

28th

Annual Report

2012-2013



Continental Chemicals Limited

DIRECTORS

Mr. Naresh K Chibba	Managing Director
Dr. Vishwanath	Director
Mr. Pradeep Chopra	Director

Audit Committee

Mr. Naresh K Chibba	Managing Director
Dr. Vishwanath	Director
Mr. Pradeep Chopra	Director
Mr. Gaurav Tyagi	General Manager

AUDITORS

M/s. Hari Bhushan & Associates
Chartered Accountants
New Delhi

REGISTRAR AND SHARE TRANSFER AGENT

BEETAL FINANCIAL & COMPUTER SERVICES PVT. LTD.
BEETAL HOUSE, 3RD FLOOR 99,
MADANGIR BEHIND LOCAL SHOPPING CENTRE,
NEAR DADA HARSUKH DASS MANDIR,
NEW DELHI - 110062

BANKERS

INDIAN OVERSEAS BANK

ICICI BANK

REGISTERED OFFICE

A-7, Sector-7, Noida
Dist. Gautam Buddh Nagar,
U.P. INDIA
Pin – 201 301,

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 28th Annual General Meeting of the Company will be held on Friday, the 27th September 2013 at 4.30 P.M. at the Registered Office of the company at A-7, Sector-VII, NOIDA, Gautam Buddha Nagar, Pin. 201 301 (U.P) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2013, and profit & Loss Account for the Year ended on the date & the Report of Directors' and Auditors' there on.
2. To appoint a Director in place of Dr. Vishwanath who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors M/s Hari Bhushan & Associates, Chartered Accountant, New Delhi as auditors of the company for the year 2013-2014 to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

By Order of the Board of Directors

**Sd/-
NARESH K CHIBBA
Managing Director**

PLACE : NOIDA
DATE : 27th May 2013

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING. A BLANK FORM IS ENCLOSED.
2. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled.
3. Members are requested to bring their copies of the Annual Report with them at the meeting.
4. Members/Proxies are further requested to fill in the enclosed attendance slip and deposit the same at the registration table at the time of attending the meeting.
5. Members having any queries relating to the Annual Report are requested to send their questions to the Directors at the registered office of the Company at least 7 days before the date of Annual General Meeting.
6. Members holding shares under more than one folio are requested to send their Shares Certificate to the RTA of the Company for consolidation under one folio.
7. The Share Transfer Books, Members Register of the company shall remain closed from 25.09.2013 to 27.09.2013 (Both days inclusive).

By Order of the Board of Directors

**SD/-
NARESH K CHIBBA
Managing Director**

PLACE : NOIDA
DATE : 27th May 2013

DIRECTORS REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 28th Annual Report along with Audited Accounts of the Company for the year ended March 31, 2013.

1. FINANCIAL RESULTS

Particulars	31.3.2013	31.3.2012
i. Income from Operations	78,63,200	39,10,000
ii. Gross Profit/ (Loss)	(3,97,421)	4,45,606
iii. Expenditure	72,02,326	28,88,661
iv. Depreciation	10,58,295	5,75,732
v. Net Profit/(Loss)	1,50,990	(1,71,570)

2. OPERATIONS

During the period under review the total income was Rs. 78,63,200/- After providing for expenditure Rs. 72,02,326/- & depreciation Rs. 10,58,295/- the Company has earned net profit of Rs. 1,50,990/-

3. FINANCIAL YEAR

The company has closed the financial year on 31st March 2013.

The Financial result for year ended 31st March 2013 have been reviewed by the Audit Committee and approved by board of Directors in their meeting held on 27th May 2013. The statutory Auditors of the company have also audited the financial results for the year ended 31st March 2013.

The result for the year ended 31st March 2013 have been prepared and accordingly the previous period / years figures have also been reclassified to confirm to the current period's classification.

3. FUTURE PROSPECTS

The company has launched new projects & hopes that the company will generate greater revenues in the coming year.

4. FIXED DEPOSITS

The Company has not accepted any deposit under section 58 A of the Companies Act. 1956.

5. INDUSTRIAL RELATIONS

The employee-employer relations remained cordial throughout the year.

6. DIRECTORS

(a) In accordance with the article of association of the Company at the forthcoming Annual General Meeting of the company Dr. Vishwanath retires by rotation and being eligible offers himself for reappointment.

(b) Mr. Naresh K. Chibba , Dr. Vishwanath and Mr. Pradeep Chopra, directors of the company are members of the Audit committee of the Board of the company.

7. RESPONSIBILITY STATEMENT

As required under section 217(2AA) of the companies Act 1956, your Directors confirm that in the preparation of the Annual accounts:-

i) the applicable accounting standards have been followed along with proper explanation relating to material disclosures.

- ii) such accounting policies have been selected and applied consistently and reasonable and prudent judgements and estimates made , so as to give a true and fair view of the state of affairs of the company at the end of Financial Year and the Profit/Loss of the Company for that period.
- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities.
- iv) The annual accounts have been prepared on a going concern basis.

8. LISTING

The shares of the company are listed at Kanpur, New Delhi and Mumbai Stock Exchange. However as per resolution passed earlier, delisting from UP stock exchange and Delhi Stock exchange is under process and Shares from Bombay Stock Exchange are suspended and the revocation of suspension is in due process.

9. AUDITORS

M/s Hari Bhushan & Associates, Chartered Accountants, Auditors of the Company hold office until conclusion of the forthcoming annual General Meeting and are willing to be reappointed.

10. AUDITORS REPORT

The observations made by the auditors in their report are explained in the respective notes to the accounts which are self-explanatory and do not call for further explanation.

11. PERSONNEL

Your Directors also place on record their appreciation of the all round co-operation & contributions made by the employees at all levels. The statement of Employees u/s 217 (2A) of the Companies Act, 1956 is not annexed since none of the employees falls in this category.

12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information as per section 217(1)(e) read with companies (disclosure of particular in the Report of Board of Directors) Rules ,1988 in not being given since the company has suspended its manufacturing activities.

Particulars relating to Technology absorption are nil. Information relating to foreign exchange earnings or outgo during the year under review is provided in additional information.

13. SECRETRIAL COMPLIANCE CERTIFICATE

A copy of the compliance certificate obtained from a company secretary in practice, as required under section 383 A of the Companies Act 1956, is attached with this report.

14. DIVIDEND

No Dividend has been declared for the year ended 31.03.2013.

15. ACKNOWLEDGEMENTS

Your directors also thank & acknowledge the co-operation, assistance and support extended by the Central Government, the State Government, the financial institutions, the Company's Bankers, the Shareholders and Staff of the Company.

For and on behalf of Board of Directors

**Sd/
Dr. Vishwanath
Director**

**Sd/
Naresh K Chibba
Managing Director**

**Place: Noida
Date : 27th May 2013**

ANNEXURE TO THE DIRECTOR'S REPORT
COMPLIANCE CERTIFICATE

To,
 The Members,
 Continental Chemicals Ltd.
 A-7 ,Sector VII
 Noida, 201301
Gautam Buddh Nagar U.P.

I have examined the registers, records, books and papers of Continental Chemicals Limited as required to be maintained under the Companies Act, 1956 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 , 2013. 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 year:-

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all entries therein 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 Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company is a Public Limited Company and no comment is required.
4. The Board of Directors duly met Eight times respectively on 18.05.2012, 15.06.2012, 25.06.2012, 29.06.2012, 30.06.2012, 31.07.2012, 30.10.2012, 31.01.2013 in respect of which proper notices were given and the proceedings were properly recorded & signed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members and Debenture holders during the year under Section 154 of the Act.
6. The Annual General Meeting for the financial year ended on 31.03.2012 was held on 27.09.2012 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. No extraordinary meeting was held during the financial year.
8. The Company has not advanced any loan to its directors or persons or firms or companies referred to under Section 295 of the Act as on date.
9. The Company has not entered into any contract falling within the purview of Section 297 of the Act.
10. The Company was not required to make any entries in the register maintained under 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the Company was not required to obtain any approvals from the Board of directors, members or Central Government, as the case may be.
12. The Company has not issued any duplicate share certificate during the financial year.
13. The Company:
 - i) has made transfer of shares during the Financial Year.
 - ii) was not required to deposit any amount in a separate Bank Account as no dividend was declared during the financial year.
 - iii) was not required to post warrants to any member of the company as no dividend was declared during the financial year.
 - iv) has no amount lying in unpaid dividend account, application money due for refund and there are no deposits, debentures etc. as on 31st March 2013.

- v) has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the company is duly constituted & there was no appointment of directors, additional directors, alternate directors & directors to fill casual vacancies during the current financial year.
 15. The Company has not appointed any Managing Director / Whole-time Director / Manager during the year.
 16. The Company has not appointed any sole selling agent during the financial year.
 17. The Company was not required to obtain any approval of the Central Government, Company Law Board, Regional Director, Registrar of Companies and / or such authorities prescribed under the various provisions of the Act.
 18. The Directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
 19. The Company has not issued any shares / debentures / other securities during the financial year and complied with the provisions of the Act.
 20. The Company has not bought back any shares during the financial year.
 21. The Company has not redeemed any preference shares or debentures.
 22. There was no event necessitating the Company to keep in abeyance the right 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 during the Financial Year.
 24. The Company has not borrowed from Financial Institutions, Banks and others during the financial year.
 25. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
 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 securities.
 27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny and complied with the provisions of the Act.
 28. The Company has not altered the provisions of the Memorandum with respect to the name of the Company during the year under scrutiny.
 29. The Company has not altered the provisions of the 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 financial year as prescribed by law.
 31. There was no prosecution initiated against or show cause notices received by 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. According to information and explanations provided to us, the Company has made Contribution to the Provident Fund pursuant to section 418 of the Act.

Place: New Delhi
Date: 29th May 2013

for B.S. Goyal & Co.
Company Secretaries

B.S. Goyal
Proprietor

ANNEXURE – ‘A’**LIST OF REGISTERS MAINTAINED BY THE COMPANY**

<u>Sl. No.</u>	<u>Particulars</u>	<u>Under Section</u>
1.	Register of Members	150
2.	Index of Members	151
3.	Minutes Book of Board Meeting	193
4.	Minutes Book of General Meeting	193
5.	Register of Contracts	301
6.	Register of Directors	303
7.	Register of Directors Shareholding	307
8.	Register of Share Transfers	108
9.	Register of Share Certificates issued (Duplicate / Consolidation etc.)	

ANNEXURE – ‘B’

List of forms and returns as filed by the company with Registrar of Companies, Regional Director, Central Government or other authorities during the Financial Year ended 31st March, 2013.

Sl. No	Form / Return	Filed Under Section	For the matters	Date of Filing	Whether filed within prescribed time Yes/No	If delay in filing whether prescribed additional fee paid Yes/No
1	Form No. 23AC XBRL & ACA XBRL	220	Balance Sheet & P/L A/c as at 31.08.2011	18.10.2012	Yes	N/A
2	Form No. 66	383(A)	Compliance for the year ending 31.08.2011	30.05.2012	Yes	N/A
3	Form No. 23AC XBRL & ACA XBRL	220	Balance Sheet & P/L A/c as at 31.03.2012	13.01.2013	Yes	N/A
4	Form No. 66	383(A)	Compliance for the year ending 31.03.2012	05.12.2012	Yes	N/A

AUDITORS' REPORT

To the Members of Continental Chemicals Limited

We have audited the attached Balance Sheet of M/S CONTINENTAL CHEMICALS LIMITED, as at 31st March, 2013 and also the Profit & Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether financial statements are free of material mis-statement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statements presentation.

We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003, issued by the Department of Companies Affairs, in terms of section 227(4A) of the Companies Act, 1956 and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanation given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.

Further to above, we report that:

- (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) 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 those books ;
- (c) The Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with the books of accounts ;
- (d) In our opinion, the Balance Sheet and Profit & Loss Account dealt with by this report comply with the accounting standards refer to in sub-section (3C) of section 211 of the Companies Act, 1956 ;
- (e) On the basis of written representations received from the directors, as on 31st March, 2013 and taken on record by the board of directors, we report that none of directors is disqualified as on 31st March, 2013 from being appointed as director in terms of 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 explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) in the case of the Balance Sheet, of the state of affairs of the company as at 31st March 2013 ;
and
 - (ii) in the case of the Profit & Loss Account, **LOSS** for the year ended on that date.
 - (iii) in the case of cash flow statement, of the cash flows for the year ended on that date.

for Hari Bhushan & Associates
Chartered Accountants
Firm Reg. No. : 007618C

(Hari Bhushan -- F.C.A.)
Chartered Accountant
M. No. 076688
Proprietor

Date: 27th May 2013

ANNEXURE TO THE AUDITORS' REPORT

As required by the Companies (Auditors Report) order, 2003 issued by the Central Government and on the basis of such checks as we considered appropriate we further state that :

- 1) (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The management during the year has physically verified the fixed assets of the company and no material discrepancies between the book records and the physical inventory have been noticed. In our opinion, frequency of verification is reasonable.
- (c) In our opinion, a substantial part of fixed assets has not been disposed off by the Company during the year.
- 2) (a) On the basis of our examination of the inventory records, in our opinion, the company does not have any inventory during the year.
- 3) The Company has not granted any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 301 of the companies Act, 1956. In the cases of unsecured loans taken from the Directors & their relatives covered in the register maintained under Section 301 of the Act, the rate of interest and other terms & conditions are not prima facie prejudicial to the interest of the Company.
- 4) In our opinion and according to the information and explanations given to us there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for Purchase of Inventory and fixed assets and for the sale of goods. In our opinion and according to the information and explanations given to us, there is no continuing failure to correct major weaknesses in internal controls.
- 5) Based on the audit procedures performed by us and according to the information and explanations given by the management, we are of the opinion that there are no transactions that need to be entered into the register maintained under section 301 of the Companies Act.
- 6) The Company has not accepted deposits from the public and consequently, the directives issued by the Company Law board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal and the provisions of section 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under wherever applicable, have been complied with.
- 7) In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
- 8) In terms of clause (d) of sub-section (1) of section 209 of the Act, the Central Government has not prescribed maintenance of cost records by the Company.
- 9) (a) According to the information and explanations given to us and the records of the company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues including provident fund, investor education and protection fund, employee's state insurance, income-tax, sales tax, wealth tax, service tax, customs duty and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales tax, service tax, excise duty / cess, customs duty and wealth tax as at 31st March, 2013 which have not been deposited on account of any dispute.
- 10) In our opinion, the accumulated losses of the Company are not more than 50% of its net worth. The Company has not incurred cash losses in the financial year immediately preceding such financial year.
- 11) According to the records of the company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at balance sheet date.
- 12) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13) No provisions of any special statute in respect of chit fund etc. are applicable to the Company.

- 14) In our opinion, the Company is not a dealer or trader in shares, securities, debentures and other investments.
- 15) In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
- 16) In our opinion and according to the information and explanations given to us, on an overall basis, the term loans have been applied for the purposes for which they were obtained.
- 17) On the basis of our examination of the books of accounts and the information and explanations given to us, in our opinion, the funds raised on the short-term basis have not been used for long-term investments.
- 18) The Company has not made any preferential allotment of shares to the Directors & their relatives.
- 19) The Company has not issued any debentures during the year.
- 20) The company has not raised any money by public issue during the year.
- 21) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

for Hari Bhushan & Associates
Chartered Accountants
Firm Reg. No. : 007618C

(Hari Bhushan -- F.C.A.)
Chartered Accountant
M. No. 076688
Proprietor

Date: 27th May 2013

BALANCE SHEET AS AT 31st MARCH, 2013

Particulars	Note No.	31.03.2013	31.03.2012
<u>EQUITY AND LIABILITIES</u>			
Shareholder's Funds			
(a) Share Capital	2	9,945,500.00	9,945,500.00
(b) Reserves & Surplus	3	1,587,021.38	1,436,031.14
Non- Current Liabilities			
(a) Long-term borrowings			
(b) Deferred Tax Liabilities	4	-	555,411.00
Current Liabilities			
(a) Short-term borrowings	5	3,498,885.79	3,318,325.00
(b) Trade Payables	6	4,023,592.00	9,663,126.00
(c) Short-term provisions		7,000.00	-
(d) Other Current Liabilities	7	1,232,666.25	897,434.00
Total		<u>20,294,665.42</u>	<u>25,815,827.14</u>
<u>ASSETS</u>			
Non-current assets			
(a) Fixed Assets			
(i) Tangible assets	8	19,194,901.00	20,210,444.00
(b) Long Term Loan & Advances	9	274,043.00	274,043.00
Current assets			
(a) Trade Receivables	10	-	5,088,940.00
(b) Cash and cash equivalents	11	83,123.42	90,124.14
(c) Short Term Loan & Advances	12	435,214.00	-
(d) Other current assets	13	307,384.00	152,276.00
Total		<u>20,294,665.42</u>	<u>25,815,827.14</u>
Significant Accounting Policies			
	1		
and Notes on Accounts forming part of the Financial Statements			

AS PER REPORT OF EVEN DATE ATTACHED

FOR **HARI BHUSHAN & ASSOCIATES,**
 CHARTERED ACCOUNTANTS,
 Firm Reg. No. : 007618C

Sd/-

(HARI BHUSHAN - F.C.A.)
 CHARTERED ACCOUNTANT
 Membership No. : 076688
 Proprietor

PLACE : New Delhi

DATE : 27th May 2013

Sd/-

NARESH K. CHIBBA
 DIRECTOR

Sd/-

DR. VISHWANATH
 DIRECTOR

PROFIT & LOSS STATEMENT

Particulars	Note No.	31.03.2013	31.03.2012
Revenue:			
Revenue from operations	14	3,343,200.00	3,910,000.00
Other income	15	4,520,000.00	-
Total Revenue		7,863,200.00	3,910,000.00
Expenses:			
Employees benefit Expenses	16	3,148,933.00	1,991,066.00
Finance Costs		4,520.00	1,870.00
Other Expenses	17	4,048,872.76	895,725.86
Depreciation and Amortization of Expenses	18	1,058,295.00	575,732.00
Total Expenses		8,260,620.76	3,464,393.86
Profit (Loss) before exceptional and extraordinary items & tax		(397,420.76)	445,606.14
Exceptional & extraordinary items			
Profit (Loss) before tax		(397,420.76)	445,606.14
Tax Expense:			
(a) Current tax		(7,000.00)	
(b) Deferred tax		555,411.00	(617,177.00)
Profit (Loss) for the period		150,990.24	(171,570.86)
Earnings per Equity Share of Rs. 10			
(a) Basic after tax		0.15	(0.17)

Significant Accounting Policies

1

and Notes on Accounts forming part of the Financial Statements

AS PER REPORT OF EVEN DATE ATTACHED

FOR **HARI BHUSHAN & ASSOCIATES,**
 CHARTERED ACCOUNTANTS,
 Firm Reg. No. : 007618C
 Sd/-

(HARI BHUSHAN - F.C.A.)
 CHARTERED ACCOUNTANT
 Membership No. : 076688
 Proprietor
 PLACE : New Delhi
DATE : 27th May 2013

Sd/-
NARESH K. CHIBBA
 DIRECTOR

Sd/-
DR. VISHWANATH
 DIRECTOR

NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2013

SHARE CAPITAL		NOTE NO. : 2	
PARTICULARS	31.03.2013	31.03.2012	
Authorised			
30,00,000 Equity Shares of Rs. 10 each	30,000,000.00	30,000,000.00	
Issued, Subscribed & Paid up			
9,94,550 (9,94,550) Equity Shares of Rs.10 each fully paid up	9,945,500.00	9,945,500.00	
	9,945,500.00	9,945,500.00	

The Company has only one class of Shares referred to as Equity Shares having a par value of Rs. 10.

The Reconciliation of the number of shares outstanding and the amount of Share Capital as at March 31,2013 is set out below:

PARTICULARS	NUMBER	AMOUNT
Shares outstanding at the beginning of the year	994,550.00	9,945,500.00
Shares Issued during the year	-	-
Shares outstanding at the end of the year	994,550.00	9,945,500.00

RESERVES & SURPLUS		NOTE NO. : 3	
PARTICULARS	31.03.2013	31.03.2012	
Securities Premium at the beginning of the year	-	-	
Securities Premium received during the year	-	-	
Securities Premium at the end of the year	-	-	
General Reserves			
Balance in the Profit & Loss Account - Opening	1,436,031.14	1,607,602.00	
Add: Profit/(Loss) during the year	150,990.24	(171,570.86)	
	1,587,021.38	1,436,031.14	

Deferred Tax Liabilities		NOTE NO. : 4	
PARTICULARS	31.03.2013	31.03.2012	
Deferred Tax Liabilities	-	555,411.00	
	-	555,411.00	

SHORT-TERM BORROWINGS		NOTE NO. : 5	
PARTICULARS	31.03.2013	31.03.2012	
Loan from Director's and relatives	3,498,885.79	3,318,325.00	
	3,498,885.79	3,318,325.00	

TRADE PAYABLES		NOTE NO. : 6	
PARTICULARS	31.03.2013	31.03.2012	
Trade Payables	4,023,592.00	9,663,126.00	
	4,023,592.00	9,663,126.00	

OTHER CURRENT LIABILITIES		NOTE NO. : 7	
PARTICULARS	31.03.2013	31.03.2012	
Expenses Payables	932,666.25	897,434.00	
Security Deposit	300,000.00	-	
	1,232,666.25	897,434.00	

SCHEDULE OF FIXED ASSETS FORMING PART OF BALANCE SHEET AS AT 31st MARCH, 2013

Note No. 8

S. No.	PARTICULARS	RATE	C O S T			D E P R E C I A T I O N				W. D. V.		
			UP TO 01.04.12	ADDITIONS DURING THE YEAR	WRITTEN BACK	AS ON 31.03.13	UP TO 01.04.12	FOR THE YEAR	WRITTEN BACK	UP TO 31.03.13	AS ON 31.03.13	AS ON 31.03.12
Tangible Assets												
(1)	Lease Hold Land	0.00%	1,356,267.00	0.00	0.00	1,356,267.00	0.00	0.00	0.00	0.00	1,356,267.00	1,356,267.00
(2)	Office Building	3.34%	20,583,969.00	0.00	0.00	20,583,969.00	3,234,392.00	687,505.00	0.00	3,921,897.00	16,662,072.00	17,349,577.00
(3)	Furniture & Fixture	6.33%	364,245.00	14,052.00	0.00	378,297.00	324,710.00	23,271.00	0.00	347,981.00	30,316.00	39,535.00
(4)	Vehicles	9.50%	2,331,000.00	0.00	0.00	2,331,000.00	1,093,652.00	221,445.00	0.00	1,315,097.00	1,015,903.00	1,237,348.00
(5)	Office Equipments	7.07%	1,015,206.00	22,200.00	0.00	1,037,406.00	929,386.00	72,343.00	0.00	1,001,729.00	35,677.00	85,820.00
(6)	Electrical Fitting & Equipments	7.07%	603,636.00	0.00	0.00	603,636.00	521,328.00	42,677.00	0.00	564,005.00	39,631.00	82,308.00
(7)	Computer BLOCK I	16.21%	2,020,018.00	0.00	62,300.00	1,957,718.00	1,960,429.00	0.00	2,711.00	1,957,718.00	0.00	59,589.00
	BLOCK II	16.21%	0.00	68,800.00	0.00	68,800.00	0.00	11,054.00	(2,711.00)	13,765.00	55,035.00	0.00
	Total		28,274,341.00	105,052.00	62,300.00	28,317,093.00	8,063,897.00	1,058,295.00	0.00	9,122,192.00	19,194,901.00	20,210,444.00
	Previous Year		27,555,575.00	718,766.00	0.00	28,274,341.00	7,488,165.00	575,732.00	0.00	8,063,897.00	20,210,444.00	20,067,410.00

NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2013

LONG -TERM LOANS AND ADVANCES		NOTE NO. : 9
PARTICULARS	31.03.2013	31.03.2012
Loan to staff	120,000.00	120,000.00
Security Deposited	154,043.00	154,043.00
	274,043.00	274,043.00

TRADE RECEIVABLES		NOTE NO. : 10
PARTICULARS	31.03.2013	31.03.2012
Trade Receivables	-	5,088,940.00
	-	5,088,940.00

CASH AND CASH EQUIVALENTS		NOTE NO. : 11
PARTICULARS	31.03.2013	31.03.2012
Cash Balance	27,755.53	18,551.53
Balance with Banks - In Current Accounts	55,367.89	71,572.61
	83,123.42	90,124.14

SHORT TERM LOANS & ADVANCES		NOTE NO. : 12
PARTICULARS	31.03.2013	31.03.2012
Short Term Loans & Advances	435,214.00	-
	435,214.00	-

OTHER CURRENT ASSETS		NOTE NO. : 13
PARTICULARS	31.03.2013	31.03.2012
I.T. Receivable	285,576.00	150,744.00
FBT Refundable	1,532.00	1,532.00
Prepaid Insurance	20,276.00	-
	307,384.00	152,276.00

REVENUE FROM OPERATIONS		NOTE NO. : 14
PARTICULARS	31.03.2013	31.03.2012
Gross Turnover / Services	3,343,200.00	3,910,000.00
	3,343,200.00	3,910,000.00

OTHER INCOME		NOTE NO. : 15
PARTICULARS	31.03.2013	31.03.2012
Rental Income	1,205,000.00	-
Other Income	3,315,000.00	-
	4,520,000.00	-

AS PER REPORT OF EVEN DATE ATTACHED

FOR HARI BHUSHAN & ASSOCIATES
 CHARTERED ACCOUNTANTS
 Firm Reg. No.: 007618C

Sd/-

(HARI BHUSHAN – F.C.A.)**Chartered Accountant****Membership No. : 076688**

PROPRIETOR

PLACE : New Delhi

DATE : 27th May 2013

Sd/-

NARESH K. CHIBBA
DIRECTOR

Sd/-

DR. VISHWANATH
DIRECTOR

NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2013**EMPLOYEE BENEFITS EXPENSES** **NOTE NO. : 16**

PARTICULARS	31.03.2013	31.03.2012
Salary & Allowances	2,694,830.00	1,199,318.00
Directors Salary & Remuneration	382,000.00	783,400.00
Staff Welfare	58,430.00	8,348.00
Gratuity	13,673.00	-
	3,148,933.00	1,991,066.00

OTHER EXPENSES **NOTE NO. : 17**

PARTICULARS	31.03.2013	31.03.2012
Electricity Expenses	245,313.00	133,370.00
Security Service Charges	234,949.00	127,111.00
Vehicle Running & Maintenance	115,557.00	118,168.00
Loss on Foreign Remittances	232,456.64	91,630.00
Repair & Maintenance	862,760.00	169,779.00
Office Expenses	162,533.00	59,553.00
Computer Repair & Maintenance	20,875.00	-
Legal & Professional Charges	431,506.00	51,565.00
ROC Fees	6,000.00	25,000.00
Business Promotion	110,566.83	-
Noida Authority Charges	-	17,353.00
Travelling and Conveyance Expenses	653,653.23	20,446.00
Listing Fees	17,796.00	16,545.00
Insurance Expenses	19,072.00	15,491.00
Audit Fees	15,000.00	15,000.00
Advertisement & Publicity	75,983.00	14,297.00
Misc. Expenses	56,093.00	13,344.00
Internet Charges	27,489.00	6,818.00
Telephone & Fax Charges	138,454.38	5,546.00
AGM Expenses	90,000.00	5,000.00
Printing & Stationery	8,625.00	4,915.00
Income Tax of earlier years	434,168.00	-
Courier Charges	6,889.00	-
Subscription & Dues	9,771.00	3,870.00
Bank Charges	15,342.53	2,143.25
Software Development Expense	57,281.79	2,100.00
Postage & Revenue Stamp	646.00	746.00
Short & Excess	92.36	(24,064.39)
	4,048,872.76	895,725.86

DEPRECIATION & AMORTIZATION OF EXPENSES **NOTE NO. : 18**

PARTICULARS	31.03.2013	31.03.2012
Depreciation on Fixed Assets	1,058,295.00	575,732.00
	1,058,295.00	575,732.00

AS PER REPORT OF EVEN DATE ATTACHED

FOR **HARI BHUSHAN & ASSOCIATES**
CHARTERED ACCOUNTANTS

Firm Reg. No.: 007618C

Sd/-

(HARI BHUSHAN – F.C.A.)

Chartered Accountant

Membership No. : 076688

PROPRIETOR

PLACE : New Delhi

DATE : 27th May 2013

Sd/-

NARESH K. CHIBBA
DIRECTOR

Sd/-

DR. VISHWANATH
DIRECTOR

CONTINENTAL CHEMICALS LIMITED,**NOTE No. 1****SIGNIFICANT ACCOUNTING POLICIES
AND NOTES ON ACCOUNTS FORMING PART OF THE FINANCIAL STATEMENTS****(A) Company Overview:**

The Company was incorporated on 27.11.1984 presently having its Registered Office at A-7, Sector-7, Noida, U.P.-201301

(B) Significant Accounting Policies:ACCOUNTING CONVENTION

The Accounts are prepared on Accrual Basis under the Historical Cost Convention in accordance with the applicable Accounting Standards and relevant provision of the Companies Act, 1956.

FIXED ASSETS

All Fixed Assets are stated at Historical Cost less Depreciation.

DEPRECIATION

Depreciation on Fixed Assets is provided on Straight Line Method in accordance with & in the manner specified in amended Schedule XIV to the Companies Act, 1956, read with circular no. 14/93 dt. 20.12.1993 of the Department of Company Affairs.

TAX EXPENSES

Current Tax is the amount of tax payable on the estimated taxable income for the current year as per the provisions of Income Tax Act, 1961. Deferred Tax Assets and Liabilities is recognized in respect of current year and prospective years.

(C) Notes on Accounts:

1. There are no contingent liabilities of the Company as on 31.03.2013.
2. None of the employees of the company were drawing emoluments more than what has been specified under the newly amended Companies (Particulars of Employees) Rules, 1975.
3. In the opinion of the Board of Directors the Current Assets, Loans & Advances are having the value at which they are stated in the Balance Sheet, if realised in the ordinary course of Business.
4. Previous year figures have been regrouped & rearranged wherever necessary.
5. The Company has been advised that the Computation of Net Profit for the purpose of Director's remuneration under Section 349 of the Companies Act, 1956 need not be enumerated since no commission has been paid to the Directors.
6. No dividend has been recommended for the year ended 31st March, 2013.
7. The Managing Director's remuneration has been provided only at the minimum remuneration as per the Companies Act. 1956.
- 8.. The Company's refund claims for refund due under The Excise Act amounting to Rs. 1062137/- (Previous years Rs. 1062137/-) are pending with excise authorities at various levels. This has not been taken in accounts.
9. Claims against the company not acknowledge as debt are as under:-
In respect of electricity charges Rs. 1210595.90 (Previous year Rs. 1210595.90). This has not been taken in account.

10	Electricity charges paid Rs. 67097/- was under protest and the matter of refund of the said amount is still pending with the court. This amount has not been taken in accounts.		
11.	Balance Confirmation Certificate from Sundry Debtors & Sundry Creditors are yet to be received.		
12	Auditors Remuneration		
		2012-2013 (Rs.)	2011-2012 (RS.)
	Audit Fee	15,000.00	15,000.00
		15,000.00	15,000.00
13	Expenditure in Foreign Exchange: Foreign Travelling		Rs. 6,27,070.23
14	Income in Foreign Exchange: Sale during the year in foreign currency		33,43,200.00

Auditor's Report

In terms of our separate report of even date, annexed.

AS PER REPORT OF EVEN DATE ATTACHED

**FOR HARI BHUSHAN & ASSOCIATES
CHARTERED ACCOUNTANTS**

Firm Reg. No. 007618C

Sd/

(Hari Bhushan – F.C.A.)

Chartered Accountant

Membership No. 076688

PROPRIETOR

PLACE : New Delhi

DATE : 27th May 2013

Sd/

DR. VISHWANATH

DIRECTOR

Sd/

NARESH K CHIBBA

DIRECTOR

CASH FLOW STATEMENT FOR THE PERIOD ENDING 31.03.2013

Particulars	31.03.2013	31.03.2012
A. Cash Flow from Operating Activities		
Net Profit/(Loss) Before Tax	(397,420.76)	445,606.14
Adjustment for :-		
Depreciation	1,058,295.00	575,732
Income Tax of earlier year	434,168.00	-
Fixed Assets Written Off	62,300.00	-
Interest Paid	4,520.00	1,870
Operating Profit before working capital Charges	1,161,862.24	1,023,208.14
Adjustment for :-		
Changes in Trade Receivables	5,088,940.00	(205,900.00)
Changes in Short Term Loans & Advances	(435,214.00)	-
Changes in Other Current Assets	(155,108.00)	-
Changes in Trade Payables	(5,639,534.00)	1,883,572.00
Changes in Other Current Liabilities	335,232.25	680,094.00
	356,178.49	3,380,974.14
Cash Flow from extraordinary items	-	-
Cash generated from operations	356,178.49	3,380,974.14
Net Income Tax (Paid)/Refunds	(434,168.00)	-
Net Cash Flow from Operating Activities	(77,989.51)	3,380,974.14
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(105,052.00)	(718,766.00)
	(105,052.00)	(718,766.00)
Cash Flow from extraordinary items	-	-
	(105,052.00)	(718,766.00)
Net Income Tax (Paid)/Refunds	-	-
Net Cash Flow from Investing Activities	(105,052.00)	(718,766.00)
C. Cash Flow from Financing Activities		
Interest Paid	(4,520.00)	(1,870.00)
Short Term Borrowings	180,561.00	(2,639,899.00)
	176,041.00	(2,641,769.00)
Cash Flow from extraordinary items	-	-
Net Cash Flow from Financing Activities	176,041.00	(2,641,769.00)
Net Increase/(Decrease) in Cash and Cash Equivalents	(7,000.51)	20,439.14
Opening cash and Cash Equivalent	90,124.00	69,685.00
Closing Cash & Cash Equivalent	83,123.49	90,124.14

AUDITORS CERTIFICATE

We have examined the above Cash Flow Statement of CONTINENTAL CHEMICALS LTD. for the year ended 31st March 2013.

AS PER REPORT OF EVEN DATE ATTACHED

**FOR HARI BHUSHAN & ASSOCIATES
CHARTERED ACCOUNTANTS**

Firm Reg. No. 007618C

Sd/
(Hari Bhushan – F.C.A.)
Chartered Accountant

Sd/
DR. VISHWANATH
DIRECTOR

Sd/
NARESH K CHIBBA
DIRECTOR

PROPRIETOR
PLACE : New Delhi
DATE : 27th May 2013

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE
(Part IV of Schedule VI of the Companies Act, 1956)

I. REGISTRATION DETAILS		
REGISTRATION NO. 20-14111/330 STATE CODE (1)		
BALANCE SHEET DATE	DATE (31)	MONTH 3 YEAR 2013
II. CAPITAL RAISED DURING THE YEAR (Amount in Rs. Thousand)		
	Public Issue	Right Issue
	NIL	NIL
	Bonus issue	Private Placement
	NIL	NIL
III. Position of Mobilisation & Development of Funds (Amt. In Rs. Thousand)		
	Total Liabilities	Total Assets
	8762.143	20294.665
Source of Funds		
	Paid up capital	Reserve & Surplus
	9945.50	1587.021
	Secured Loans	Unsecured Loans
	---	3498.885
Application of Funds		
	Net Assets	Misc. Expenditure
	825.721	---
IV. Performance of Company (Amount in Rs. Thousand)		
	Total Income	Total Expenditure
	7863.200	8260.620
	+ - Profit / Loss Before Tax	+ - Profit / Loss After Tax
(-)	(397.420)	(-) 150.990
	Profit per Share In Rs.	Divined Rate %
	0.15	NIL
V. Generic Names of Three Principal Product /Services of Company		
Item Code No. (ITC Code) 3401.20, 3401.10, 3402.90, 3405.20,85.24		
Product description SOAP, DETERGENTS & ALLIED PRODUCT & SOFTWARE		

FOR HARI BHUSHAN & ASSOCIATES
CHARTERED ACCOUNTANTS

Firm Reg. No. 007618C

Sd/-

(Hari Bhushan – F.C.A.)

Chartered Accountant

PROPRIETOR

PLACE : New Delhi

DATE : 27th May 2013

Sd/-

NARESH K. CHIBBA

DIRECTOR

Sd/-

DR. VISHWANATH

DIRECTOR

Continental Chemicals Ltd.
A-7 , Sector - VII, NOIDA
Pin -201301
Distt. : Gautam Buddha Nagar
U.P

REGD. FOLIO NO. :

ATTENDANCE SLIP

NAME & ADDRESS OF THE SHARE HOLDERS :
 (IN BLOCK LETTERS)

NO. OF SHARE HELD :

NAME OF PROXY :
 (If applicable)

I hereby record my presence at the TWENTY EIGHT ANNUAL GENERAL MEETING of the company held on FRIDAY on the 27TH September 2013 at 4.30 P. M. at the registered office of the Company at above mentioned address.

Signature of Shareholder/ Proxy

Continental Chemicals Ltd.
A-7 , Sector - VII, NOIDA
Pin -201301
Distt. : Gautam Buddha Nagar
U.P.

PROXY FORM

Date..... 2013

I/ We _____ of _____
 appoint _____ of _____ to
 vote for me/us, and on my/ our behalf at the Twenty Eighth Annual General Meeting of the company to be held on Friday the 27th September, 2013 and any adjournment thereof.

As WITNESS my/our hand this _____ day _____ 2013
 Signed by the Said

Folio No.

100 Paisa
 Revenue
 Stamp

Note:- This proxy must be deposited at the Registered Office of the Company at A-7 , Sector -VII, NOIDA, U.P not less than 48 hours before the time of holding the meeting.

BOOK - POST

If undelivered , please return to :

Continental Chemicals Ltd.

A-7 , Sector - VII, NOIDA

Pin -201301

Distt. : Gautam Buddha Nagar

U.P

Continental

Chemicals Ltd

Regd. & Head Office : A-7, Sector-7, Noida-201301 (U.P.) India

Tel. : 91-120-2423316
Fax : 91-120-2423316

E-mail : info@continentalsoft.com
nkc@continentalsoft.com

Web : www.continentalchemicalsltd.com

CIN : L24123UP1984PLC014111

FORM A

Format of covering letter of the annual audit report to be filed with the stock exchanges

1	Name of the Company:	Continental Chemicals Limited
2	Annual financial statements for the year ended	31st March 2013
3	Type of Audit observation	No any Un-qualified / Matter of Emphasis remarks as per audit report of statutory auditors & independent auditors
4	Frequency of observation	No any unqualified remarks mentioned or repeated in last 5 years annual report.
5	To be signed by- Managing Director Auditors /CFO/ Chairman Audit Committee	

For Continental Chemicals Ltd.

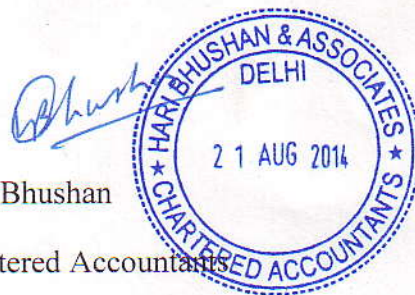
Naresh K. Chibba

Managing Director

Urminder Singh

Continental Chemicals Limited
Chief Financial Officer

21/8/14



Hari Bhushan

Chartered Accountants

Akshat Bhaskar

Chairman of Audit Committee

21/8/14