

24th ANNUAL REPORT 2011-12

ICCON OIL AND SPECIALITIES LIMITED

BOARD OF DIRECTORS

| | |
|-----------------------------|------------------------|
| Shri Tushar Hasmukh Shah | : Managing Director |
| Shri Prakash Ambalal Rathod | : Independent Director |
| Shri Narendra Kumar Tiwari | : Independent Director |

REGISTERED OFFICE:

Plot No. 1 Village Honadtakai,
Adoshi Road, Off Pen Khopoli Road,
Khalapur-410203

ANNUAL GENERAL MEETING

Day : Friday
Date : Sept.28, 2012
Time : 03.00 p.m.

AUDITORS:

Rajendra & Co.
Chartered Account
Dalamal Tower 211
Nariman point
Mumbai-400021

BOOK CLOSURE

24.09.2012 to 28.09.2012
(both days Inclusive)

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the Members of the company will be held on Friday, the 28th September 2012 at 03.00 P.M. at the Registered Office of the Company at Plot No. 1 Village Honadtakai, Adoshi Road, Off Pen Khopoli Road, Khalapur-410203, to consider the following business:-

AS ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2011 and the P&L a/c. for the year ended that date together with the Reports of Auditor's and Director's thereon.
2. To appoint a Director in place of Mr. Narendra Kumar Tiwari , who retires by rotation and being eligible, offers himself for re-appointment
3. To appoint the Auditors to hold the office from the conclusion of Annual General Meeting until the conclusion of next Annual General Meeting of the Company and to fix their remuneration.

Place : Khalapur
Date :31-08-2012

By order of the Board
For ICCON OIL AND SPECIALITIES PVT. LTD.
SD/-
(TUSHAR HASMUKH SHAH)
Managing Director

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company.
2. The Proxy form should be deposited at the registered office of the Company not less than forty eight hours before the meeting.
3. Share Holders are requested to intimate change in their address, if any, immediately.
4. The Register of Members and Share Transfer Book of the Company will remain closed from 24-09-2012 to 28-09-20012 (both days inclusive).

Directors Report

To,
The Members,
ICCON OIL AND SPECIALITIES LIMITED
Khalapur, Maharashtra

Your Directors have pleasure in presenting before you the 24th Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2012.

| FINANCIAL RESULT | Amounts in Rs. | |
|---|----------------|---------------|
| | 2010-11 | 2011-12 |
| Loss for the year | (839,491) | (732,097) |
| Less: Debit Balance as per last balance sheet | (163,106,187) | (163,945,678) |
| Debit Balance carried to Balance sheet | (163,945,678) | (164,785,169) |

DIVIDEND:

In view of loss, your Directors do not recommend any dividend.

OPERATIONAL HIGHLIGHTS

During the year under review company did not carried on business and do not have any income. Company is referred to BIFR (Board of Industrial and Financial Re-construction) and the final order of the BIFR is awaiting for the scheme of Rehabilitation submitted by the Company.

PUBLIC DEPOSITS

During the period under review the Company did not accept deposits in terms of Section 58A of the Companies Act, 1956 and pursuant to the provision of the Non-Banking Financial Companies (Reserve Bank) Direction 1998.

DIRECTORS

Mr. Narendra Kumar Tiwar , Director of the company retires by rotation at this Annual General Meeting and being eligible, offers themselves for re-appointment. The brief resume and other details of director, who are to be re-appointed as stipulated under clause 49 (IV) (G) of the listing agreement, are furnished in the corporate Governance Report forming part of the Annual Report. During the year there were no changes had taken place in the constitution of the Board of Directors of the Company.

DIRECTORS'RESPONSIBILITY STATEMENT:

Pursuant to Section 217 (2AA) of the Companies Act, 1956 the Board of Directors of your company confirms:

- (1) In the preparation of annual accounts, the applicable accounting standards have been followed;
- (2) Appropriate accounting policies have been selected and applied consistently and judgments and estimates made that are responsible and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year ended and of the profit and loss of the Company for that period.
- (3) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities:
- (4) annual accounts have been prepared on a going concern basis.
- (5) The company has received certificates from Directors u/s274(1)(g) of Companies Act,1956.

STATUTORY INFORMATION:

1. The company has paid any remuneration above the limit stipulated in section 217(A)(a) of companies Act, 1956 per month to any of its employees and as such no Statement is required to be appended this Report.
2. The Company has not accepted any deposits within the meaning of section 58-A of the companies Act, 1956, and /or which are remained unpaid or unclaimed for which information is required to be given in this Report.
3. A statement under section 217 (1) (e) companies Disclosure of Particulars in the Report of Board of Directors Rules, 1988 in relation to part A pertaining to the conservation of Energy is not applicable to the company. The company does not have its own R & D divisions nor spent any amount on R & S. However the Directors of the company are qualified in respective field of production and are attentive to all type of research papers, materials and conferences. The experience of Directors contributes to company's products development.
4. The company and has not spent or earned any foreign exchange. However the company is examining suitability and prospects in export market for company's products.
5. Notes forming part of Accounts referred to in Auditors Report are self-explanatory.

CORPORATE GOVERNANCE AND COMPLIANCE

A report on corporate governance along with Management Discussion and Analysis is annexed to this report as Annexure A certificate from Statutory Auditors with regards to the compliance of the corporate governance, as stipulated in Clause 49 of the Listing Agreement, by the company is annexed to this report.

The company has fully complied with all mandatory requirements prescribed under Clause 49 of the listing agreement. In addition, the company has also implemented some of the non mandatory provisions of Clause 49.

AUDITORS

RAJENDRA & CO., Chartered Accountants, the Auditors of the Company hold office up to the conclusion of this Annual General Meeting and are eligible for re-appointment. RAJENDRA & CO., have submitted to the company a Certificate that their reappointment as the Auditors of the company would be within the limits laid down in section 224(1-B) of the companies Act, 1956. You are requested to appoint the Auditors and fix their remuneration.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING/OUTGO.

The company do not carried any manufacturing activities and the plant was not operational during the year under review.

During the year under review the Company has no foreign exchange earnings and outgo.

ACKNOWLEDGEMENT

The Board of Directors take the opportunity to thank the assistance and co-operation received from the shareholders, Financial Institutions, Banks, Central and State Government Authorities. The Board also place on record its deep appreciation for the contribution made by the employees at all levels.

Place : Khalapur
Date : 31-08-2012

By order of the Board
For ICCON OIL AND SPECIALITIES LTD
SD/-
(TUSHAR HASMUKH SHAH)
Managing Director

ANNEXURE –A to the Director's Report for the year ended 31st March, 2012.**REPORT ON CORPORATE GOVERNANCE****1. PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT.**

The Directors are conscious of their responsibilities to enhance shareholders value through sound business decisions, prudent financial management and high standard business ethics and achieve transparency and accountability in the dealings and transactions of the company.

2. BOARD OF DIRECTORS

The present strength of the board is 3 directors as listed below. The Managing/Executive Director do not draws remuneration.

Appointment/Reappointment of Directors

SHRI. TUSHAR HASMUKH SHAH - Managing Director
 SHRI. PRAKASH AMBALAL RATHOD - Independent Director
 SHRI. NARENDRA KUMAR TIWARI - independent Director

None of the Directors are drawing any remuneration or sitting fees.

Mr. Narendra Kumar Tiwar, is retiring by rotation and offers himself for re-appointment. Mr. Tiwari have wide Experience in the field of Management & marketing and have served for various sector for more than 15 years.

Board procedure

A detailed Agenda folder was sent to each Director in advance (generally before 7 to 10 days) of Board and committee meetings. To enable the Board to discharge its responsibilities effectively, the Managing Director briefed the Board at every meeting on the financial performance of the Company up to last completed month as against the budget/revised budget of the year. Presentations are made by the Managing Director about the financial, operational performance and market scenario. The Board also reviewed:

- Strategy and business plans
- Annual operating and capital expenditure budgets
- Investment plans of the company
- Compliance with statutory/regulatory requirements and review of major legal issues.
- Adoption of quarterly / half yearly / annual results (after recommendation of Audit Committee where required).
- Significant labour problems
- Major accounting provisions and write-offs.
- Details of joint venture or Collaboration Agreement

Board meeting and attendances.

Board meeting were held in the financial year ended on 31st March 2012 as follows. The annual calendar of board meeting is agreed upon in principle at the beginning of the each year. The information as required under Annexure 1 to clause 49 of the listing is made available to the members of the board along with notice agenda and brief agenda paper. These papers are circulated in advance and are placed before board at the time of board meeting. The dates on which board meeting were held are as follows.

| Sr. NO | Date of Board Meeting | Board Strength | No. of Directors Present |
|--------|-----------------------|----------------|--------------------------|
| 1 | 30/04/2011 | 3 | 2 |
| 2 | 31/07/2011 | 3 | 2 |

| | | | |
|---|------------|---|---|
| 3 | 01/09/2011 | 3 | 3 |
| 4 | 31/10/2011 | 3 | 3 |
| 5 | 31/01/2012 | 3 | 3 |

Attendance of each director at the board meeting and last annual general meeting.

| Name of Director | Category Directorship | No. of Board Meeting Attendance | Attendance at last AGM |
|----------------------------|----------------------------|---------------------------------|------------------------|
| Mr. Tushar Hansmukh Shah | Managing Director/Chairman | 5 | YES |
| Mr. Prakash Ambalal Rathod | Independent Director | 4 | YES |
| Mr. Narendra Kumar Tiwari | Independent Director | 5 | YES |

BRIEF PROFILE OF DIRECTORS

1. Mr. Tushar Hansmukh Shah aged about 55 years is a managent graduate and is a promoter director of the Company. He have wide experience in the field of in the manufacturing and marketing of petroleum and allied products and re-finining of used and waste oil. Being the managing Director and Chairman of the Company he holds the substantial powers of management of the Company.
2. Mr. Prakash Ambalal Rathod is a man with wide experience in the field of marketing and had served various sectors for more than 22 years. He is basically a graduate and specialized experience in the field of marketing give proper direction to the company in its effort to revive itself.
3. Mr. Narendra Kumar tiwari, aged 57 years is graduate and having wide experience in the field on manufacturing sector and he have specialized knowledge is in oil and related industry.

3. REMUNERATION COMMITTEE

The company has not constituted remuneration committee. The company is not paying any remuneration to Directors.

4. SHARE HOLDER'S GRIEVANCE AND SHARE TRANSFER COMMITTEE

Composition:-

The said committee comprises of non Independent Directors namely Shri Prakash Rathod, Shri Narendra Tiwari and Shri Tushar Shah Managing Director of the Company. The committees meet regularly which attends share transfer process and/or resolves investor complaints as and when received. The company has not received any transfer application and or investor complaints during the year under reporting.

5. AUDIT COMMITTEE:

The Board constituted the Audit Committee and presently the audit committee consists of 3 Directors. All members of Audit Committee are financially literate and 2 Directors out of 3 has financial management expertise as required for member of Audit Committee as stipulated in Clause 49 of the Listing Agreement and in section 292A of the companies Act, 1956. During the year under report as there is no manufacturing activities or sales

the audit committee met to discuss the chances of reviewing the activities and pending matters.

| SR.NO | DIRECTOR NAME | CATEGORY | NO OF MEETING HELD ATTENDED | |
|--------------|-----------------------------|-----------------|--|---|
| 1 | Shri Tushar Hansmukh Shah | Member | 5 | 5 |
| 2 | Shri Prakash Ambalal Rathod | Chairman | 5 | 5 |
| 3 | Shri Narendra Kumar Tiwari | Member | 5 | 5 |

During the year committee met on 30th April 2011, 31st July 2011, 1st September 2011, 31st October 2011 and on 31st January 2012.

Terms of Reference:-

The terms of reference for the audit committee as laid down by the Board include the following:-

- (i) Overseeing the Company's Financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- (ii) Recommending the appointment and removal of statutory auditor, fixation of audit fee and also approval for payment for any other services.
- (iii) Reviewing with management, the quarterly, half yearly and annual financial statements before submission to the Board, focusing primarily on any changes in accounting policies and practices; major accounting entries based on exercise of judgement by management; qualifications in draft audit report; significant adjustments arising out of audit; the going concern assumption; compliance with accounting standards; compliance with stock exchange and legal requirements' concerning financial statements; any related party transaction i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of Company at large.
- (iv) Reviewing with the management, statutory and internal auditors, the adequacy of internal control system and ensuring compliance therewith.
- (v) Discussions with statutory auditors before the commencement of the audit about the nature and scope of audit as well as have post-audit discussion to ascertain any areas of concern.
- (vi) Reviewing the Company's financial and risk management policies.
- (vii) To review the functioning of the Whistle Blower Policy adopted by the Company.
- (viii) To review report on Management Discussion & Analysis of Financial Condition and Results of operation, to be included in the Company's Annual Report to its Shareholders.

6. GENERAL BODY MEETING:

Details last three Annual General Meeting.

The Annual General Meeting (AGMs) of the company have been held at the following places in the last three years.

| Date | Date & Time | Venue |
|-------------|------------------------|---|
| 30/09/2009 | 3.00 P.M | PLOTNO1 VILLAGE HONADTAKAI ADOSHI ROAD OFF PEN KHOPOLI ROAD KHOPOLI KHALAPUR 410203 |
| 30/09/2010 | 3.00 P.M | PLOTNO1 VILLAGE HONADTAKAI ADOSHI ROAD OFF PEN KHOPOLI ROAD KHOPOLI KHALAPUR 410203 |