferential basis to the promoters/non promoters of the company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of chapter VII of the ICDR Regulations. The ICDR Regulations, in terms of Regulation 76A ( Pricing of Equity Shares- Infrequently traded shares), inter alia, provide that "Where the shares are not frequently traded, the price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies"

Considering the Relevant Date as June 20, 2016, being the date 30 days prior to the Date of AGM, the traded turnover, on BSE Limited where the shares of the Company are listed, during the twelve calendar months preceding the calendar month in which this notice is issued, is less than ten percent of the total number of Equity shares of the Company. Thus, the shares of the Company are infrequently traded and the price will be determined as per Regulation 76A of ICDR Regulations.

The Minimum Offer price as per Regulation 76A has been determined as Rs. 12.42/- per equity share as per the different parameters considered in the Valuation Report issued by Ashok Gokani & Co., Independent Chartered Accountants in practice having a minimum experience of ten years. Thus, the Offer price shall be Rs.12.50/- per Equity share.

The Valuation Report will be kept available for inspection at the Registered Office of the Company between 11 am to 1pm daily on working days.

3. The proposal of the promoters, or their associates and relatives, directors/key managerial persons of the issuer to subscribe to the offer:

Only the following promoter group entity has conveyed to the Company in writing to subscribe to the equity shares of the Company on preferential basis under the resolution:

Sr. No.	Name of Proposed Allottee	No. Of Equity Shares	Category
1	Shree Krishna Controls Private Limited	9,00,000	Promoter

4. Shareholding Pattern of the issuer before and after the preferential allotment:

The Shareholding Pattern of the Company as on date, Pre and Post the Preferential Allotment would be as follows:

Sr. No	Category	Pre issue Shareholding		No. of Equity shares to be allotted under proposed preferential issue	Post issue Shareholding	
		No. of shares held	% of shares holding		No. of shares held	% of shares holding
A	Promoter and Promoter Group Holding					
1	India:					
	Individual/Hindu Undivided Family	609607	13.79		609607	9.92
	Bodies Corporate			900000	900000	14.64
2	Foreign Promoters					
	Total holding of Promoter and					
	Promoter Group	609607	13.79		1509607	24.56
B	Public holding					
1	Institutional Financial Institutions/Banks	13926	0.32		13926	0.23
2	Central Government/ State Government(s)/ resident of India					
3	Non-Institution:					
a	Individual share capital upto Rs. 2 Lacs	1981756	44.82		1981756	32.24
b	Individual share capital in excess of Rs. 2 Lacs	812808	18.38		812808	13.22