

CONTINENTAL PETROLEUMS LIMITED

27th Annual Report 2012-2013

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CONTINENTAL PETROLEUMS LIMITED

BOARD OF DIRECTORS

Chairman and Managing Director	:	Shri M.L. Khandelwal
Directors	:	Shri G.D. Sethi Shri Ram Nath Karol Smt. Radhika Khandelwal
Banker	:	HDFC Bank Ltd. - Jaipur
Auditors	:	M/s R.P. Khandelwal & Associates Chartered Accountants, Jaipur
Registered Office	:	A-2, Opposite Udyog Bhawan Tilak Marg, C-Scheme, JAIPUR - 302 005 (Rajasthan) INDIA Phone : 0141 - 222 22 32 Fax : 0141 - 222 19 61 E-mail : conpetco@gmail.com Web : www.conpetco.com
Factory Premises	:	Plot No. A-166 & F-162-165, RIICO Indl. Area Behror - 301 701, Rajasthan (India) Phone : 01494-220 018
Registrar & Share Transfer Agent	:	M/s Beetal Financial & Computer Services (P) Ltd. Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Complex, Near Dada Harsukhdas Mandir, New Delhi-110 062 (India) Ph.: 011 - 299 61 281 Fax : 011 - 299 61 284 Mr. Punit Mittal, Gen. Manager (M :+98102-76579) Email: beetalrta@gmail.com, beetal@rediffmail.com

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NOTICE OF THE 27th ANNUAL GENERAL MEETING:

Notice is hereby given that 27th Annual General Meeting of Continental Petroleums Ltd. will be held on Saturday, the 28th September, 2013 at 1.00 P.M. at Registered Office of the Company, at A-2, Opposite Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit & Loss Account for the year ended 31st March, 2013 and the Balance Sheet as at that date together with the Report of Directors and Auditors thereon.
2. To appoint Director in place of Smt. Radhika Khandelwal who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint Auditors and fix their remuneration.

NOTES:

1. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote at the meeting and a proxy need not be a member of the Company. Proxy form be deposited at Regd. office of the Company not later than 48 hours before the time fixed for the meeting.
2. Corporate members are requested to send duly certified copy of Board resolution authorising their representative to attend and vote at the meeting.
3. Stock code on Bombay Stock Exchange: - 523232 ISIN: - INE 369D01015
4. The Company has appointed M/S Beetal Financial & Computer Services Pvt. Ltd. as registrar & share transfer agent to handle the physical share Transfer related work and for electronic connectivity as detailed below:- M/S Beetal Financial & Computer Services Pvt. Ltd., "Beetal House", 3rd Floor, 99, Madangir, Behind Local Shopping Complex, Near Dada Harsukhdas Mandir, New Delhi – 110 062.
5. The Company's shares are compulsorily trades in dematerialized form and available for trading on both the depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Securities (India) Limited (CDSL). The Company's shares are regularly traded on Bombay Stock Exchange Limited in electronic form .
6. The register of members and share transfer books of the Company shall remain closed from 23rd September, 2013 to 28th September, 2013 (both days inclusive).

Registered office
A-2 Opposite Udyog Bhawan,
Tilak Marg, C-Scheme, Jaipur

Dated 30th May, 2013

By order of Board of Directors

M.L.Khandelwal
Chairman and Managing Director

COMPLIANCE CERTIFICATE

To,
The Members,
Continental Petroleums Ltd.
A-2, Opp. Udyog Bhawan, Tilak Marg,
Jaipur (Rajasthan)

I have examined the registers, records, books and papers of Continental Petroleums Ltd. as required to be maintained under the Companies Act 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the company for the financial year ended on 31st March, 2013 (financial year). In my 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, I certify that in respect of the aforesaid financial years:

1. The company has kept and maintained all registers as stated in Annexure-A to this certificate, as per the provisions of the Act and the rules made there under and all entries there in have been duly recorded.
2. The company has duly filed the forms and returns as stated in annexure-B to this certificate, with the Registrar of the Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed (except with additional fee where required) under the Act and the Rules made there under.
3. The company being a public limited company, comments on number of members, etc. are not required.
4. The Board of directors duly met four times respectively on 30.05.2012, 14.08.2012, 12.11.2012, and 14.02.2013, in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the minutes book maintained for the purpose.
5. The company closed its register of members from 24.09.2012 to 29.09.2012 during the financial year and compliance made..
6. The annual general meeting for the financial year ended on 31st March, 2012, was held on 29.09.2012, after giving due notice to the members of the company and the resolutions passed there at were duly recorded in minutes book maintained for the purpose.
7. No extra-ordinary general meeting was held during the financial year.
8. As explained to us, the company has not advanced any loan to directors or companies and firms referred to under section 295 of the Act.
9. As explained to us, there were no cases falling within the provisions of section 297 of the Act during the financial year
10. As explained to us, provisions of section 301 of the Act were complied with where required during the year.
11. As explained to us, provisions of section 314 of the act where required were complied with during the financial year .
12. The company has not issued any duplicate share certificates during the financial year.
13. The company has:
 - (i) Delivered all the certificates on allotment of securities and on lodgment thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
 - (ii) The company has not deposited any amount in a separate bank account towards dividend as no dividend was declared during the financial year;
 - (iii) The company was not required to post warrants to any member as no dividend was declared during the financial year;

- (iv) The company has no amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and interest thereon, as unclaimed or unpaid for seven years which were transferable to investor education and protection fund;
- (v) Duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the company is duly constituted and the appointment of directors, additional directors, alternate directors and directors to fill casual vacancies have been duly made.
15. The compliance if any with provisions of section 269 of the act was made.
16. The company has not appointed any sole-selling agents during the financial year.
17. The company was not required to obtain any approvals of the central government, company law board, regional director, registrar under various provisions of the act during the financial year. However, company made an application to Bombay Stock Exchange for In-Principle approval of 3,15,000 convertible warrants pursuant to the provisions of listing agreement which is yet under their consideration, as explained by officers of company
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the act.
19. The company has issued 122000 equity shares of Rs.10 each (by conversion of warrants) during the financial year.
20. The company has not bought back any shares during the financial year.
21. The company has not redeemed any preference shares or debentures during the financial year.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 58A of the act during the financial year.
24. The amount borrowed by the company from directors, financial institutions, banks and other during the financial year are within the borrowing limits of the company under provisions of section 293(1) (d) of the Act.
25. The investments made if any in securities are in compliance with provisions of section 372A of the Act.
26. The company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one State to another during the year under scrutiny.
27. The company has not altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny.
28. The company has not altered the provisions of the memorandum with respect to name of the company during the year.
29. The company has not altered provisions of memorandum with respect to share capital of the company during the year under scrutiny.
30. The company has not altered its Articles of Association during the year under the scrutiny.
31. As explained to us, there was no prosecution initiated against or show cause notice received by the company and no fines, penalties or other punishment imposed on the company during the financial year, for offences under the Act.
32. The company has not received any money as security from its employees during the financial year.
33. As explained to us, the company has deposited both employees and employer's contributions to provident fund with prescribed authority under section 418 of the Act during the financial year.

Place : Jaipur
Date: 30th May, 2013

Signature : for C.M. Bindal & Co.,
Name of C.S. (C.M. Bindal PROPRIETOR)

Annexure-A

Registers as maintained by the company:

1. Register of Members u/s 151.
2. Minutes Books of Board & Members Meetings u/s 193.
3. Books of Accounts u/s 209.
4. Register of Directors u/s 303.
5. Register of Directors' shareholdings u/s 307.
6. Copies of Annual Returns u/s 159/160/161.
7. Register of contract u/s 301.
8. Register of Charges u/s 143.

Annexure-B

Forms and Returns as filed by the company with the register of companies, Regional director, central government or other authorities during the financial year ending on 31st march, 2012;

1. Form no. 23AC & 23ACA dated 31.03.2012 filed vide SRN no. Q05783600 dated 12.01.2013 u/s 220.
2. Form No 20B made up to 29.09.2012 filed vide SRN NO. Q02858413 dated 27.11.2012 u/s 159/161.
3. Form No. 66 dated 31.03.2012 filed vide SRN no. P91835660 dated 25.10.2012 u/s 383A (1) proviso.
4. Form No. 23 dated 29.09.2012 filed vide SRN No. B59474379 dated 12.10.2012 u/s 192.
5. Form No. 2 dated 30.06.2012 filed vide SRN No. S14262091 dated 29.09.2012 u/s 75.

DIRECTORS' REPORT

Your Directors are pleased to present 27th Annual Report together with Audited Statement of Accounts for the year ended 31st March, 2013.

FINANCIAL RESULTS

The Financial Results for the year under review are as follows:-

(Rs. in Lacs)

	2012-2013	2011-2012
Sales	1988.36	1487.49
Other Income	330.07	434.94
Gross Profit before Interest, Depreciation & Adjustments	132.51	132.94
Interest	18.64	8.48
Depreciation	14.87	12.12
Net Profit/ (Loss) before tax	99.00	112.34
Net Profit/(Loss) after tax	69.76	78.64
Balance of Profit/(Loss) Brought - forward from last year	132.43	53.79
Balance carried forward to Balance Sheet	202.19	132.43

DIVIDEND

Your Directors have decided not to pay dividend for the year 2012-2013 due to requirement of working capital for expansion programme.

OPERATIONS

It is appreciable to note that the company has achieved a higher turnover of Rs. 1988.36 Lacs as against Rs. 1487.49 Lacs in the previous year, recording 33.67% increase. The income from Hazardous Waste Management activities etc. has decreased from Rs. 434.94 Lacs to Rs. 330.07 Lacs as compared to previous year. The Net Profit was Rs. 69.76 Lacs as compared to net profit of Rs. 78.64 Lacs in the previous year.

PROSPECTS

In view of the increased awareness and stringent pollution regulation towards environment protection our industries in India is adopting improved technologies and measures to reduce pollution. Therefore, your Directors have decided to concentrate more efforts towards growing business on hazardous waste management within the parameters of prevailing Indian laws. The company expects reasonable growth by the above business. The growth in sales of lubricating oils is also expected to continue. The Company has already completed the installation of underground tanks & blending tanks for production of Petroleum products of A.B. & C class for which statutory permissions have been received. It is expected that production of industrial solvents, lacquers etc will start during the current year which will lead to enhancement of profit of the Company.

FIXED DEPOSITS

The Company has not accepted any deposits from public which are covered under Section 58A of the Companies Act, 1956

DIRECTORS

Smt. Radhika Khandelwal retires by rotation and being eligible offers herself for re-appointment at forthcoming Annual General Meeting.

CONTINENTAL PETROLEUMS LIMITED

SHARE CAPITAL

The Company had issued 315000 convertible warrants in the year 2010-11 out of which all the 315000 warrants are converted in 315000 equity shares. However, the listing permission of aforesaid shares is still pending with the Mumbai Stock Exchange.

COMPLIANCE CERTIFICATE

Secretarial compliance certificate received from M/S C.M. Bindal & Company, Company Secretaries, Jaipur under Section 383 A of the Companies Act, 1956 is annexed herewith and bears the part of Directors report.

DIRECTOR'S RESPONSIBILITY STATEMENT

Your Directors confirm:

1. That in the preparation of Annual Accounts, applicable accounting standards have been followed.
2. That the Directors have selected such accounting policies and applied them consistently & made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the State of affairs of the Company at the end of the financial year 31st March, 2013.
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud & other irregularities.
4. That the Directors have prepared the Annual Accounts for the financial year ended 31st March, 2013 on a going concern basis.

CONSERVATION

The Company takes appropriate measures from time to time for conservation of energy in the operation of the plant.

POWER & FUEL CONSUMPTION

	Unit	2012-2013	2011-2012
i) Electricity own generation by D.G. Set Units	KWH	10617	90000
Unit per Ltr. of Diesel Oil	KWH	0.280	0.299
Cost/Unit	Rs.	12.05	11.55
ii) Fuel Oil (Diesel/LDO/FO/GO) Quantity	Ltr.	304777	554958
Total Amount	Rs.	14629301	21466775
Average Rate/Unit	Rs.	48.01	38.68
iii) Consumption per Unit of production (Lubricating Oils) Fuel Oil	Ltr.	0.035	0.033

TECHNOLOGY ABSORPTION

The R&D Department of the Company is dedicated to develop environment-friendly processes and introduce new formulations for lubricants from time to time.

FOREIGN EXCHANGE

During the year under review the income in foreign exchange was nil. and out go on purchase of lubricants was Rs 5401118/-