# 25<sup>th</sup> Annual Report 2010-2011

### Mobelene

high performance lubricants

**Automotive Oils | Industrial Oils | Greases | Speciality Oils** 

### **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.

Auditors : M/s R.P. Khandelwal & Associates

Chartered Accountants, Jaipur

Registered Office A-2, Opposite Udyog Bhawan

Tilak Marg, C-Scheme, JAIPUR - 302 005

Phone : 0141-222232 Fax : 0141-2221961

E-mail: conpetco@gmail.com

Factory Premises Plot No. A-166 & F-162-165,

RIICO Indl. Area Behror - 302701,

Rajasthan (India) Phone: 01494-220018

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-110062

Ph. : 011-29961281 Fax : 011-29961284 Mr. Punit Mittal, Gen. Manager (M : +98102 76579)

Email: beetal@financial.com

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### NOTICE OF THE 25th ANNUAL GENERAL MEETING:

Notice is hereby given that 25<sup>th</sup> Annual General Meeting of Continental Petroleums Ltd. will be held on Tuesday, the 30th August, 2011 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 2011 and the Balance Sheet as at that date together with the Report of Directors and Auditors thereon.
- 2. To appoint Director in place of Shri Ram Nath Karol who retires by rotation and being eligible offers himself for re-appointment.
- 3. To appoint Auditors and fix their remuneration.

### SPECIAL BUSINESS:-

- 4. To consider and, if thought fit, to pass the following Resolution with or without modification as an ordinary Resolution:-
  - "RESOLVED THAT Smt. Radhika Khandelwal who was appointed as Additional. Director of the company and holds office upto the date of ensuing Annual General meeting and in respect of whom a notice was received from a member under Section 257 of the Companies Act, 1956 be and is hereby appointed Director of the Company liable to retire by rotation."
- 5. To consider and, if thought fit, to pass the following Resolution with or without modification as a Special Resolution:-
  - "RESOLVED THAT pursuant to the provisions of Section 198, 269, 369 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 approval of the company be and is hereby accorded to the re-appointment of Shri. M.L Khandelwal, Chairman and Managing Director of the company w.e.f. 1st May 2011for a period of three years at a remuneration of Rs.75,000.00 per month inclusive of all benefits, perks, amenities and perquisites."
  - "RESEOVED FURTHER THAT pursuant to the provisions of Section 198 and all other applicable provisions of the Companies Act, 1956, if any, the above remuneration be paid to Shri M. L. Khandelwal as minimum remuneration weather in any financial year during his tenure the company has no profits or the profits are inadequate."

### 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.
- 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.
- The register of members and share transfer books of the Company shall remain closed from 24th August, 2011 to 30th August, 2011 (both days inclusive).
- 7. Explanatory statement pursuant to section 173(2) of the Company Act, 1956 in respect of special business set out in the notice is annexed here to.

### EXPLANTATORY STATEMENT PURSUENT TO PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO.4. Smt. Radhika Khandelwal was appointed Additional Director of the Company on 13th November, 2010 Under Section 260 of the Companies Act, 1956 to hold office upto the ensuing Annual General Meeting. A notice has been received from a member of the Company under Section 257 of the companies Act, 1956 proposing her name to appoint Director of the Company liable to retire by rotation. Smt. Radhika Khandelwal has rich experience in business.

None of the Directors except Shri M.L.Khandelwal Chairman and Managing Director of the Company is interested in the proposed resolution. Shri M.L.Khandelwal is a relative of Smt. Radhika khandelwal.

The above appointment of Smt. Radhika Khandelwal as Director requires approval of share holders by way of passing an ordinary resolution. Accordingly, your Director Commend the resolution for your approval as an ordinary resolution.

ITEM NO.5 The Terms of Shri M.L. Khandelwal as Chairman & Managing Director of the Company expired on 30<sup>th</sup> April, 2011. It is proposed to re-appoint him as Chairman and Managing Director of the company for a further period of three years w.e.f. 1<sup>st</sup> May, 2011. The present remuneration of Shri M.L.Khandelwal is Rs.75,000.00 per month inclusive of all benefits, perks, amenities & perquisites which was approved by shareholders at extraordinary general meeting held on 30<sup>th</sup> March, 2010. The re-appointment of Shri M.L. Khandelwal as Chairman and Managing Director is being considered on the same remuneration, i.e. Rs.75,000.00 per month inclusive of all benefits, perks, amenities & perquisites. The above remuneration of Shri M. L. Khandelwal is duly approved by remuneration committee meeting held on 20<sup>th</sup> April, 2011 and subsequent confirmation of Board of Directors. The above remuneration will be paid to Shri. M.L Khandelwal as minimum remuneration weather in any financial year during his tenure Company has no Profits or inadequate profits.

None of the Directors except Smt. Radhika Khandelwal is interested in the proposed resolution. Smt. Radhika Khandelwal is relative of Shri M.L. Khandelwal.

Your Directors commend the resolution for your approval as a special resolution.

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

Dated 30th May 2011

By order of Board of Directors

M.L.Khandelwal Chairman and Managing Director

### **DIRECTORS' REPORT**

Your Directors are pleased to present 25th Annual Report together with Audited Statement of Accounts for the year ended 31st March 2011.

### FINANCIAL RESULTS

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

(Rs. in Lacs)

	2010-2011	2009-2010
Sales	1208.22	841.13
Other Income	346.43	256.03
Gross Profit before Interest,		
Depreciation & Adjustments	109.25	92.49
Interest	6.40	7.40
Depreciation	6.92	6.54
Net Profit/ (Loss) before tax	95.93	78.55
Net Profit/(Loss) after tax	60.93	50.84
Balance of Profit/(Loss)Brought -		
forward from last year	(7.15)	(57.99)
Balance carried forward to Balance Sheet	53.79	(7.15)

### DIVIDEND

Your Directors have decided not to pay dividend for the year 2010 - 2011 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.1208.22 Lacs as against Rs.841.13 Lacs in the previous year, recording 43.64% increase. The income from Hazardous Waste Management activities etc. has increased from Rs.256.03 Lacs to Rs.346.43 Lacs as compared to previous year. The Net Profit was Rs.60.93 Lacs as compared to net profit of Rs.50.84 Lacs in the previous year. The accumulated losses of the company are completely wiped out now.

### **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 are shortly expected, 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 Ac,1956

### **DIRECTORS**

Shri Ram Nath Karol retires by rotation and being eligible offers himself for re-appointment at forthcoming Annual General Meeting. The Board take on record the sad demise of the main promoter and Director of the company Smt. Bhagwati Khandelwal who has significantly contributed with all her able leadership, endless and unforgettable efforts during all the times towards achievement of the remarkable development and prosperity of the company to the present stage since its inception. Smt. Radhika Khandelwal was appointed as additional Director of Company

and being eligible offer herself for appointment as Director liable to retire by rotation. A notice has been received from a member under Section 257 of the Companies Act, 1956 for her appointment as Director.

### 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 31<sup>st</sup> March 2011.
- 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 31<sup>st</sup> March 2011 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**

i)	Electricity own generation
	by D.G. Set Units
	Unit per Ltr. of Diesel Oil
	Cost/Unit

ii)	Fuel Oil(Diesel/LDO/FO/GO)
	Quantity
	Total Amount
	Average Rate/Unit

iii)	Consumption per Unit of
	production (Lubricating
	Oils)
	Fuel Oil

Unit	2010-2011	2009-2010
KWH KWH	73000 0.375	42000 0.388
Rs.	10.75	9.75
Ltr.	515323	275195
Rs.	16634389	8393450
Rs.	32.27	30.50
Ltr.	0.031	0.030

### **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 & The expenditure in foreign exchange was Rs.46,060/-.

### **AUDITORS**

M/s R.P. Khandelwal & Associates, Jaipur, Auditors of the Company retires at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Directors have recommended their re-appointment.

### **EMPLOYEES**

Information under Section 217(2A) of Companies Act, 1956 read with Companies (particulars of employees) Rules, 1975 as amended:-

None of the employees was in receipt of remuneration beyond the limits prescribed under aforesaid rules.

### **ACKNOWLEDGMENT**

Your Directors take this opportunity to place on record their grateful thanks for the support and assistance received by the Company from Central and State Government Authorities & Banks. The Directors also place on record their appreciation to all employees of the Company for their good work.

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

Dated 30th May 2011

By Order of Board of Directors

M.L.Khandelwal Chairman and Managing Director

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 Limited as required to be maintained under the Companies Act, 1956, (the Act) and the Rules made there under and also the provisions contained in the Memorandum and Articles of Association of the company for the financial year ended on 31st March, 2011 (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, it's officers and agents, I certify that in respect of the aforesaid financial year.

- 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 therein have been duly recorded.
- The company has duly filed the forms and returns as stated in Annexure-B to this certificate, with the Register of 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 seven times respectively on 02.03.2010, 29.05.2010, 14.08.2010, 13.11.2010, 3.01.2011, 26.02.2011, and 31.03.2011 in respect of which meetings proper notices were given and the proceeding 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 21.9.2010 to 28.9.2010 during the financial year.
- 6. The annual general meeting for the financial year ended on 31st March, 2010, was held on 28.09.2010, after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
- 7. Extra-ordinary general meetings were held during the financial year and compliances made.
- 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 where necessary were complied with during the financial year.
- 11. As explained to us, provisions of section 314 of the Act were complied by the Company.
- 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 company has made compliance if any with provisions of section 269 of the Act.
- 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 Agreements which is under their consideration, as explained by the 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 70,000 equity shares of Rs. 10 each 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 transaction necessitating the company to keep in abeyance the rights to dividend, rights shares and bounds 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 provision 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 scrutiny.
- 31. As explained to us, there was no prosecution initiated against or show cause notices 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.

### **AUDITOR'S REPORT**

To The Share Holders:-

We have audited the attached Balance Sheet of M/s Continental Petroleums Limited, Jaipur as at 31st March 2011 and the Profit & Loss Account for the year ended on that date annexed and report that:-

"We conducted our Audit in accordance with Auditing Standards generally accepted in India. Those standards required that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining on test basis, evidence supporting the amount and disclosures in the financial statement. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion."

- 1. As required by the Companies (Auditor's Report) order 2003 dated 12th June 2003 issued by the Central Government in terms of Sub-Section (4A) of Section 227 of the Companies Act, 1956. We enclosed in the Annexure a statement on the matter specified in paragraph 4 and 5 of the said order.
- 2. Further to our comments in the Annexure referred to in paragraph 1 above:
  - (a) 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.
  - (b) Proper Books of Accounts as required by law have been kept by the Company so far as it appears from our examination of the books.
  - (c) The Balance Sheet and Profit & Loss Account referred to in this report are in agreement with the books of account.
  - (d) During the course of our audit we have not observed any adverse effect on the working of the Company.
  - (e) None of the Director of the Company are disqualified from the appointment as Director under clause (g) of Sub - Section (1) of Section 274 of the Companies Act, 1956.
  - (f) In our opinion and to the best of our information and according to the explanation given to us the said accounts read with the notes thereon given the information required by the Companies Act, 1956 in the manner, so required and give a true and fair view:-
    - (i) In the case of the profit & Loss Account of the Profit for the year ended on that date.
    - (ii) In the case of Balance Sheet of the state of affairs of the Company as at 31st March, 2011.

For R.P. Khandelwal & Associates **Chartered Accountants** 

Place: Jaipur

Date: 30th May 2011

R.P. Khandelwal

Partner

### Annexure to the Auditor's Report

Referred to in paragraph 1 above of even date:

- 1. The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets. The fixed assets have been physically verified by the management during the year and we are informed that no material discrepancies were noticed on such verification.
- 2. The company has not disposed off substantial part of the fixed assets which affects the going concern of the company.
- 3. a) The inventory has been physically verified by the management at reasonable intervals during the year.
  - b) In our opinion, the procedures of physical verification of stocks followed by the management are reasonable and adequate in relations to the size of the company and nature of its business.
  - c) The Company has maintained proper record of inventory and no material discrepancies were noticed on the physical verification of inventory as compared to book records except minor discrepancies and the same have been dealt with in the books of accounts.
- 4. On the basis of our examination of stocks we are satisfied that the valuation of stocks of finished goods, spare parts and raw material is fair and proper in accordance with the normally accepted accounting principles and is generally on the same basis as in the previous year.
- 5. The Company has taken unsecured loans, (interest free) from companies, firms and other parties listed in the register maintained under Section 301 of the Companies Act, 1956. As explained, there is no company under the same management as the company within the meaning of Section 370 (1-B) of the companies Act, 1956 which is not prejudicial to the interest of the company.
- 6. The Company has not given any loans and advance in the nature of loans to the employees except the temporary loans given to staff as per contractual obligation and the same are being recovered as per stipulation except minor delays.
- 7. In our opinion and explanations given to us, internal control procedures for the purchase of stores, raw materials including components, plant & machinery, equipments and other assets, and for the sale of goods are commensurate with the size of the company and nature of its business.
- 8. There are no transaction of purchase of goods and material and sale of goods, materials and services aggregation to Rs.5.00 Lacs or more in respect of each party in pursuance of contracts for arrangements that need entered in the register maintained under section 301 of the Companies Act, 1956.
- 9. The company has not accepted any deposit from public under section 58A & 58AA of the Act.
- 10. In our opinion the Company's internal audit system commensurate with its size and nature its activities. However it require further strengthen.
- 11. We are informed that the Central Govt. has not prescribed the maintenance of cost records under section 209 (1) (d) of the Companies Act,1956.
- 12. As verified by us, the company is regularly depositing Employees' State Insurance and Provident fund dues with appropriate authorities.
- 13. (a) As verified by us, there are no un-disputed amount payable in respect of income tax, wealth-tax, custom duty, sales-tax and excise duty, outstanding for a period of more than 6 months from the date they became payable.
  - (b) In respect of following disputed demand, the Company has filed appeals to various appropriate courts / Appeallet Authorities to seek justice and the same are pending for decision by appropriate authorities/courts.
    - (i) Rajasthan Sales Tax demand of Rs.7,89,699/- (Assessment Year 1994-95)

- (ii) Rajasthan Sales Tax demand of Rs 21,21,408/- (Assessment Year 2001-2002)
- (iii) Rajasthan Sales Tax demand of Rs.6,94,412/- (Assessment Year 2002-2003)
- 14. The Company is not sick unit under SICA.
- 15. In our opinion and to the best of the information and explanation given to us the company has not taken any secured loan from any of the financial institutions except working capital loan from Bank.
- 16. The company has not granted any loan and advances on the basis of pledge of shares, debentures and other securities. Accordingly clause 4 (xiii) of the order is not applicable.
- 17. In our opinion and to the knowledge and explanation given to us the company is not a chit fund/ nidhi/ mutual benefit fund/ society. Accordingly clause 4 (xiii) is not applicable.
- 18. According to the information and explanation given to us, the company is not dealing or trading in shares securities, debenture and other investment. Accordingly, clause 4(xiii) of the order is not applicable.
- 19. In our opinion and according to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from bank or financial institutions.
- 20. According to the information and explanation given to us and on the basis of our examination of the books of account, the term loans obtained by the company in the past were applied for the purpose for which such loans were obtained.
- 21. According to the information and explanation given to us and on an the basis of our examination of the Balance Sheet of the company, we are of the opinion that no fund raised on short term basis have been used for long term investment. Further the funds of Rs. 3,46,42,827/- has been generated from the regular job work of Hazardous Waste Management operation. The company has repaid the Unsecured loan of Rs. 3,42,973/-
- 22. The Company has issued 3,15,000 fully convertible warrants of Rs.10/- each to promoter on preferential basis at a premium of Rs. 13/- per share i.e. Rs.23/- per warrant out of which 70,000 fully convertible warrants were converted into equity share capital in equal number of equity shares. This issue is subject to approval by Bombay Stock Exchange. (Which is still avaited).
- 23. The Company has not issued any debenture. Accordingly, cause 4(xix) of the order is not applicable.
- 24. The Company has not made any public issue, therefore, the clause of disclosure the end use of money raised by public issues is not applicable this year.
- 25. We have been informed that no employee of the company has misappropriated fund of the company.

For R.P. Khandelwal & Associates
Chartered Accountants

Place: Jaipur

D-4-- 00th #4---

Date: 30th May 2011

R.P. Khandelwal

Partner

### BALANCE SHEET AS ON 31<sup>ST</sup> MARCH 2011

Particulars	Schedule	Current Year Amount in Rs.	Previous Year Amount in Rs.
SOURCES OF FUNDS : Shareholders Fund: Share Capital	1	2,53,53,120	2,46,53,120
Reserves & Surplus Money received against share convertible warrants	2	1,37,85,964 56,35,000	74,97,271
Loan Fund: Unsecured Loan	3	5,15,594	8,58,567
Secured loan Deferred Tax Liability/(Assets)		50,97, <b>4</b> 98 7,18,018	39,24,532 (54,811)
	Total	5,11,05,194	3,68,78,679
APPLICATION OF FUNDS: Fixed Assets			
Gross Block Less: Depreciation	. 4	5,64,07,307 3,91,96,879	5,28,43,389 3,85,04,927
Net Block		1,72,10,428	1,43,38,462
Current Assets, Loans & Advances	5		
Inventory Cash & Bank Balance Sundry Debtors Loans & Advances		1,71,17,781 4,28,495 3,56,70,836 52,99,685	2,17,34,113 3,16,594 2,62,26,930 71,02,886
		5,85,16,797	5,53,80,523
Less: Current Liabilities & Provisions	6	2,46,22,031	3,35,55,020
Net Current Assets		3,38,94,766	2,18,25,503
Profit & Loss A/c Notes on Accounts & Accounting			7,14,714
Policy	10		
	Total	5,11,05,194	3,68,78,679

As per our Audit Report of even date Annexed

For and on behalf of Board

For R.P. KHANDELWAL & ASSOCIATES, Chartered Accountants

G.D.Sethi (Director) R.N.Karol (Director)

R.P. Khandelwal

Radhika Khandelwal (Director)

Partner

M.L.Khandelwal

Place: Jaipur Date: 30th May 2011 (Chairman & Managing Director)

### PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2011

Particulars	Schedule	Current Year Amount in Rs.	Previous Year Amount in Rs.
INCOME			
Sales Other Income Increase/ (Decrease)-		12,08,21,823 3,46,42,827	8,41,13,351 2,56,03,352
in Closing Stock		3,93,683	(9,88,884)
	(A)	15,58,58,333	10,87,27,819
EXPENDITURE:			
Material Consumed Excise Duty	7	11,02,28,560 29,65,710	7,70,90,357 14,34,887
Payment to and Provision for Employees	8	33,85,602	37,76,356
Operational & Other Expenses Interest	9	2,83,53,148 6,40,249	1,71,76,540 7,40,256
	(B)	14,55,73,269	10,02,18,396
Profit/(Loss) before depreciation Less: Depreciation Profit/(Loss) after depreciation Provision of Tax Provision for Deferred Tax Profit after Tax Balance Brought Forward losses from last year	(A-B)	1,02,85,064 6,91,952 95,93,112 27,26,876 7,72,829 60,93,407 (7,14,714)	85,09,423 6,54,071 78,55,352 21,98,501 5,72,341 50,84,510 (57,99,224)
Balance Carried Forward To Balance Sheet		53,78,693	(7,14,714)
Number of share issued Basic & Dilutad EPS (Rupees) Notes on Accounts and accounting Policy	10	25,35,312 2.40	24,65,312 2.06

As per our Audit Report of even date Annexed

For R.P. KHANDELWAL & ASSOCIATES, Chartered Accountants

R.P. Khandelwal Partner

Place: Jaipur

Date: 30th May 2011

For and on behalf of Board

G.D.Sethi (Director) R.N.Karol (Director) Radhika Khandelwal (Director) M.L.Khandelwal

(Chairman & Managing Director)

### BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. Registration Details

Registration No.:

3704

State Code:

17

Balance Sheet Date :

31-03-2011

II. Capital Raised during the year (Amount in Rs.)

Public Issue

Rights Issue

Nil

Nil

Bonus Issue

Private Placement

Nil

7.00.000/-

III. Position of Mobilization and Development of Funds

(Amount in Rs.)

Total Liabilities:

7,57,27,225

Total Assets: 7,57,27,225

Source of funds Paid up capital: Reserves & surplus :

2,53,53,120/-1,37,85,964/-

Secured Loans

50.97.498

Unsecured Loans: 5,15,594

Application of Funds

Net Fixed Assets

: 1,72,10,428

Investments

Nil

Net Current Assets

3,38,94,766

Misc. Expenditure

Nil

Accumulated Losses

Nil

IV. Performance of Company (Amount in Rs.)

Turnover

Misc. Income

Deferred Tax

Income Tax

12,08,21,823

3,46,42,827

(7,72,829)

27,26,876

Total Expenditure

Profit Before Tax

Profit After Tax

14,55,73,269

95,93,112

60,93,407

Earning Per Share in Rs.: 2.40

Dividend: Nil

V. Generic Names of Three Principal Products/Services of Company

(As per monetary terms)

1) Item Code (ITC) No.

304012009

Product description

LUBRICATING OILS

2) Item Code(ITC) No.

304010006

Product description

**GREASES** 

3) Item Code (ITC)

304001007

Product description

TRANSFORMER OILS

4) Item Code (ITC) NO

304007005

Product description

**FURNACE OILS** 

For and on behalf of Board

G.D.Sethi (Director)

R.N.Karol (Director)

Radhika Khandelwal (Director) M.L.Khandelwal

(Chairman & Managing Director)

Place : Jaipur

Date

: 30th May 2011

### **SCHEDULES**

(Schedules forming part of the Balance Sheet as at 31st March 2011)

### **SCHEDULE-1: SHARE CAPITAL:**

	Current Year (Amount in Rs.)	Previous Year (Amount in Rs.)
Authorized: 30,00,000 (Previous Year 30,00,000) Equity Shares of Rs.10/- each.	3,00,00,000	3,00,00,000
Issued, Subscribed and paid-up: 25,35,312 (Previous Year 24,65,312) Equity Shares of Rs.10/- each fully paid-up in cash	2,53,53,120	2,46,53,120
	2,53,53,120	2,46,53,120
SCHEDULE-2: RESERVES & SURPLUS:		
Capital Reserve	35,200	35,200
General Reserve	74,62,071	74,62,071
Share premium	9,10,000	-
Profit & loss a/c	53,78,693	-
	1,37,85,964	74,97,271
SCHEDULE - 3: LOAN FUND:		
Unsecured Loan:     From Body Corporate and Promoters	5,15,594	8,58,567
	5,15,594	8,58,567
2) Secured Loan		
ICICI Bank Ltd.		39,24,532
HDFC Bank Ltd.	50,97,498	-
	50,97,498	39,24,532

Note : Loan from HDFC Bank Ltd. is secured by First charge on immovable property, movable properties & Book Debts of the Company.

SCHEDULE - 4 : FIXED ASSETS

							(All	(Amount in Ks.)
		Gross Block			Depreication		Net Block	lock
Particulars	Balance as on 01.04.2010	Addition (Deletion) in year	Total as on 31.3.2011	Upto 31.3.2010	Provided during the year	Total as at 31.3.2011	As at 31.3.2011	As at 31.3.2010
Land	844529	1	844529		1	1	844529	844529
New Plant & Machinery Under installation	2679204	1328360	4007564	ı	1	1	4007564	2679204
Building	8544943	497780	9042723	4334786	250536	4585322	4457401	4210157
Computer	309809	48500	358309	124985	54401	179386	178923	184824
Plant & Machinery	37130183	1011962	38142145	32577291	181363	32758654	5383490	4552893
Furniture & Fixtures	594119	1	5,94,119	494478	10439	504917	89202	99641
Office Equipments	217091	37275	254366	167594	4266	171860	82506	49497
Vehicles	2523511	640042	3163553	805793	190947	996740	2166813	1717718
Total	52843389	3563918	56407307	38504927	691952	39196879	17210428	14338462
Previous year figures	46575155	6268233	52843388	37850856	654071	38504927	14338462	8724299

### ——— CONTINENTAL PETROLEUMS LIMITED ——

### SCHEDULE - 5 : CURRENT ASSETS, LOANS & ADVANCES :

	Current Year (Amount in Rs.)	Previous Year (Amount in Rs.)
INVENTORY (At Cost) Raw material, Chemical & Stores Finished Goods Goods in Process	1,37,93,351 28,82,515 4,41,915	1,88,03,366 27,38,434 1,92,313
	1,71,17,781	2,17,34,113
CASH & BANK BALANCE Cash in hand Balance with Scheduled Bank- In Current Account & In Fixed Deposit Account	1,06,138 2,77,357 45,000	38,094 2,23,500 55,000
	4,28,495	3,16,594
SUNDRY DEBTORS (Unsecured Considered Good) Debts Outstanding Exceeding 6 months 33,67,715 Less: Provision for Doubtful Debts 8,02,353 Other Debts	25,65,362 3,31,05,474	16,72,457 2,45,54,473
	3,56,70,836	2,62,26,930
LOANS & ADVANCES: (Unsecured Considered Good) Advances recoverable in cash or in kind or for value to be received in cash)	52,99,685	71,02,886
	52,99,685	71,02,886

### SCHEDULE-6: CURRENT LIABILITIES & PROVISIONS:

For Goods 1,70,49,274 2,90,57,601 For Other Liabilities 75,72,757 44,97,419

2,46,22,031

3,35,55,020

### \_\_\_\_\_ CONTINENTAL PETROLEUMS LIMITED \_\_\_\_

	CONTINENTAL PET	ROLEUMS LIMITED -
SCHEDULE-7: MATERIAL CONSUMED:		
	Current Year (Amount in Rs.)	Previous Year (Amount in Rs.)
Opening Stock Add: Purchases	1,88,03,366 10,52,18,545	1,35,07,924 8,23,85,799
Less: Closing Stock	12,40,21,911 1,37,93,351	9,58,93,723 1,88,03,366
	11,02,28,560	7,70,90,357
SCHEDULE-8: PAYMENT TO AND PROVISION	N FOR EMPLOYEES:	
Wages, Salaries & Benefits	33,44,453	37,24,205
Staff Welfare Expenses	41,149	52,151
	33,85,602	37,76,356
SCHEDULE-9: OPERATIONAL AND OTHER E	XPENSES	
Power and Fuel Consumed	1,74,46,289	83,93,450
Travelling & Conveyance Expenses	7,25,247	6,22,448
Repair, Running & Maintenance Expenses	11,21,431	10,37,890
Postage, Telephone & Telegram Expenses	2,25,037	1,53,152
Insurance Charges	1,67,804	1,00,081
Electricity & Water Expenses	50,949	57, <b>6</b> 66
Legal & Professional Charges	2,03,617	1,97,808
Managing Directors' Remuneration	9,00,000	4,80,000
Rent, Rates & Taxes	8,94,911	4,99,508
Printing & Stationary	58,923	41,204
Selling & Distribution Expenses	13,47,599	12,88,896
Payment to Auditors:		
Audit Fee 20,000 Tax Audit Fee 5,000	25,000	25,000
Other Expenses	51,86,341	42,79,437
	2,83,53,148	1,71,76,540
		<del></del>

### **SCHEDULE-10: NOTES ON ACCOUNTS:**

- 1. Contingent Liabilities not provided for:
  - (i) Disputed demand of Rajasthan Sales Tax of amount to Rs.7,89,699/- raised by Anti-vision Commercial Taxes Department, Jaipur, for the assessment year 1994-95. Against above order the Company had filed appeal before Dy. Commissioner (Appeals) Jaipur which has been decided in favour of the company. Thereafter the department filed an appeal before Rajasthan Tax Board, Ajmer against above Dy. Commissioner's order.
  - (ii) (a) Disputed demand of Rs.21,21,408/- raised by Asst. Commissioner, Rajasthan Sales Tax Jaipur pertaining to the assessment year 2001-02
    - (b) Disputed demand of Rs.6,94,412/-raised by Asst. Commissioner, Rajasthan Sales Tax Jaipur pertaining to the year 2002-2003.

The Company had filed appeals against both the above demands (a) & (b) before Dy. Commissioner (Appeals), and the same were decided on 27.01.2009 against the Company. Thereafter, the Company filed appeals before Rajasthan Tax Board, Ajmer against the above Dy. Commissioner's orders and the same are under pending for decision.

- 2. Other income includes interalia Rs.3,46,42,827/- (Previous year Rs.2,56,03,352/-) received from operations carried out by the company on Hazardous Waste Management.
- 3. The Company has issued 315000 convertible warrants to promoter on preferential basis at Rs. 23.00 per warrant out of which 70000 warrants are converted in to equal number of equity shares. This issue is subject to listing permission by Bombay Stock Exchange which is still avaited.
- 4. Depreciation has been provided on SLM basis at the rates prescribed in Schedule XIV of the Companies Act 1956 as amended by Notification No. GSR 756 (E) dated 16.12.1993 and where there is an addition, the same has been provided on pro-rata basis.
- 5. Travelling Expenses includes Director's Travelling Expenses of Rs.1,42,177/-. (Previous Year Rs.96,932/-).
- 6. Provision for liabilities of Gratuity payable has not been made, as the same shall be accounted for as and when it will be paid.
- 7. Payment of Managing Director's Remuneration of Rs.9,00,000/- is as per sanction of Shareholders at the Extraordinaory General Meeting of Company held on 30th March, 2010.
- 8. Particulars of employees who were in receipt of remuneration not less than Rs.60,00,000/- per year, if employed throughout the year and Rs.5,00,000/- per month, if employed for a part of the year. (Previous year Rs.24,00,000/- per annum or Rs.2,00,000/- per month).

Employed Full Year

Nil

Employed for part of the year

No. of Employees

(Previous Year - Nil)

(Previous Year - Nil)

- 9. Information pursuant to Para 3,4c and 4-d of the part II of Schedule-VI of the Companies Act, 1956. Lubricants for Rs.2,65,47,333/- Lacs were imported on High-Sea basis during the year. Expenditure in foreign currency during the year was 46,060/-
- 10. Information related to licensed and installed capacity, production etc.

### CLASS OF GOODS MANUFACTURED

- a. Licensed/Installed Capacity (R.M Feed Rate Per Annum)
  - Lubricating Oil/Fuel Oil
- b. Actual Production/Purchases
  - Lubricating Oil/ Grease

Unit	Current Year	Previous Year
KL	18,000.000	18,000.000
KL	2,169.604	1,633.131

		CURRENT YEAR		PREVIOUS YEAR	
		QTY.KL	Value (Rs. In Lacs)	QTY.KL	Value (Rs in Lacs)
C.	Opening Stock - Lube oil/Grease	74.974	27.38	99.506	34.20
d.	Sales - Lube Oil/Grease	2194	1208.22	1,657.663	841.13
e.	Closing stock - Lube Oil/Grease	50.578	28.83	74.974	27.38

- 11. Previous year figures have been regrouped or re-arranged where considered necessary.
- 12. Consumption of Raw Materials:

	CURRENT YEAR		PREVIOUS YEAR	
•	QTY.KL	Value	QTY.KL	Value
		(Rs. In Lacs)		(Rs in Lacs)
(a) Details of Consumption/				
Purchase				
Used oil/ Base oil	3135.10	940.53	2197.90	646.53
Chemicals & Stores		31.64		26.08
Packing Materials		130.12		98.29
		1102.29		770.90
(b) Aggregate Consumption/	Value	Percentage	Value	Percentage
Purchases of Raw Material	Rs in Lacs		Rs in Lacs	
Imported raw material (At Factory Delivered Cost)	265.47	24.09%	7.79	1.01%
Indigenous	836.82	75.91%	763.11	98.99%
	1102.29	100%	770.90	100%

13. Segment Reporting: Company is engaged in sole activity of manufacturing and marketing of Lubricants and Greases. There is nothing to disclose with respect to Accounting Standard dealing with "Segment Reporting" (AS-17), issued by the Institute of Chartered Accountants of India.

14. Following disclosure has been made as per the requirements of Accounting Standard 18 on "Related Party Disclosures" (As 18), issued by the Institute of Chartered Accountants of India-

Related Parties	Nature of Relationship	Transactions	Amount (Rs.) 2010-2011	Balance outstanding on 31.03.11	Amount (Rs.) 2009-2010	Balance outstanding on 31.03.10
Mr. M.L.Khandelwal	Key Management personnel	Remunaration, Leave encashment & Rent	9,00,000	- - -	4,20,000 2,40,000 60,000	<u>-</u> -
Mr.Navneet Khandelwal	Relative of key Management Personnel	Salary	5,47,500	49,894	4,27,500	-
Smt. Bhagwati Khandelwal	Relative of key Management Personnel	Rent for company Leased Office	Nil		48,000	-
Central Steel & General Industries	Relating Firm of key Management Personnel	Rent for company Leased Godown	1,56.000	-	2,28,000	-
Mr.Vikrant Khandelwal	Relative of key Management Personnel	Salary	4,27,500	(-) 3,23,116	3,07,500	-
Smt.Anubha Khandelwal	Relative of key Management Personnel	Salary	2,40,000	(-) 5000	-	-

- (a) There are no other entities where the control exists as defined in AS-18.
- (b) No amount has been written off against any related party.

### 15. SIGNIFICANT ACCOUNTING POLICIES

### 1. General:

- i) These accounts have been prepared on the historical cost basis and on the principles of going concern.
- ii) Accounting policies unless specifically stated to be otherwise, are consistent and are in consonance with generally accepted accounting principles.

### 2. Revenue Recognition:

All expenses and income to the extent considered payable and receivable respectively, unless specifically stated to be otherwise, are accounted for on mercantile basis.

### 3. Sales:

Sales exclude Rebates, Discounts, Claims etc.

### 4. Fixed Assets:

- i) Fixed Assets are stated at cost.
- ii) Depreciation

Depreciation is provided on straight line method at single shift basis as per Schedule XIV of the Companies Act, 1956 as amended by Notification No. GSR 756 (E) dated 16th Dec. 1993 and where, there is an addition, the same is provided on pro-rata basis.

### 5. Deferred Tax:

Deferred Tax Provision made as per Accounting Standard.

### 6. Exchange Fluctuations :

All exchange fluctuation in foreign currency liabilities and assets not covered by forward contracts are reinstated at the rate prevailing at the end of the year. Any material exchange loss arising on such transactions (except those relating to acquisition of fixed assets which are adjusted to the cost of the asset) are charged to Profit and Loss Account under the respective heads of account.

### 7. Inventories:

- i) Raw Material, Stores & Spares and Empties are valued at cost which includes expenses incidental to procurement of the same.
- ii) Semi-finished goods are valued at cost and finished goods are valued at lower of cost or net realizable value. Cost in this case represents direct cost and includes appropriate portion of Factory Overheads.

### 8. Contingent Liabilities:

Contingent Liabilities are disclosed by way of notes to the accounts and no provision for the same is made in accounts.

As per our Audit Report of even date Annexed

For and on behalf of Board

For R.P. KHANDELWAL & ASSOCIATES, Chartered Accountants

R.P. Khandelwal Partner

Place: Jaipur

Date: 30th May 2011

G.D.Sethi (Director)
R.N.Karol (Director)
Radhika Khandelwal (Director)
M.L.Khandelwal
(Chairman & Managing Director)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2011 (Rs. In Lacs)

		Current Year (Rs. in lacs)	Previous Year (Rs. in lacs)
A. Cash Flow from Operating Activities			
Net profit/(Loss) after tax and before extraordinary items Adjustments for:		60.93	50.84
Depreciation		6.92	6.54
Interest/Dividend Income Interest Charged Deferred tax		6.40	7.40
Income tax		27.27	21.98
Operating Profit before Working Capital Changes		101.52	86.76
Adjustments for :     Trade & Other Receivables     Inventories     Trade Payables & Other Liabilities     Advances		(94.43) 46.16 (89.32) 18.03	(105.60) (43.07) 205.94 (44.90)
Cash Generated from Operations		(18.04)	99.13
Income Tax Paid Increase in deferred tax provision Interest Paid-Gross		(27.27) 7.73 (6.40)	(21.98) 5.72 (7.40)
Net Cash from Operating Activities	(A)	(43.98)	75.47
B. Cash Flow from Investing Activities			
Purchased of Fixed Assets - net of Interest capitalized Interest Received		(35.64)	(62.68)
Net Cash used in Investing Activities	(B)	(35.64)	(62.68)
C. Cash Flow from Financing Activity Repayment of Borrowings Increase In share holders funds/		8.30	(15.46)
share premium		72.44	1.67
Net Cash used in Financing Activities	(C)	80.74	(13.79)
Net (Decrease)/Increase in Cash & Cash equivalents (A+B+C)		1.12	(1.00)
Cash & Cash equivalents at start of the year		3.16	4.16
Cash & Cash equivalents at close of the of the year		4.28	3.16

As per our Audit report of even date Annexed.

For and on behalf of Board

G.D.Sethi (Director) R.N.Karol (Director) Radhika Khandelwal (Director)

M.L.Khandelwal

(Chairman & Managing Director)

Place : Jaipur

Date : 30th May 2011

### **AUDITOR'S CERTIFICATE**

We have examined the attached Cash Flow Statement of Continental Petroleums Limited for the year ended 31<sup>st</sup> March 2011. The Statement has been prepared by the Company in accordance with the requirements of Listing Agreement Clause - 32 with Stock Exchanges and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the Company however the figures have been regroup or rearranged covered by our report of 30<sup>th</sup> May, 2011 to the Members of the Company.

As per our Audit Report of even date Annexed

For R.P. KHANDELWAL & ASSOCIATES Chartered Accountants

R.P. KHANDELWAL Partner

Place : Jaipur

Date : 30th May 2011



### **CONTINENTAL PETROLEUMS LIMITED**

Registered Office: A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, JAIPUR - 302 005

	FROXI	PORIVI	Folio No
of			
being a member/members of M/s 0	Continental Petroleums Limited	appoint hereby him/her	of
	or failing him/her		at the 25th Annual
General Meeting of the Company to I	oe held on Tuesday, the 30th Au	gust, 2011 at 1.00 P.M. and at	any adjournment thereof.
Signed this	day of	2011.	Revenue Stamp
If it is intended to appoint a proxy, the Company at least 48 hours before the		eleted and deposited at the Re	gistered/Corporate Office of the

### CONTINENTAL PETROLEUMS LIMITED

Registered Office: A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, JAIPUR - 302 005

### 25th ANNUAL GENERAL MEETING

Date

30th August, 2011

Time:

1.00 P.M.

Place

A-2, Opp. Udyog Bhawan, Tilak Marg,

C-Scheme, JAIPUR - 302 005

### **ATTENDANCE SLIP**

Member's Folio No.

Name of Member/Proxy holder

No. of Shares held by the Member

Member's / Proxy's Signature

- Members/Proxy-holders are requested to produce the attendance slip duly signed for admission to the meeting hall . 1.
- Shareholdes are requested to bring their copy of the Annual Report with them to the Annual General Meeting. 2.
- No. Gifts or Coupons would be given to the shareholders for attending the Annual General Meeting. 3.

## Mobelene

### high performance lubricants

(An QMS ISO 9001:2008 & EMS 14001:2004 Certified Company)

### CONTINENTAL PETROLEUMS LIMITED

A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur - 302 005 (Rajasthan)