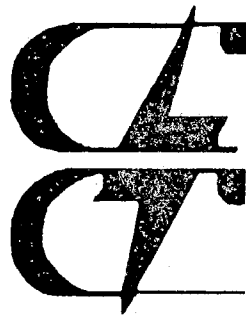


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AGM	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>
YE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>



CONTINENTAL CONTROLS LIMITED

3RD
ANNUAL REPORT
1997-98



Continental Controls Ltd.

BOARD OF DIRECTORS

Shri Navin G. Thakkar	- Executive Chairman
Shri Vinay G. Thakkar	- Mg. Director
Shri Rajesh G. Thakkar	- Director
Shri Pradeep C. Gaglani	- Director
Shri Sameer N. Thakkar	- Director

BANKERS

Bank Of India
Ahmedabad Co-Op. Bank Ltd.

AUDITORS

D. Kothary & Co.
Mumbai.

ADVOCATE

A.B. Shah & Co.
Mumbai.

REGISTERED OFFICE

40, Akshar Niwas, Balasinor Society,
Opp. Fire Brigade Station, S.V. Road,
Kandivli (West), Mumbai 400 067.

PLANT SITE

5, Govt. Industrial Estate,
Masat, Silvassa 396 230,
Dadra & Nagar Haveli
(U.T.)

REGISTRAR AND TRANSFER AGENT

Busi Comp Software Consultants,
28-D, Police Court Lane,
33, Printing House,
Behind Handloom House,
Mumbai 400 001.

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Continental Controls Ltd.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 3rd ANNUAL GENERAL MEETING OF THE MEMBERS OF CONTINENTAL CONTROLS LIMITED WILL BE HELD AT HOTEL ATITHI, 77 A & B NEHRU ROAD, VILE PARLE(EAST), MUMBAI 400 099 ON FRIDAY THE 14TH AUGUST, 1998 AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Statement of Accounts for the year ended on 31st March, 1998 and Reports of Directors and Auditors thereon.
2. To appoint a director in place of Mr.Vinay G. Thakkar who retires by rotation and is eligible for reappointment.
3. To appoint a director in place of Mr.Rajesh G. Thakkar who retires by rotation and is eligible for reappointment.
4. To consider and if thought fit to pass with or without modification, the following resolution as an ORDINARY RESOLUTION :

ORDINARY RESOLUTION

RESOLVED THAT M/s.D.Kothary & Co. Chartered Accountants, Mumbai be and are hereby reappointed as Auditors of the company from the conclusion of this meeting until the conclusion of the next Annual General Meeting on a remuneration to be decided by the Board of Directors at a later date in consultation with Auditors apart from reimbursement of actual out of pocket expenses incurred by them.

NOTES :

1. MEMBERS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, in order to be effective, must be received at the Registered Office of the company not less than 48 hours before the commencement of the meeting.
3. The Share Transfer Book and the Register of Members of the company will remain closed from Tuesday the 4th August, 1998 till Friday the 14th August, 1998 (both days inclusive).
4. Members are requested to
 - i) immediately intimate change of address, if any, either to the company or to the Share Transfer Agent quoting reference to their Registered Folio Number.
 - ii) write to the company for any information about accounts atleast 10 days in advance of the Annual General Meeting.
5. Members/Proxies are requested to bring the copy of their Annual Report alongwith them and to produce the attendance slip at the entrance of the Meeting Hall.

For and on behalf of the Board

VINAY G. THAKKAR
(Managing Director)

Place : Mumbai
Date : 30th June, 1998.

Registered Office :
40, Akshar Niwas, Balasinor Society,
Opp. Fire Brigade Stn.,
S.V.Road, Kandivli (West),
Mumbai 400 067.



Continental Controls Ltd.

DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in placing before you the 3rd Annual Report of the company along with the Accounts for the year ended 31st March, 1998.

ACCOUNTS

The Balance Sheet as at 31st March, 1998 presents the sources and utilisation of funds as on that date. The company has successfully started its commercial production from 8-10-1997 on which date the prior period expenditure has been capitalised and depreciation has been calculated from 8-10-1997.

PROGRESS OF THE PROJECT

	1997-98 (Rs.in Lacs)	1997-98 (Rs.in Lacs)
	Performance	Projection
SALES	29.950	1170.00
PBIT	0.140	232.00
PAT	0.140	232.00
EPS	0.003	4.63

Your Directors are pleased to inform the members that the company has been able to successfully start the commercial production from 8-10-1997. It's a matter of profound interest of the members that the product has invoked overwhelming response from big commercial houses. As the timelag between the date commercial production began and the year under review was very short, your directors are confident that the company is thriving on achieving projected figures from the coming years.

DIRECTORATE

Shri Vinay G.Thakkar and Shri Rajesh G.Thakkar retire by rotation and being eligible offers themselves for reappointment.

PARTICULARS OF EMPLOYEES

Particulars of employees as required u/s 217(2A) of the Companies Act, 1956 are not annexed since there are no employees covered under this section.

AUDITORS

M/s. D. Kothary & Co. Chartered Accountants retire at the Annual General Meeting and eligible for the re-appointment as Auditors of the company to hold the office from the date of this Annual General Meeting until conclusion of the next Annual General Meeting. The Members have recommended to reappoint M/s.D. Kothary & Co. as auditors and to fix their remuneration. A certificate has been received from the Auditors to the effect that their re-appointment, if made, would be within the prescribed limits u/s 224 (1) of the companies Act, 1956.



Continental Controls Ltd.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO :

A. CONSERVATION OF ENERGY :

Operations of the company involved low energy consumption hence adequate measures have been taken to reduce energy consumptions wherever possible.

B. TECHNOLOGY ABSORPTION :

a) Particulars of Research and developments :

Your directors are constantly in touch with the latest developments in the field of electric/electronics and accordingly updation in plant and machinery is regularly being reviewed.

b) Particulars of Technology Absorption, adoption and innovation :

- i) The company gets information on latest technology on equipment/process, marketing etc. and this has been continuously absorbed and adopted to suit to company's operations.
- ii) Benefits derived as a result of the efforts, availability of product of latest design and technology, improved product quality and productivity.

c) Details of Technology - Not Applicable.

C. FOREIGN EXCHANGE EARNING AND OUTFLOW

a) Foreign Exchange Earnings : NIL

b) Foreign Exchange Outflow :

Foreign Expenses to the extent of Rs.78,785/- have been incurred during the year for foreign travel of the Directors.

ACKNOWLEDGEMENTS

Your Directors would like to express their grateful appreciation for the assistance and co-operations received from bankers during the period under review. Your Directors also wish to place on record deep sense of appreciation for devoted service of the staff and workers of the company.

For and on behalf of the Board of Directors

NAVIN THAKKAR
Executive Chairman

Place : Mumbai.

Dated : 30th June, 1998.



Continental Controls Ltd.

AUDITORS' REPORT

We have audited the attached Balance Sheet of Continental Controls Limited as at 31st March, 1998 and report as under :

1. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
2. In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of the books.
3. The balance sheet dealt with by this report are in agreement with the books of accounts.
4. In our opinion and to the best of our informations and according to the explanations given to us, the said accounts read with significant accounting policies and read with other notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in the case of Balance Sheet of the state of affairs of the Company as at 31st March, 1998.
5. As required by the Manufacturing and other Companies (Auditors Report) Order, 1988, issued by the Company Law Board in terms of Section 227(4A) of the Companies Act, 1956 and on the basis of such checks as we considered appropriate and according to the information and explanations given to us. We further report that :
 - i) The company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets. We are informed that assets were physically verified by the management during the financial year and no discrepancies were noticed on such verification by the management.
 - ii) None of the fixed assets have been revalued during the year.
 - iii) As per the information and explanations given to us, the management has carried out physical verification at the reasonable interval in respect of stores, spare parts and raw materials.
 - iv) As per the information and explanations given to us and on the basis of such checks as we consider appropriate the procedure of the physical verification of the stock followed by the management are reasonable and adequate and in relation to the size of the company and the nature of its business.
 - v) As per the explanations and information given to us no significant discrepancies have been noticed on physical verification of stock as compared to the book records.
 - vi) In our opinion the valuation of stock is fair and proper in accordance with normally accepted accounting principles.
 - vii) The company has taken loans from company listed in register maintained u/s 301 of the Companies Act, 1956 and under sub-section (1B) of section 370 of the Companies Act, 1956. The terms and conditions of such loans are not prima facie prejudicial to the interest of the company.
 - viii) The company has not granted any loans to companies / firms or other parties in the register maintained u/s 301 of the Companies Act, 1956 and companies under the same management as defined u/s 370(1B) of Companies Act, 1956.
 - ix) The parties to whom the interest free loans or advances in the nature of loans have been given by the company are repaying principal amount as stipulated.
 - x) In our opinion and according to the explanations and informations given to us there are adequate internal control procedure commensurate with the size of the company and the nature of the business for the purchase of the stores, raw materials, components, plant and machineries, equipments and other assets.