

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

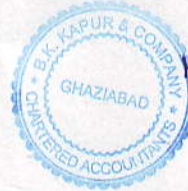
Format of covering letter of the annual audit report to be filed with the stock exchanges

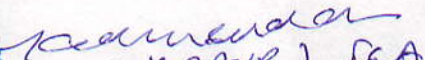
1	Name of the Company	Continental Chemicals Limited
2	Annual financial statements for the year ended	31st March 2015
3	Type of Audit observation	No any un-qualified / Matter of Emphasis remarks as per audit report of statutory auditors & independent auditors
4	Frequency of observation	No any un qualified remarks mentioned or repeated in last 6 years annual report
5	To be signed by – Managing Director Auditors/ CFO / Chairman Audit Committee	



Naresh K. Chibba

Managing Director




(M.S. Kapur) FCA
B. K. Kapur & Co.

Chartered Accountants
M. NO. 74615


Urminder Singh

Chief Financial Officer


Akshat Bhaskar

Chairman of Audit Committee

30th Annual Report

2014-2015

Corporate Identity Number (CIN) of Company

L24123UP1984PLC014111



Continental Chemicals Limited



BOARD OF DIRECTORS

Mr. Pradeep K Chopra	Chairman & Independent Director
Mr. Naresh K Chibba	Managing Director
Ms. Sunaina Chibba	Director
Mr. Akshat Bhaskar	Independent Director
Mr. Dhiraj Kumar Choudhary	Director

AUDIT COMMITTEE

Mr. Akshat Bhaskar	Chairman
Mr. Naresh K Chibba	Member
Mr. Pradeep K Chopra	Member

STAKEHOLDER RELATIONSHIP COMMITTEE

Mr. Akshat Bhaskar	Chairman
Mr. Dhiraj Kumar Choudhary	Member
Mr. Urminder Singh	Member

NOMINATION AND REMUNARATION COMMITTEE

Ms. Sunaina Chibba	Chairman
Mr. Akshat Bhaskar	Member
Mr. Pradeep K Chopra	Member

SHARE TRANSFER COMMITTEE

Mr. Naresh K Chibba	Chairman
Mr. Akshat Bhaskar	Member
Mr. Pradeep K Chopra	Member

KEY MANAGERIAL PERSONNEL

Mr. Naresh K Chibba	Managing Director
Ms. Pratima Agarwal	Company Secretary & Compliance Officer
Mr. Urminder Singh	Chief Financial Officer

INDEPENDENT AUDITORS

M/s. B.K. Kapur & Co.
Chartered Accountants
Ghaziabad

BANKERS

INDIAN OVERSEAS BANK
ICICI BANK
CANARA BANK

REGISTRAR AND SHARE TRANSFER AGENT

Beetal Financial & Computer Service Pvt. Ltd.
Beetal House, 3rd Floor 99,
Madangir Behind Local Shopping Centre,
Near Dada Harsukh Dass Mandir,
New Delhi - 110062

REGISTERED OFFICE

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

LISTED ON STOCK EXCHANGES

BOMBAY STOCK EXCHANGE, MUMBAI
DELHI STOCK EXCHANGE, DELHI
UP STOCK EXCHANGE, UTTAR PRADESH



CONTINENTAL CHEMICALS LIMITED
COMPLIANCE OFFICER

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 30th Annual General Meeting of Continental Chemicals Limited will be held on Tuesday, the 22nd September 2015 at 4:00 P.M. at the Registered Office of the company at A-7, Sector-VII, Noida, Gautam Buddha Nagar, Pin: 201301 (U.P) to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Directors' Report for the year ended 31st March 2015, audited Statement of Profit and Loss for the year, Balance Sheet as on that date, and the Report of the Auditors thereon,
- To appoint a Director in place of Ms. Sunaina Chibba (DIN : 00370454), who retires by rotation and being eligible, offers herself for re-appointment.

3. Ratification of Appointment of Statutory Auditor:

To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of M/s B K Kapoor & Company Chartered Accountants, as Statutory Auditors up to the conclusion of Thirty fourth (34th) annual general meeting be and is hereby ratified and confirmed and that the Board of Directors be and is hereby authorized to fix remuneration, as may be determined by the Audit Committee in consultation with the Statutory Auditors."

SPECIAL BUSINESS**4. Appointment of Mr. Dhiraj Kumar Choudhary as Non-Executive Director**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution :

"RESOLVED THAT pursuant to Sections 152 and 160 of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other applicable provisions, rules as may be applicable (including statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other law for the time being in force, if applicable, Mr. Dhiraj Kumar Choudhary (holding DIN 06470386), whose term of office as an additional director, pursuant to Section 161 of the Companies Act, 2013, expires at this Annual General Meeting and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a director, be and is hereby appointed as a director of the Company, liable to retire by rotation."

5. Approval for entering into Related Party Contract by the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, and the Rules made there under (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authority as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to continue the contract entered into with Interads E Communication Ltd. (IECL), for providing services of the Company to IECL, on the following terms and conditions:

- Consideration: The price for sale of the products of the Company shall be negotiated by and agreed to both parties between 60% to 85% of the original values of the IECL contract with its client, depending upon the type of requirements and the work involved for IECL and the Company.
- Payment Schedule: Within 30 days from the date of invoice of the Company.
- Advance received : Rs. 1010101 as on 1st August
- Nature, material terms and particulars of the arrangement: The contract is for providing Software services of the Company
- Duration of the contract: The term of contract will be applicable for all times to come until terminated by any party."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution."

6. To Approve Related Party Transactions

To consider and, if thought fit to pass, with or without modification(s) the following Resolution for related party transaction as a Ordinary Resolution:

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the consent of the Audit Committee and the Board of Directors vide resolution passed in their respective meetings held on June 20, 2015, the consent of the Company be and is hereby accorded for entering into contract or arrangement with the related parties as defined under the Act and the Rules made there under, as per details and on terms & conditions as set out under Item no. 6 of the Explanatory Statement annexed to this Notice."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

By Order of the Board of Directors

Sd/-
Pratima Agarwal
Company Secretary

PLACE : NOIDA
DATE : 13.08.2015

NOTES:

- Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
- A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself. The proxy need not be a member of the company. A blank form of proxy is enclosed and if intended to be used, it should be deposited duly completed at the registered office of the company not less than forty eight hours before the scheduled time of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- Corporate members intending to send their authorized representative to attend the meeting are requested to send the Company a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
- In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- The Registers of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 21.09.2015 to 22.09.2015 (Both days inclusive).
- Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
- In terms of Section 72 of the Companies Act, 2013, the shareholders of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/her death. Shareholders desirous of availing this facility may submit nomination in Form SH-13.
- The Company has entered into agreements with CDSL to offer depository services to the Shareholders. Shareholders can open account with any of the depository participants registered with CDSL.



CONTINENTAL CHEMICALS LIMITED
Pratima Agarwal
COMPLIANCE OFFICER

9. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to the Company Secretary in advance.

10. Members are requested to bring their copies of Annual Report at the meeting, as extra copies will not be supplied.

11. Pursuant to the requirement of the listing agreement, the Company declares that its equity shares are listed on the stock exchanges at Bombay Stock Exchange, Uttar Pradesh Stock Exchange and Delhi Stock Exchange.

12. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.

13. As a part of "Green initiative in the Corporate Governance", The Ministry of Corporate Affairs vide its circular nos. 17/2011 and 1/2011 dated 21.04.2011 and 29.04.2011, respectively, has permitted the companies to serve the documents, namely, Notice of General Meeting, Balance Sheet, Statement of Profit & Loss, Auditors' Report, Directors' Report, etc., to the members through e-mail. The shareholders holding shares in physical form are requested to register their e-mail address with the Registrar & Share Transfer Agents by sending duly signed request letter quoting their folio no., name and address. In case of shares held in demat form, the shareholders may register their e-mail addresses with their DPs (Depository Participants).

14. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website www.continentalchemicals.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Noida for inspection during normal business hours on working days. Even after registering for communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@continentalsoft.com, compliance@continentalsoft.com.

15. Voting through electronic means

A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).

B. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

C. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

D. The remote e-voting period commences on 19th September, 2015 (09:00 am) and ends on 21st September, 2015 (05:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th September, 2015, may cast their vote by remote voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 19th September, 2015 (09:00 am) and ends on 21st September, 2015 (05:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 15th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID.
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <input type="checkbox"/> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. <input type="checkbox"/> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <input type="checkbox"/> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details, appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Continental Chemicals Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non-Individual Shareholders and Custodians
 Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



CONTINENTAL CHEMICALS LIMITED
 COMPLIANCE OFFICER

**EXPLANATORY STATEMENT AS PER SECTION 102 OF COMPANIES ACT 2013
ITEM NO. 2**

Sr. No	Name of Director	Brief Profile/Expertise in Specific field of areas	
	Ms. Sunaina Chibba	Age:	31
		Qualification:	MBA from University of Westminster, U.K.
		Experience :	Has vast experience in management and also worked as director in different companies in last 12 years.
		Term of appointment	Non executive Director, liable to retire by rotation
		Remuneration:	No remuneration has been withdrawn from the company.
		Shareholding in Company:	NIL
		Relationship with other Directors and KMP:	Daughter of. Naresh K. Chibba, Managing Director of Company
		No. of Board Meeting attended:	9 meeting attended by her after her appointment in last AGM in financial year 2014-15
		Directorship held in other Companies as on 31.03.2015	Director in World Pro Solution Limited
		Membership/ Chairmanship of Committees of other Companies as on 31.03.2015	NIL

ITEM NO. 4

The Company has received from Mr. Dhiraj Kumar Choudhary (1) Consent in writing to act in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (2) intimation in form DIR 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to effect he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and a copy of the letter of appointment setting out the terms and conditions of appointment of Mr. Dhiraj Kumar Choudhary is available for inspection, with out any fee, by members at the Company's registered office during normal hours on working days up to date of AGM.

The Company has also received notice from a member along with deposit of requisite amount under Section 160 of the Act proposing the candidature of the Mr. Dhiraj Kumar Choudhary for the office of Directors of the Company. Board recommends passing of the resolution as an Ordinary Resolution.

Mr. Dhiraj Kumar Choudhary, aged 35, has appointed in board meeting held on 23.07.2015 as Additional Director and attended one board meeting after his appointment. Mr. Dhiraj has done his graduation in physics and has vast experience of over 12 years in IT industry. He is also a director in two other IT companies. He will appointed as non – executive Director without any remuneration, liable to retire by rotation.

No Director or Key Managerial personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out in Item no. 4 of the Notice.

ITEM NO. 5

The Company has entered into a contract with Interads E Communications Limited (hereafter called IECL) for providing software services of the Company, which the Company wishes to continue. IECL is a 'related party' within the meaning of Section 2 (76) of the Companies Act, 2013, and thus the transaction requires the approval of members by a Ordinary Resolution under Section 188 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the stock exchanges.

The particulars of the transaction pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

(a) Name of the related party	Interads E Communications Limited (IECL)
(b) Name of the director or Key Managerial personnel who is related	Mr. Naresh Kumar Chibba and Ms. Sunaina Chibba Directors of the Company. Except for this, no director or key managerial personnel is related
(c) Nature of relationship	Naresh K Chibba and Sunaina Chibba Directors of the Company are shareholder and relative of Directors are Director in IECL
(d) Consideration	The price for sale of the products of the Company shall be negotiated by and agreed to both parties between 80% to 85% of the original values of the IEC contract with its client,
(e) Payment Schedule :	IECL shall pay consideration within 30 Days
(f) Advance	Rs. 1010101 as on 1 st August 2015
(g) Nature, material terms and particulars of the arrangement :	The Contract is for providing software services of Company
(h) Duration of the contract	The term of contract will be applicable for all times to come until terminated by any party
(i) Any other information relevant or important for the members to make a decision on the proposed transaction	IECL helps in securing business from abroad.

The Board recommends the Ordinary resolution given at item no. 5 for the approval of the members of the Company.

None of the directors, except Mr. Naresh K. Chibba, and Ms. Sunaina Chibba and their relative, any directors or key managerial personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM No. 6

Related party transactions: The Board of Directors of the Company, at their meeting held on June 20th, 2015 has approved a proposal for entering into following related party transactions:-

Name of the related party	Name of the director or key managerial personnel who is related, if any	Nature of Relationship and Interest	Nature, material terms, and particulars of the contract or arrangement
World Pro Solutions Limited (Company)	Mr. Naresh K Chibba	Daughter of Naresh K Chibba is Director and Shareholder. Son of Naresh K Chibba is Director and Shareholder	Provide Software Services
	Ms. Sunaina Chibba	Ms. Sunaina Chibba is Director and Shareholder	
Continental Solutions (Company)	Naresh K Chibba	Naresh K Chibba is Director and Shareholder. Daughter of Naresh K Chibba is Shareholder	1. Provide Software Services
	Sunaina Chibba	Sunaina Chibba is Shareholder	2. Leasing the Property

The amount of the above mentioned transactions cannot be estimated but the limit of transactions with each company shall not exceed Rupees Two Crores. The transactions are Related Party Transactions and in terms of Section 188 of the Companies Act, 2013 and the applicable rules there under require approval of the Shareholders by passing Ordinary Resolution for all the transactions in future until or unless any of the above transaction mentioned above is revoked by either of the related party. Further, in terms of Section 188 of the Companies Act, 2013, Mr. Naresh K Chibba being interested will not vote on these resolutions as shareholders of the Company. The Board of Directors recommends the passing of this Resolution by ordinary resolution. Except Mr. Naresh K Chibba and Sunaina Chibba, none of the Directors or Key managerial persons of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the resolution.

PLACE : NOIDA
DATE : 13.08.2015

By Order of the Board of Directors
Sd/-
Pratima Agarwal
Company Secretary



CONTINENTAL CHEMICALS LIMITED
COMPLIANCE OFFICER

DIRECTOR'S REPORT

To,

The Members,

Your Directors have immense pleasure in presenting their 30th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2015.

Financial Results

The highlights of financial results are as under:

	2014-15	2013-14
Revenue from operations & other income	92,82,809	1,19,88,845
Operating Profit (EBIDTA)	27,64,199	12,73,882
Finance Cost	1,76,740	13,565
Gross Profit (PBD)	25,87,459	12,60,317
Depreciation & amortization	10,53,337	10,41,026
Profit before tax	15,34,122	2,19,291
Tax Expense:		
- Current Tax (net)		
- MAT Credit entitlement	(2,92,327)	
	2,92,327	
	0	(47,503)
- Deferred Tax	4,00,065	(5,67,904)
- Previous year Taxes	(4,840)	
Profit After Tax	19,29,347	(3,96,116)

Dividend

The Company has not declared any dividend for the year ended March 31, 2015.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

OPERATIONS

During the year under review, the revenue from operations declined to 42,68,473 Rs. as against Rs. 57,67,000 in previous year. The EBIDTA recorded for the year increased during the year to Rs. 27,64,199 as against Rs. 12,73,882 of previous year. The net profit is Rs. 19,29,347 as against loss of Rs. 3,96,116 in previous year.

Reserves

Company has transferred Rs. 19,29,347 to the reserve account.

Finance**1. Share Capital**

The paid up equity share capital as on 31 March 2015 was Rs. 99,90,000. There was no public issue, rights issue, bonus issue or preferential issue etc. during the year under review. The Company has not issued shares with differential voting rights, sweat equity shares nor has it granted any stock options.

2. Fixed Deposit

The Company has not accepted any deposit under section 73 of the Companies Act, 2013.

3. Particulars of loan, guarantees and investments

The Company has not provided any loan, guarantee and has not made any investment covered under the provisions of Section 186 of the Companies Act, 2013.

Vigil Mechanism/ Whistle Blower Policy

Pursuant to Section 177(9) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Company has formulated a Whistle Blower Policy to establish a vigil mechanism for directors and employee of the Company. The Purpose and objective of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects the employees wishing to raise concern about serious irregularities within the Company. The detail of Whistle Blower Policy are explained in the Corporate Governance Report and also posted on the website of the Company.

Related Party Transaction

All related party transactions have been on arm length basis and detail of the all the related party transaction held during the year is provided in Annexure III.

Significant and Material Orders Passed by the Regulators or Courts

There were no significant and material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

Directors and Key Managerial Personnel**1. Appointment**

Ms. Sunaina Chibba, Director liable to retire by rotation at the forthcoming Annual General Meeting and being eligible, offer herself for reappointment.

During the year, Mr. Pradeep Kumar Chopra and Mr. Akshat Bhaskar have been appointed as Independent Directors for term of 5 years. Mr. Naresh Kumar Chibba has been reappointed as Managing Director of the Company in last annual general meeting of the Company for the term of 5 years with effect from 1 August 2015. Ms. Sunaina Chibba has been appointed as Women non executive Director of the Company in last annual general meeting of the Company.

Mr. Urminder Singh has been appointed as Chief Financial Officer with effect from 23/6/14.

Further, Mr. Sourav Malhotra resigned as Company secretary of the Company w.e.f. 24/11/14. Mr. Sujeet Kumar has been appointed as company Secretary with effect from 11/12/14 and resigned as Company secretary with effect from 4/3/2015. Mr. Pardeep Kumar has been appointed as company secretary with effect from 4/3/15.

2. Retire by Rotation

In accordance with provision of Companies Act, 2013 and Articles of Association of the Company, Ms. Sunaina Chibba, Director liable to retire by rotation at the forthcoming Annual General Meeting and being eligible, offers herself for reappointment.



CONTINENTAL CHEMICALS LIMITED
 COMPLIANCE OFFICER

3. Meetings

During the year 21 Board Meetings and 8 Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

4. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

5. Declaration by an Independent Director(s)

All independent Directors have given declarations that they meet the criteria of independence as laid down under Section-149(6) of the Companies Act, 2013.

6. Managerial Remuneration

Detail of particulars pursuant to section 197 (12) of the Companies Act, 2013 read with rules of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, are annexed as Annexure – VI.

7. Nomination and Remuneration Policy

The Board has on recommendation of the Nomination and Remuneration Committee, framed a Policy for selection, appointment and remuneration of Directors and Key Managerial Personnel. More detail of the same as given in the Corporate Governance Report.

Directors' Responsibility Statement

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of the Section 134(3)(c) of the Companies Act, 2013:

- (i) That in the preparation of the annual financial statements for the year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) That such accounting policies, as mentioned in the Financial Statements as 'Significant Accounting Policies' have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2015 and of the profit of the Company for the year ended on that date;
- (iii) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the annual financial statements have been prepared on a going concern basis;
- (v) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- (vi) That proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Auditors**1. Statutory Auditor**

The Auditors, M/s B K Kapur & Company, Chartered Accountants, have been appointed as Statutory Auditors of the Company for a period of 5 years at the last annual general meeting held on 29th September 2014 subject to ratification of their appointment by members at every annual general meeting. The shareholders at the ensuing annual general meeting will consider ratification of the appointment of Statutory Auditors. As required under clause 41 of Listing Agreement, the Auditors have confirmed that they hold a valid certificate issued by Peer Review Board of the Institute of Chartered Accountants of India.

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and there is only one remark in the Auditors' Report regarding *delay in PF payment*.

Explanation to the remark in Statutory Auditors' Report

The Directors submit their explanation to the remark made by the Statutory Auditors in their report for the year 2014-15. The relevant remark and their reply are as under:

The Company deposited cheques of PF payment within stipulated time but the banker of PF organisation delayed clearing cheques from the Companies Accounts.

2. Cost Audit

The services provided by Company are not covered under cost audit and therefore, pursuant to Section 148 of Companies Act, 2013 with the Companies (Cost Records and Audit) Amendment Rules, 2014, the Company is not required to maintain the cost audit records.

3. Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s B. S. Goyal & Co., a firm of Company Secretaries in Practice, to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as Annexure- IV.

Explanation to the qualification in Secretarial Auditors' Report

The Directors submit their explanation to the qualifications made by the Secretarial Auditors in their report for the year 2014-15. The relevant Qualification and their reply are as under:

The Constitution of the Board was in line with the clause 49 of the listing agreement and as per old Companies Act 1956. After enforcement of new Companies Act, 2013 the board was reconstituted and interpretation of the section 152(6) has taken differently by the Board as per section 152(6)(a) the 2/3 Director of total Director should be liable to retire by rotation and further as per explanation in section 152(6) (e) total number of Director for the purpose of Subsection (6) of Section 152 shall not include independent directors. The Company in the Board meeting held on 23.07.2015 has appointed Mr. Dhiraj Kumar Choudhary as Non executive additional director to comply with Section 152(6).

4. Internal Audit & Controls

Mr. Gaurav Kumar has been appointed as internal auditor of the Company at 23.06.2014. During the year, the Company continued to implement his suggestions and recommendations to improve the control environment. His scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas.

Conservation of Energy, Technology absorption and Foreign Exchange Earning and Out go**Conservation of Energy**

- (a) Energy conservation has been an important thrust area for the Company. The adoption of energy conservation measures has helped the Company in reduction of cost and reduced machine down-time.
- (b) Energy conservation is an ongoing process and new areas are continuously identified and suitable investments are made, wherever necessary.
- (c) Various on-going measures for conservation of energy include (i) use of energy efficient lighting and better use of natural lighting, (ii) reduction of energy loss, and (iii) replacement of outdated energy intensive equipment. But Company has not made any big investment for this purpose since the Company suspended its Manufacturing Activities.

Technology absorption

- (1) During the year 2014-15, required minor effort has been taken for technology absorption.
- (2) No absorption of imported technology has been taken place during year 2014-15.
- (3) No expenses incurred for Research and Development during financial year 2014-15.



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Foreign Exchange Earning and Out go

Particulars with regard to foreign exchange earnings & outgo appear in point 22 of notes to account. Foreign exchange earning is Rs. 42,62,258 and outgo is nil.

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Not applicable*

*as the Company has not any woman employee during the year under review. There has been no need to frame any Sexual Harassment Committee and Policy.

Extract of Annual Return

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure - II".

Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

Mr. Pardeep Kumar, Company Secretary of Company has resigned with effect from 18th May, 2015 and Ms. Pratima Agarwal has been appointed as Company Secretary with effect from 18th May, 2015.

Mr. Dhiraj Kumar Choudhary has been appointed as Additional Director of the Company with effect from 23rd July, 2015.

Corporate Governance

The Company has taken all required steps for good corporate governance in the Company. The detail of steps taken is given in report on Corporate Governance which is annexed herewith as "Annexure - V".

Statement Concerning Development And Implementation Of Risk Management Policy Of The Company

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

Details of Policy Developed And Implemented By The Company On Its Corporate Social Responsibility Initiatives

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

Personnel

Employee relations continued to be cordial throughout the year in the Company. Your Directors express their appreciation for the contribution made by the employees to the operations of the Company during the year.

Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

There are no significant and material orders passed by the Regulators/ Courts which would impact the going concern status of the Company and its future operations.

Management Discussion And Analysis

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31st March 2015.

Particulars of Employees

The Provision of Rule (2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 requiring particulars of the employees in receipt of remuneration in excess of Rs. 60 lacs per year to be disclosed in the Report of the Board of Directors are not applicable to the Company as none of the employees was in receipt of remuneration in excess of Rs. 60 lacs during the financial year 2014-15.

Acknowledgement

Your Directors convey their sincere thanks to the various agencies of the Central Government, State Governments, Banks and other concerned agencies for all the help and cooperation extended to the Company. The Directors also deeply acknowledge the trust and confidence the shareholders and investors have placed in the Company. Your Directors also record their appreciation for the dedicated services rendered by the workers, staff and officers of the Company.

Place: Noida
Date : 13.08.2015

For and on behalf of Board of Directors

Sd/-
Naresh K Chibba
Managing Director

Sd/-
Dhiraj Kumar Choudhary
Director



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[Signature]

ANNEXURE INDEX

Annexure	Content
I	Management and Discussion and Analysis
II	Annual Return Extracts in MGT 9
III	AOC 2 – Related Party Transactions disclosure
IV	MR-3 Secretarial Audit Report
V	Report on Corporate Governance
VI	PARTICULARS PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.



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Management and Discussion and AnalysisAnnexure I

This report discusses and analyses the performance for the year ended 31st March 2015.

Operation and Industry

The company is in the business of sale, purchase and leasing of Software within and outside India. Company has many new projects to expand its business in the coming years. The Indian Software Industry plays an important role in increasing the GDP of the economy of the Country and is on expansion with passing of time.

Opportunities and Threats

The Countries like China and Philippines are also creating competition in Software Industry but we have an edge over others with our quality and timely execution of services. The dynamic business conditions and adverse movement of foreign exchange rate of the Rupee is major concern for the growth of the industry. The Company is contributing positively in the same and providing the best services to the customers.

Outlook

The company is making all efforts to improve the quality of its Services and to take more projects and has been involved in diversified activities in the Software Industry. Company is maintaining high quality products and services and confident of achieving better results in the future.

Internal Control Systems and their Adequacy

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorized, recorded and reported correctly. The internal control is exercised through policies, guidelines and procedures. It is supplemented by an extensive program of internal audits conducted by in house trained personnel. The audit observations and corrective actions taken thereon are periodically reviewed by the audit committee to ensure effectiveness of the internal control system. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of persons.

Financial and Operational Performance

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013. Please refer Directors' Report in this respect.

Human Resources/Industrial Relations

The Company's HR philosophy is to establish and build a high performing organization, where each individual is motivated to perform efficiently to contribute to developing and achieving individual excellence, departmental objectives continuously and improve performance to realize the full potential of our personnel.

Cautionary Statement

Statements made herein describing the Company's expectations or predictions are "forward-looking statements". The actual results may differ from those expected or predicted. Prime factors that may make a difference to the Company's performance include market conditions, input costs, govt. regulations, economic development within/outside country etc.



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**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**
As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1. CIN	L24123UP1984PLC014111
2. Registration Date	27.11.1984
3. Name of the Company	Continental Chemicals Limited
4. Category/Sub-category of the Company	Public Company and limited by Shares
5. Address of the Registered office & contact details	A-7, Sector-7, Noida U.P. -201301 India
6. Whether listed company	Yes
7. Name, Address & contact details of the Registrar & Transfer Agent, if any.	BEETAL Financial & Computer Services Pvt Ltd. BEETAL HOUSE, 3rd Floor, 99, Madangir, behind LSC, New Delhi - 110062 Ph. 011-29961281-283 Fax 011-29961284

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (all the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Software consultancy services	7229	100

III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	86510	43400	129910	13.0	133110	0	133110	13.32	0.32
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
(2) Foreign									
a) NRI - Individual/	0	0	0	0	0	0	0	0	0
b) Other - Individual/	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Others	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)	86510	43400	129910	13.00	133110	0	133110	13.32	0.32
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	100	100	0.01	0	100	100	0.01	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0



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g) FII's	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	100	100	0.01	0	100	100	0.01	0
2. Non- Institutions									
a) Bodies Corp.									
i) Indian	0	13550	13550	1.36	0	13550	13550	1.36	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	4750	850690	855440	85.63	6050	846190	852240	85.31	-0.32
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Non Resident Indians	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	4750	864240	868990	86.99	6050	859740	865790	86.67	-0.32
Total Public Shareholding (B)=(B)(1)+ (B)(2)	4750	864340	869090	87.00	6050	859840	865890	86.68	-0.32
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	91260	907740	999000	100.0	139160	859840	999000	100.0	0

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Naresh Kumar Chibba	129910	13.00	0.00	133110	13.32	0.00	0.32

C) Change in Promoters' Shareholding

SN	Particulars Naresh Kumar Chibba	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	129910	13.00	129910	13.00
1.	Date wise Increase / Decrease in Promoters Shareholding during the year 19-Sep-14 (increase due to transfer)	3200	0.32	133110	13.32
2.	24-Sep-14 (decrease due to transfer)	(1250)	0.12	131860	13.19
3.	30-Oct-14 (increase due to transfer)	1250	0.12	133110	13.32
	At the end of the year	133110	13.32		



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**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	INTERADS ADVERTISING P LTD.	10000	1.00		
	MAHENDRA GIRDHARILAL WADHAWANI	1850	0.18		
	G POONAM CHAND	1800	0.18		
	PUKHRAJ DEVI PANSARI	1400	0.14		
	SUBHASH MODI	1200	0.12		
	P.P. ZIBI ZOSE	1100	0.12		
	UMESH CHAND MITTAL	1050	0.10		
	RAKESH JAIN	1050	0.10		
	RASIKLAL J SHAH	1050	0.10		
	DEEPAK WAHI	1000	0.10		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NO CHANGES			
	At the end of the year				
	INTERADS ADVERTISING P LTD.			10000	1.00
	MAHENDRA GIRDHARILAL WADHAWANI			1850	0.18
	G POONAM CHAND			1800	0.18
	PUKHRAJ DEVI PANSARI			1400	0.14
	SUBHASH MODI			1200	0.12
	P.P. ZIBI ZOSE			1100	0.12
	UMESH CHAND MITTAL			1050	0.10
	RAKESH JAIN			1050	0.10
	RASIKLAL J SHAH			1050	0.10
	DEEPAK WAHI			1000	0.10

E) Shareholding of Directors and Key Managerial Personnel:

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Naresh Kumar Chibba				
	At the beginning of the year	129910	13.00	129910	13.00
	Date wise Increase / Decrease in Promoters Shareholding during the year				
1.	19-Sep-14 (increase due to transfer)	3200	0.32	133110	13.32
2.	24-Sep-14 (decrease due to transfer)	(1250)	0.12	131860	13.19
3.	30-Oct-14 (Increase due to transfer)	1250	0.12	133110	13.32
	At the end of the year	133110	13.32		
SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
2	Pradeep Kumar Chopra (Chairman & Independent Director)	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3	Akshat Bhaskar (Independent Director)				
4	Sunaina Chibba (Director)				
5	Sujeet Kumar (CS)				
6	Pardeep Kumar (CS)				
	At the beginning of the year	-	-	-	-
	No increase / decrease during the year	-	-	-	-
	At the end of the year	-	-	-	-

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7	Sourabh Malhotra (CS)				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in KMP Shareholding during the year				
	24-Sep-14 (increase due to transfer)	50	0.005	50	0.005
	30-Oct-14 (decrease due to transfer)	50	0.005	NIL	NIL
	At the end of the year	NIL	NIL	-	-



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SN	Urminder Singh (CFO)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in KMP Shareholding during the year				
	24-Sep-14 (increase due to transfer)	50	0.005	50	0.005
	30-Oct-14 (decrease due to transfer)	50	0.005	NIL	NIL
	At the end of the year	NIL	NIL	-	-

F) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	307551	-	-	307551
ii) Interest due but not paid	0	-	-	0
iii) Interest accrued but not due	0	-	-	0
Total (i+ii+iii)	307551	-	-	307551
Change in Indebtedness during the financial year				
* Addition	2210957	-	-	2210957
* Reduction	519895	-	-	519895
Net Change	1691062	-	-	1691062
Indebtedness at the end of the financial year				
i) Principal Amount	1998013	-	-	1998013
ii) Interest due but not paid	0	-	-	0
iii) Interest accrued but not due	63228	-	-	63228
Total (i+ii+iii)	2061841	-	-	2061841

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Naresh Kumar Chibba	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	9,08,203	9,08,203
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A)	9,08,203	9,08,203
	Ceiling as per the Act*	30,00,000	30,00,000

* As Company has inadequate profit so as per sub section 2 of section 197 read with schedule V of Companies Act, 2013.

B. Remuneration to other directors



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SN.	Particulars of Remuneration	Name of Directors		Total Amount
		Pradeep Chopra	Akshat Bhaskar	
1	Independent Directors			
	Fee for attending board committee meetings	NIL	16,500	16,500
	Commission	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL
	Total (1)	NIL	16,500	16,500
2	Other Non-Executive Directors	Name of Director		Total Amount
		Sunaina Chibba		
	Fee for attending board committee meetings		NIL	NIL
	Commission		NIL	NIL
	Others, please specify		NIL	NIL
	Total (2)		NIL	NIL
	Total (B)=(1+2)		16,500	16,500
	Total Managerial Remuneration*		NIL	NIL
	Overall Ceiling as per the Act		NIL**	NIL**

* 16,500 is sitting fee which is not part of Managerial remuneration.

**As Company does not have adequate profit the ceiling as per act is nil.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel				
		CEO	CS	CFO	Total	
	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	9,08,203	Sourav Malhotra 1,11,828 Sujeet Kumar 43,816 Pardeep Kumar 14,968	1,70,612	269,155	13,47,970
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission	-	-	-	-	-
	- as % of profit	-	-	-	-	-
	others, specify...	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total	9,08,203		1,70,612	2,69,155	13,47,970

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL



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Annexure - III**FORM NO. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/ arrangements/ transaction	NIL
c)	Duration of the contracts/ arrangements/ transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions'	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Interads E Communications limited
b)	Nature of contracts/arrangements/transaction	Service rendering
c)	Duration of the contracts/arrangements/transaction	Till termination by either party
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	60% to 85% of resale value original values of the IECL contract with its client
e)	Date of approval by the Board	8.10.2014
f)	Amount paid as advances, if any	25,05,000

Place: Noida
Date : 13.08.2015

For and on behalf of Board of Directors

Sd/-
Naresh K Chibba
Managing DirectorSd/-
Dhiraj Kumar Choudhary
DirectorCONTINENTAL CHEMICALS LIMITED
COMPLIANCE OFFICER
bat

B. S. GOYAL & CO.
405 Skylark Building 60, New Delhi-110 019 (Mobile: 9811081491)

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

To,
The Members,
Continental Chemicals Limited
A-7, SECTOR-7,
Noida Gautambudh Nagar
Uttar Pradesh-201301

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Continental Chemicals Limited having its registered office at A-7, Sector-7, Noida Gautam Budh Nagar, Uttar Pradesh-201301**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial period ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and Compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Continental Chemicals Limited ("the Company") for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings:- **Not Applicable**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009:- **Not Applicable**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999:- **Not Applicable**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008:- **Not Applicable**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client:- **Not Applicable**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009:- **Not Applicable**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998:- **Not Applicable**
- (vi) Other applicable Laws to the Company.

I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with Delhi, Kanpur and Bombay Stock Exchange (s).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Etc. mentioned above. **I further report that**

The Board of Directors of the Company is consisting of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. The company has complied with all the applicable clauses of listing agreement.

The Board is not properly constituted as per the provisions of section 152(6) of the Companies Act 2013.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance before the meeting. **I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no other events having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For B. S. Goyal & Co.
Company Secretaries
Sd/-

B. S. Goyal
(Proprietor)
CP. No. 2915

Place: New Delhi
Date: 20.05.2015

Note: This report should be read with our letter of even date which is annexed as Annexure A and forms are integral part of this report.



CONTINENTAL CHEMICALS LIMITED
COMPLIANCE OFFICER
Beet

To
The Members,
Continental Chemicals Limited
A-7, SECTOR-7,
Noida Gautambudh Nagar
Uttar Pradesh-201301

ANNEXURE A

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices that we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: New Delhi
Date: 20.05.2015

For B. S. Goyal & Co.
Company Secretaries
Sd/-

B. S. Goyal
(Proprietor)
CP. No. 2915

CONTINENTAL CHEMICALS LIMITED
B. S. Goyal
COMPLIANCE OFFICER



Report on Corporate Governance

1. Company's philosophy on Code of Corporate Governance

The principles of Corporate Governance and the Code of Business Conduct & Ethics are the cornerstones of your Company. Your Company has consistently striven to implement best corporate governance practices reflecting its strong value system and ethical business conduct. The Company's philosophy on Corporate Governance envisages attainment of highest levels of transparency, accountability and integrity in the functioning of the Company with a view to create value that can be sustained continuously for the benefit of its stakeholders. All employees are bound by a Code of Conduct that sets forth Company's policies on important issues including our relationship with consumers, shareholders and Government.

2. Board of Directors

The Board of Directors consisted of 4 Directors as on 31st March, 2015. The Board has a healthy blend of executive and non-executive directors which ensures the desired level of independence in functioning and decision making. The Board comprises of a Chairman and Independent director, a Managing Director and Two Non-Executive Directors. Except the managing Director all three directors are non executive directors out of them two directors are Independent Director and one is woman Director.

The primary role of the Board is to protect the interest and to enhance value for all the stakeholders. The Board operates within the framework of a well defined responsibility matrix which enables it to discharge its fiduciary duties of safeguarding the interest of the Company, ensuring fairness in decision making process, integrity and transparency of the Company's dealing with its members and other stakeholders.

(A) Composition of the Board:

Name of Director	Category	No. of Board Meeting during the 2014-15		Whether attended last AGM	No. of Director ship in other body corporates	No. of Committee position in other Body Corporates
		Held	Attended			
Pradeep Kumar Chopra *#	Chairman and Independent Director	21	21	Yes	No	No
Naresh Kumar Chibba \$	Promoter and Managing Director	21	18	Yes	4	No
Akshat Bashkar ^	Independent Director	21	21	Yes	0	No
Sunaina Chibba @	Non Executive woman Director	10	9	N.A	1	No

* Directors without Remuneration

Director reappointed as Independent Director in last Annual General Meeting for 5 years.

^ Director Regularised as Independent Director in last Annual General Meeting for 5 years.

\$ Managing Director reappointed in Last AGM with effect from 1 August 2015.

@ Appointed in last Annual General Meeting, meeting after her appointment only 10 meetings held.

(B) Number of Board Meeting:

During the financial year 2014-15 twenty one (21) board meeting were held. The Board Meetings were held on 14 April, 2014, 18th April, 2014, 30th April 2014, 10th May 2014, 20th May 2014, 30th May 2014, 10th June 2014, 23rd June 2014, 4th August 2014, 22nd August 2014, 17th September 2014, 30th September 2014, 8th October 2014, 30th October 2014, 3rd November 2014, 5th November 2014, 24th November 2014, 11th December 2014, 30th January 2015, 16th February 2015 and 4th March 2015. The maximum interval between any two meetings was not more than 4 months.

(C) Performance Evaluation:

In compliance with the provisions of the Companies Act, 2013 ('the Act') and Clause 49 of the Listing Agreement, the Board during the year adopted a formal mechanism for evaluation of its performances as well as that of its committees and individual Directors, including the Chairman of the Board. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

(D) Independent Directors' Meeting:

In compliance with Section 149(B) of the Act read along with Schedule IV of the Act and Clause 49 (II)(B)(6) of the listing agreement with the stock exchange, the Independent Directors met on October 4, 2014 inter alia, to discuss:

(a) Evaluation of the performance of non-Independent Directors and the Board as a whole;

(b) Evaluation of the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;

(c) Evaluation of the quality, quantity and timeliness of flow of information between the company, Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present at the meeting.

(E) Code of Conduct:

The Board of Directors of the Company have adopted Code of Business Conduct & Ethics. This Code is based on three fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary conduct and is applicable to all the Directors and senior management personnel. In terms of the requirements of Clause 49 of the Listing Agreement, the Code of Business Conduct & Ethics, as approved by the Board of Directors, has been displayed at the website of the company. All the members of the Board and senior management personnel have affirmed compliance with the Code for the year ended 31st March, 2015 and a declaration to that effect signed by the Managing Director is attached and forms part of this report.

(F) Code of Conduct for Prevention of Insider Trading:

The Company has a Code of Conduct for Prevention of Insider Trading in the shares and securities of the Company. This Code, inter alia, prohibits purchase/sale of shares of the Company by Directors and employees while in possession of unpublished price sensitive information in relation to the Company. This Code is available on the Company's website.

3. Committees of the Board

With a view to have more focused attention on various facets of business and for better accountability, the Board has constituted various mandatory and other Committees from time to time. The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. The minutes of the Committee meetings are circulated to all Directors individually and tabled at the Board meetings.

(a) Audit Committee:

The Audit Committee was reconstituted on 18th April, 2014 and has been in position since then. The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 49 of the Listing Agreement. Some of the important functions performed by the Committee are:

Financial Reporting and Related Processes

Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchanges, regulatory authorities or the public.



CONTINENTAL CHEMICALS LIMITED
COMPLIANCE OFFICER

Reviewing with the Management the quarterly unaudited financial statements and the Auditors' Limited Review Report thereon/audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgement by the Management, significant adjustments made in the financial statements and / or recommendation, if any, made by the Statutory Auditors in this regard.

Review the Management Discussion & Analysis of financial and operational performance.

Discuss with the Statutory Auditors its judgement about the quality and appropriateness of the Company's accounting principles.

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

Name of Director	Category	Meeting held on							
		30.04. 2014	20.05. 2014	10.06. 2014	23.06. 2014	04.08. 2014	22.08. 2014	8.10. 2014	30.01. 2015
Shri Akshat Bhaskar	Chairman	Present	Present	Present	Present	Present	Present	Present	Present
Shri Naresh K. Chibba	Managing Director and Member	Leave of absence granted	Leave of absence granted	Leave of absence granted	Leave of absence granted	Present	Present	Present	Present
Shri Pradeep Kumar Chopra	Member / Independent Director	Present	Present	Present	Present	Present	Present	Present	Present

The Company Secretary acts as the Secretary of the Committee.

All the members of the Audit Committee were present at the last AGM held on 29th September 2014.

All the recommendations of the Audit Committee during the year were accepted by the Board of Directors.

Whistle Blower Policy

The Company has formulated Whistle Blower Policy to establish a Vigil Mechanism for directors and employees of the Company. This Policy covers malpractices and events which have taken place, suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers. This Policy is intended to encourage and enable employees to raise serious concerns within the Company prior to seeking resolution outside the company.

The purpose and objective of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects the employees wishing to raise a concern about serious irregularities within the Company. The Company encourages its directors and employees who have genuine concern about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A vigil (Whistle Blower) mechanism provides a channel to the employees and directors to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and directors to avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee in exceptional cases.

This policy, however, neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and/ or colleagues in general. It is affirmed that no personnel has been denied access to the Audit Committee.

The Whistle Blower Policy of the Company has been uploaded and can be viewed on the Company's website

(b) Stakeholders Relationship Committee -

In compliance with the provisions of Section 178 of the Act and the Listing Agreement, the Board has constituted Stakeholders Relationship Committee. This Committee ensures speedy disposal of all grievances/complaints relating to shareholders/investors. The terms of reference of the Committee include the following:

- To specifically look into complaints received from the shareholders of the Company;
- To oversee the performance of the Registrar and Transfer Agent of the Company;
- To recommend measures for overall improvement in the quality of services to the investors;

The Committee comprised of:

Shri Akshat Bhaskar	Chairman Independent Non-Executive Director
Shri Gaurav Kumar	Member
Shri Urinder Singh	Member

During the financial year 2014-15, the Stakeholders Relationship Committee met once on 3rd November, 2014. The meeting was attended by all the members of the Committee.

Company Secretary of Company is the Compliance Officer of the Company.

As on 1st April, 2014, no complaints and/or requests for dematerialization were pending. During the year 2014-15, the Company received 1 shareholders complaints which were replied/resolved to the satisfaction of the investors and no complaints and/or requests for dematerialization were pending as on 31st March, 2015.

All valid requests for share transfers received during the year 2014-15 have been acted upon by the Company and no transfer is pending.

(c) Nomination and Remuneration Committee:

In compliance with Section 178 of the Act read along with the applicable Rules thereto and Clause 49 under the Listing Agreement, the Board has constituted a Nomination and Remuneration Committee.

The terms of reference of the Committee inter alia, include the following:

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and senior management personnel;
- b) To evaluate the performance of the members of the Board as well as Key Managerial Personnel and senior management personnel and to provide rewards linked directly to their efforts, performance, dedication and achievement relating to Company's operations;
- c) To recommend to the Board on remuneration payable to the Directors, Key Managerial Personnel and senior management personnel;
- d) Assessing the independence of Independent Directors;
- e) To make recommendation to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of the Managing/Whole-Time Directors, subject to the provisions of law and their service contracts;
- f) To retain, motivate and promote talent and to ensure long term sustainability of talented management personnel and create competitive advantage;
- g) To devise a policy on Board diversity;
- h) To develop a succession plan for the Board and to regularly review the plan.

The Nomination & Remuneration Committee comprised of the following directors of the Company:

Name of Director	Category	Meeting held on			
		8.10. 2014	24.11. 2014	11.12. 2014	4.03. 2015
Ms. Sunaina Chibba	Chairman	Present	Present	Present	Present
Shri Akshat Bhaskar	Member / Independent Director	Present	Present	Present	Present
Shri Pradeep Kumar Chopra	Member / Independent Director	Present	Present	Present	Present



CONTINENTAL CHEMICALS LIMITED
hat
 COMPLIANCE OFFICER

Appointment & Remuneration Policy:**A. Policy for appointment and removal of directors, KMP and senior management personnel****(i) Appointment Criteria and Qualifications**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as director, KMP or senior management personnel and recommend to the Board his/her appointment.
- b) A person should possess adequate qualifications, expertise and experience for the position, he/she is considered for appointment. The Committee has discretion to decide whether qualifications, expertise and experience possessed by a person is sufficient/ satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Managing/ Whole-time Director who has attained the age of seventy years, provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of the shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

(ii) Term/Tenure**a) Managing Director/Whole-time Director**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms of upto a maximum of five years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director, provided that the Independent Director shall not, during the said period of three years be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

- At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

(iii) Evaluation

The Committee shall carry out evaluation of performance of every Director, Key Managerial Personnel and senior management personnel at regular intervals.

(iv) Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, Rules & Regulations thereunder, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director, Key Managerial Personnel or senior management personnel subject to the provisions and compliance of the said Act, Rules & Regulations.

(v) Retirement

The Directors, KMP and senior management personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP and senior management personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

B. Policy for remuneration to directors, KMP and senior management personnel**(i) Remuneration to Managing/Whole-time Directors, KMP and senior management personnel**

The remuneration/ compensation/ commission etc. to be paid to Managing/Whole-time Directors shall be governed as per provisions of the Companies Act, 2013 and Rules made there under or any other enactment for the time-being in force.

(ii) Remuneration to Non-Executive/ Independent Director

The non-executive Independent /Non-Independent Director may receive remuneration/compensation/ commission as per the provisions of the Act. The amount of sitting fees shall be subject to ceiling/limits as provided under the Act and Rules made there under or any other enactment for the time being in force.

The Nomination & Remuneration Policy of the Company has been uploaded and can be viewed on the Company's website.

(c) Details of remunerations paid to the Directors during the financial year 2014-15:

Name of Director	Relationship with other Directors	Basic Salary	Allowances	Perquisites- PF/other funds	Contribution to	Commission	Sitting fee	Total
Mr. Pradeep Kumar Chopra	-	-	-	-	-	-	-	-
Mr. Naresh Kumar Chibba	Father of Ms. Sunaina Chibba	5,04,000	6,96,000	-	38,880	-	-	12,38,880
Ms. Sunaina Chibba	Daughter of Mr. Naresh Kumar Chibba	-	-	-	-	-	-	-
Mr. Akshat Baskar	-	-	-	-	-	-	16,500	16,500

(d) Risk Management Committee:

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence is very minimal. The Paid up share capital of the company is less than Rs. 10 Crores so clause 49 is not applicable to the Company.

(e) Share Transfer Committee:

A Share transfer Committee was constituted in the Company to do all required activity related to transfer of shares of Company. The Committee comprised of the following directors of the Company.

Name of Director	Category	Meeting held on				
		30.06.2014	24.09.2014	30.10.2014	30.12.2014	27.01.2015
Shri Naresh K. Chibba	Chairman	Present	Present	Present	Present	Present
Shri Akshat Bhaskar	Member	Present	Present	Present	Present	Present
Shri Pradeep Kumar Chopra	Member	Present	Present	Present	Present	Present

4. Annual General Meetings

The last three Annual General Meetings of the Company were as under:

Financial Year	Date	Time	Place
2011-12	27.09.2012	9.30 A.M.	A-7, Sector-VII, Noida
2012-13	27.09.2013	4.30 P.M.	Gautam Buddha Nagar,
2013-14	29.09.2014	4.30 P.M.	Pin. 201301 (U.P)

5. Reconciliation of Share Capital Audit

As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository



CONTINENTAL CHEMICALS LIMITED
 COMPLIANCE OFFICER
 [Signature]

Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited and is also displayed on Company website.

Dematerialisation of Shares and Liquidity

The break-up of equity shares held in Physical and Dematerialised form as on March 31, 2014, is given below:

Particulars	No. of Shares	Percentage
Physical Segment	859840	86.07
Demat Segment		
NSDL	0	0
CDSL	139160	13.93
Total	999000	100.00

Distribution of Shareholding as on March 31, 2015

Range of Holding (In Rs.)	No. of Shareholders	% to Total	No. of Shares	% of Total
Up to 5000	6,822	99.06	8,00,090	80.09
5001-10000	55	0.80	45,300	4.54
10001-20000	8	0.12	10,500	1.05
20001-30000	-	-	-	-
30001-40000	-	-	-	-
40001-50000	-	-	-	-
50001-100000	1	0.01	10,000	1.00
100001 and above	1	0.01	1,33,110	13.32

Shareholding Pattern as on March 31, 2015

Particulars	No. of share holders	No. of Shares	% of Shareholding
Promoters		Sub Total	Total
1.Naresh Kumar Chibba	1	133110	13.32
Total Promoters Holding	1	133110	13.32
Bank, Financial Institutions, Insurance Companies & Mutual Funds			
Bank	1	100	0.01
Financial Institutions	-	-	-
Insurance Companies	-	-	-
Mutual Funds/UTI	-	-	-
Central & State Governments	-	-	-
Foreign Institutional Investors	-	-	-
NRIs/Foreign Nationals	-	-	-
Body Corporates	16	13550	1.36
Individuals/ Hindu undivided Family	6869	852240	85.31
Public and Others	6886	865890	86.68
Total	6887	999000	100

Statement showing Shareholding of more than 1% of the Capital in category of "Public" as on March 31, 2015

Sr. No.	Name of the shareholders	No. of Shares	Percentage of Capital
1	Interads Advertising P Ltd	10000	1.00
	Total	10000	1.00

5. Disclosures

- (i) There were no transactions of material nature with the directors or the management or their subsidiaries or relatives etc. during the year that had potential conflict with the interests of the Company at large. The details of related party transactions have been reported in the Notes to Accounts and annexure - III.
- (ii) The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and in conformity, in all material respects, with the generally accepted accounting principles and standards in India. The estimates/judgments made in preparation of these financial statements are consistent, reasonable and on prudent basis so as to reflect true and fair view of the state of affairs and results/operations of the Company.
- (iii) The Company has formulated Whistle Blower Policy to establish a Vigil Mechanism for directors and employees of the Company and the details are provided in point no. 3 (a) of this report.
- (iv) The Company has not raised any funds from the capital market public/rights/preferential issues etc. during the financial year under review.
- (v) The Company has been suspended from trading by BSE due to some non compliances in past few years. The revocation of suspension of trading at BSE is in process and company has received the letter of In principal approval for revocation of suspension from BSE.
- (vi) The details of the equity shares of the Company held by the Directors as on 31st March, 2015 are as under:
Mr. Naresh Kumar Chibba 133110 Shares
- (vii) The Clause 49 of listing agreement is not applicable to the Company.

Pending Investors' Grievances

Any Member / Investor, whose grievance has not been resolved satisfactorily, may kindly write to the Company Secretary at the Registered Office with a copy of the earlier correspondence.

6. Means of communication

The Quarterly, Half Yearly and Annual Results are communicated to the BSE, DSE & UPSE where the Company's shares are listed as soon as they are approved and taken on record by the Board of Directors of the Company. Further, the quarterly and half-yearly results are published in newspapers such as 'Pioneer' (English) and 'Pioneer' (Hindi). The results are not sent individually to the shareholders. The financial results are also displayed on the web-site of the Company at www.continentalchemicals.com.

In order to redress shareholders' queries and grievances, the Company has a separate e-mail ID info@continentalsoft.com.

The Management Discussion and Analysis Report forms part of the Directors' Report.



CONTINENTAL CHEMICALS LIMITED
Naresh
 COMPLIANCE OFFICER

7. Auditors' Certificate on Corporate Governance

Not applicable to your Company*

*As company has Paid Up Share capital of less than 10 Crore clause 49 is not applicable to Company.

8. MD/CFO Certification

The MD and the CFO have issued certificate pursuant to the provisions of Clause 49 of the listing agreement certifying that the financial statements do not contain any untrue statements and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

GENERAL SHAREHOLDERS INFORMATION**Annual General Meeting:**

Date : 22nd September, 2015
 Time : 4.00 PM
 Venue : A-7, Sector-VII, Noida
 Gautam Budh Nagar,
 Pin. 201301 (U.P)

Posting of Annual Reports : Till 20.08.2015
 Last Date For Receipt of Proxy Forms : 20.09.2015 till 4.00 PM

E-Voting Facility to members

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL). Pursuant to the amendments made in clause 35B of the Listing Agreement by SEBI, the company has sent assent/dissent forms to the members to enable those who do not have access to e-Voting facility to cast their vote on the shareholders resolution to be passed at the ensuing Annual General Meeting, by sending their assent or dissent in writing.

Extraordinary General Meeting (EGM)

During the year under review, no Extraordinary General Meeting (EGM) has been held.
 During the year under review, no resolution has been passed through the exercise of postal ballot.

Meetings for approval of quarterly and annual financial results were held on the following dates:

Quarter	Date of Board Meeting
1 st Quarter	4 th August, 2014
2 nd Quarter	8 th October, 2014
3 rd Quarter	30 th January, 2015
4 th Quarter	30 th April, 2015

Financial Calendar 2015-16 (Tentative):**Board Meetings to take on record**

Financial results for Quarter ended 30.06.2015
 Financial results for Quarter ended 30.09.2015
 Financial results for Quarter ended 31.12.2015
 Financial results for Quarter/year ended 31.03.2016
 Book Closure Date

Dividend payment date:

No Dividend has been declared for the year ended March 31, 2015.

Second week of AUGUST, 2015

First week of November, 2015
 First week of February, 2016
 Last week of May, 2016
 21st September, 2015 to 22nd September, 2015 (both days inclusive)

Listing:**Name & address of stock exchange**

BSE Limited
 Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001

Delhi Stock Exchange Association Ltd,
 DSE House 3/1 Asaf Ali Road, New Delhi-110002

UP Stock Exchange Association Ltd,
 Padam Towers, 14/113, Civil Lines, Kanpur-208001

The Company has already paid annual listing fee for the year 2014-15.

Stock Code:

BSE Limited, Mumbai : 506935
 Demat ISIN in CDSL for equity shares : INE423K01015

Market Price Data:

Not Applicable*

*As Company has been suspended from trading no data for Market price is available.

Share Transfer System:

The transfers are normally processed within a period of 15 days from the date of receipt if the documents are complete in all respects. Requests for dematerialization of shares are processed and confirmation is given to the respective depositories i.e. NSDL and CDSL within 15 days. The connectivity with NSDL & CDSL is maintained through M/s BEETAL Financial & Computer Services Pvt Ltd.. The Shareholders have the option to open account with any of the depository participants registered with CDSL. In the case of off market/ private transactions involving transfer of shares in physical form, SEBI has made mandatory for the transferee(s) to furnish copy of PAN card to the Company/RTA. The shareholders/investors are advised to comply with the same while filing transfer documents with the company/RTA.

Share Transfer Agents and Demat Registrar:

The Company has appointed M/s **BEETAL Financial & Computer Services Pvt Ltd.**, New Delhi as the Registrar & Share Transfer Agents for handling both physical share registry work and demat share registry work having their office at:

BEETAL Financial & Computer Services Pvt Ltd.
 BEETAL HOUSE, 3rd Floor,
 99, Madangir, behind LSC, New Delhi - 110062
 Ph. 011-29961281-283 Fax 011-29961284

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants

Regd. Office:

Continental Chemicals Limited
 A-7, Sector -7,
 Noida Gautam Budh Nagar
 U.P- 201301

For and on behalf of Board of Directors

Place: **Noida**
 Date: 13.08.2015

Sd/-
 Naresh K Chibba
 Managing Director

Sd/-
 Dhiraj Kumar Choudhary
 Director



CONTINENTAL CHEMICALS LIMITED
 COMPLIANCE OFFICER

Declaration Regarding Code of Conduct

I hereby declare that all the Directors and Senior Management Personnel have confirmed compliance with the Code of Conduct as adopted by the Company.

Place: Noida
Date: 13.08.2015

sd/-
(Naresh Kumar Chibba)
Managing Director

CERTIFICATION BY MD/CFO UNDER CLAUSE 49 V OF THE LISTING AGREEMENT

The Board of Directors,
Continental Chemicals Limited

We have reviewed the financial statements and the cash flow statement of Continental Chemicals Ltd. for the year ended March 31, 2015 and to the best of our knowledge and belief:

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
- (i) significant changes in internal control over financial reporting during the year;
- (ii) significant changes in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
- (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: Noida
Place: 13.08.2015

sd/-
Urminder Singh
Chief Financial Officer

sd/-
Naresh K Chibba
Managing Director



CONTINENTAL CHEMICALS LIMITED
Naresh
COMPLIANCE OFFICER

ANNEXURE "VI" TO BOARD'S REPORT

PARTICULARS PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) The ratio of the remuneration of each director to the median employee's remuneration for the financial year and such other details as prescribed is as given below:

Name	Ratio
Naresh Kumar Chibba (Managing Director)	2.22:1

(ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Name	Designation	% Increase
Naresh Kumar Chibba*	Managing Director	Nil
Urminder Singh	Chief Financial Officer	Nil
Saurabh Malhotra**	Company Secretary	15.38
Sujeet Kumar		Nil
Pardeep Kumar		Nil

*There was no increase in remuneration of Shri Naresh Kumar Chibba during the financial year 2014-15.

** Saurabh Malhotra was appointed as company secretary in March 2014 and his salary was increased in month of July.

(iii) The percentage increase in the median remuneration of employees in the financial year: 5.64%

(iv) The number of permanent employees on the rolls of company: 4

(v) The explanation on the relationship between average increase in remuneration and Company performance:

The Company's PAT has grown from Rs 2,19,291 to Rs,19,29,347, an increase of 8.8 times against which the average increase in remuneration is 15.38% of company secretary.

(vi) Comparison of the remuneration of the Key Managerial Personnel (KMP) against the performance of the Company:

15.38% Increase (avg.) in remuneration of KMP Company's PAT increased by 8.8 times.

(vii) Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

As trading on companies stocks has been stopped by stock exchange due to some delayed compliances by the company and now company is in process to restart the trading and in principle approval has been received from stock exchange. The Company wasnot able to get market price in last financial year.

(viii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration:

There is only one Whole Time Director i.e. Managing Director. There was no change in the remuneration

(ix) Comparison of the each remuneration of the KMP against the performance of the Company:

Name	Designation	Remuneration of the of KMP	Performance of the Company – PAT as on 31st March, 2015 (Rs. lacs)
Naresh Kumar Chibba,	Managing Director	1,238,880	The Company's PAT has grown from Rs 2,19,291 to Rs,19,29,347, an increase of 8.8 times
Urminder Singh,	Chief Financial Officer	285,055	
Saurabh Malhotra	Company Secretary**	1,66,228	
Sujeet Kumar		43,816	
Pardeep Kumar		14,968	
		2,25,012	

(x) The key parameters for any variable component of remuneration availed by the directors:

There is no variable component in the remuneration of Shri Naresh Kumar Chibba, Managing Director.

(xi) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

Not Applicable

(xii) If remuneration is as per the remuneration policy of the company: Yes

Place: Noida
Date: 13.08.2015

For and on behalf of the Board

Sd/-
Naresh K Chibba
Managing Director

Sd/-
Dhiraj Kumar Choudhary
Director



CONTINENTAL CHEMICALS LIMITED
COMPLIANCE OFFICER

**INDEPENDENT AUDITORS' REPORT
TO THE SHAREHOLDERS OF CONTINENTAL CHEMICALS LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of **CONTINENTAL CHEMICALS LIMITED** which comprise the Balance Sheet as at March 31, 2015, the Profit and Loss Statement and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a. In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b. In the case of the Profit and Loss Statement, of the Profit for the year ended on that date; and
- c. In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of section 143(11) of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, 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 account as required by law have been kept by the Company so far as appears from our examination of those books
 - c. The Balance Sheet, Profit and Loss Statement and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 ;
 - e. On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164(2) of the Act.
 - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its Financial Positions.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For B.K.KAPUR AND CO.,
Chartered Accountants,
Firm Registration No. 000852C

Sd/-
(M.S.KAPUR) F.C.A.
Partner
M.No. 074615

Place : Ghaziabad
Dated : 30.04.2015



CONTINENTAL CHEMICALS LIMITED
COMPLIANCE OFFICER
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ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph (1) of our Report on other Legal and Regulatory requirements section of our report of even date)

1. a. The company has maintained proper records to show full particulars including quantitative details and situation of its fixed assets.
- b. The fixed assets of the company have been physically verified during the year by the management at reasonable intervals and no material discrepancies between the book records and the physical inventory have been noticed on such verification.
2. Since the company does not have any inventory information required under Para 3(ii) (a) to (c) is not being given.
3. According to information made available to us, the company has not granted any loan, secured or unsecured to companies, firm or other parties covered in the register maintained under section 189 of the Act, accordingly Para 3(iii)(a) & (b) of the Order are not applicable to the company.
4. In our opinion and according to the information and explanation given to us, there are adequate internal procedures commensurate with the size of the company and nature of its business, for purchase of inventory and fixed assets and for the sale of goods, and Services. Further, on the basis of our examination and according to the information and explanations given to us, we have not observed any continuing failure to correct major weaknesses in internal controls procedures.
5. On the basis of information and explanation given to us and our scrutiny of company's records, in our opinion, the company has not accepted any public deposits.
6. To the best of our knowledge and belief and according to information given to us, Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 for the products of the Company.
7. (a) According to the information and explanation given to us the company is generally regular in depositing with appropriate authorities the undisputed statutory dues including Income-tax, Wealth-tax, Sales-tax, Service tax Custom Duty, Excise Duty and any other statutory dues applicable to it, *except few cases of delay in depositing provident fund*. No amount was due to be deposited under Investor education and Protection Fund. Further, there was no arrears of undisputed statutory dues outstanding as at 31st March, 2015 for a period of more than six month from the date they became payable.
- (b) According to the information and explanations given to us, there are no tax dues of Income Tax, Service Tax, and Cess which have not been deposited on account of any dispute.
8. The company does not have accumulated losses. The Company has not incurred cash losses during the financial year and in the immediately preceding financial year
9. Based on our examination and according to the information and explanation given to us, the company has not defaulted in repayment of dues to banks. There are no dues to financial institution or debenture holders.
10. According to the records of the company and the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
11. In our opinion and on the basis of information and explanations given to us and on overall basis, term loans availed by the Company were, applied by the Company for the purposes for which the loans were raised.
12. To the best of our knowledge and belief and according to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the course of our audit for the year ended 31 March, 2015.

PLACE: Ghaziabad
DATE: 30.04.2015

For B K KAPUR AND COMPANY
Chartered Accountants,
Firm Registration No000852C,

Sd/-

(M.S.KAPUR) F. C. A.
Partner
Membership No. 074615



CONTINENTAL CHEMICALS LIMITED
Keat
COMPLIANCE OFFICER

BALANCE SHEET AS AT 31st MARCH, 2015

Amount in Rs.

Particulars	Note No.	31.03.2015	31.03.2014
EQUITY AND LIABILITIES			
Shareholder's Funds			
(a) Share Capital	2	9,990,000	9,945,500
(b) Reserves & Surplus	3	3,120,253	1,190,906
Non- Current Liabilities			
(a) Long Term Borrowings	4	1,438,710	307,551
(b) Deferred Tax Liabilities	5	167,839	567,904
Current Liabilities			
(a) Trade Payables	6	3,783,928	4,042,663
(b) Short-term provisions		292,327	47,503
(c) Other Current Liabilities	7	7,474,624	6,871,638
Total		26,267,681	22,973,665

ASSETS**Non-current assets**

(a) Fixed Assets			
(i) Tangible assets	8	20,474,689	18,950,918
(b) Long Term Loan & Advances	9	4,023,092	2,351,863

Current assets

(a) Cash and cash equivalents	10	715,080	71,321
(b) Short Term Loan & Advances	11	1,054,819	1,599,563

Total		26,267,681	22,973,665
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Significant Accounting Policies (1-23)

and Notes on Accounts forming part of the Financial Statements

Sd/-
Naresh K Chibba
Managing Director

Sd/-
Akshat Bhaskar
Director

Sd/-
Pardeep Kumar
Company Secretary

Sd/-
Urminder Singh
Chief Financial Officer

AS PER OUR REPORT OF EVEN DATE ATTACHED
For BK Kapur & Co.
Chartered Accountants
Firm Reg.No.: 000852C
(MS Kapur)FCA
Partner

Membership No.: 74615
Date: 30th April, 2015



CONTINENTAL CHEMICALS LIMITED
Naresh K Chibba
COMPLIANCE OFFICER

Profit & Loss Statement For The Year Ending 31.03.2015		Amount in Rs.	
Particulars	Note No.	31.03.2015	31.03.2014
Revenue:			
Revenue from operations	12	4,268,473	5,767,000
Other income	13	5,014,336	6,221,845
Total Revenue		9,282,809	11,988,845
Expenses:			
Employees benefit Expenses	14	3,434,554	2,928,912
Finance Costs	15	176,740	13,565
Other Expenses	16	3,084,056	7,786,051
Depreciation and Amortization of Expenses		1,053,337	1,041,026
Total Expenses		7,748,687	11,769,554
Profit (Loss) before exceptional and extraordinary items & tax		1,534,122	219,291
Exceptional & extraordinary items		-	-
Profit (Loss) before tax		1,534,122	219,291
Tax Expense:			
(a) Current tax	292,327		
Less: MAT Credit Available	292,327	-	(47,503)
(b) Deferred tax		400,065	(567,904)
(c) Previous Years Taxes		(4,840)	-
Profit after Tax		1,929,347	(396,116)
Earnings per Share			
Nominal Value Rs. 10 each			
Basic Diluted		1.93	(0.40)
Significant Accounting Policies		(1-23)	
and Notes on Accounts forming part of the Financial Statements			

Sd/-
Naresh K Chibba
Managing Director

Sd/-
Akshat Bhaskar
Director

Sd/-
Pardeep Kumar
Company Secretary

Sd/-
Urminder Singh
Chief Financial Officer

AS PER OUR REPORT OF EVEN DATE ATTACHED
For BK Kapur & Co.
Chartered Accountants
Firm Reg.No.: 000852C
(MS Kapur)FCA
Partner

Membership No.: 74615
Date: 30th April, 2015



CONTINENTAL CHEMICALS LIMITED
COMPLIANCE OFFICER

CONTINENTAL CHEMICALS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDING 31.03.2015

Particulars	Amount in Rs.	
	31.03.2015	31.03.2014
A. Cash Flow from Operating Activities		
Net Profit/(Loss) Before Tax	1,534,122	219,291
Adjustment for :-		
Depreciation	1,053,337	1,041,026
Income Tax	(5,717)	30,000
Loss on Sale of Motor Car	382,636	-
Interest Paid	176,740	13,565
Operating Profit before working capital Charges	3,141,118	1,303,882
Adjustment for :-		
Changes in Trade Receivables	-	(2,737,454)
Changes in Short Term Loans & Advances	544,744	69,848
Changes in Long Term Loans & Advances	(1,671,229)	(274,179)
Changes in Other Current Assets	-	4,533,272
Changes in Trade Payables	(258,735)	774,162
Changes in Other Current Liabilities	602,986	-
	2,358,883	3,669,531
Cash Flow from extraordinary items	-	-
Cash generated from operations	2,358,883	3,669,531
Net Income Tax (Paid)/Refunds	-	(30,000)
Net Cash Flow from Operating Activities	2,358,883	3,639,531
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(2,969,744)	(797,043)
Sale of Fixed Assets	10,000	-
	(2,959,744)	(797,043)
Cash Flow from extraordinary items	-	-
	(2,959,744)	(797,043)
Net Income Tax (Paid)/Refunds	(245,701)	-
Net Cash Flow from Investing Activities	(2,714,043)	(797,043)
C. Cash Flow from Financing Activities		
Interest Paid	(176,740)	(13,565)
Call in arrears in Shares	44,500	-
Long Term Borrowings	1,131,159	307,551
	998,919	293,987
Cash Flow from extraordinary items	-	-
Net Cash Flow from Financing Activities	998,919	293,987
Net Increase/(Decrease) in Cash and Cash Equivalents	643,759	3,136,474
Opening cash and Cash Equivalent	71,321	(3,415,762)
Closing Cash & Cash Equivalent	715,080	(279,288)
Significant Accounting Policies	(1-23)	
and Notes on Accounts forming part of the Financial Statements		

Sd/-
Naresh K Chibba
Managing Director

Sd/-
Akshat Bhaskar
Director

Sd/-
Pardeep Kumar
Company Secretary

Sd/-
Urminder Singh
Chief Financial Officer

AS PER OUR REPORT OF EVEN DATE ATTACHED
For BK Kapur & Co.
Chartered Accountants
Firm Reg.No.: 000852C
(MS Kapur)FCA
Partner

Membership No.: 74615
Date: 30th April, 2015



CONTINENTAL CHEMICALS LIMITED
Beats
COMPLIANCE OFFICER

CONTINENTAL CHEMICALS LIMITED
SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS ENDING 31ST MARCH, 2015:

NOTES -1

A. Significant Accounting Policies :

i. Basis of Accounting :

The Company follows the Mercantile System of accounting and recognises Income and Expenditure on Accrual Basis. The financial statements are prepared under the historical cost convention and are in accordance with the requirements of the Companies Act, 2013 and accepted accounting principles.

ii. Fixed Assets and Depreciation:

Fixed assets are stated at cost, less accumulated depreciation/amortisation. Costs include all expenses incurred to bring the assets to its present location and condition. Fixed assets exclude computers and other assets individually costing 5000 or less which are not capitalised except when they are part of a larger capital investment programme. All Fixed Assets are stated at Historical Cost Less Depreciation.

Depreciation / Amortization In respect of fixed assets (other than freehold land and capital work-in-progress) acquired during the period, depreciation/ amortization is charged on a straight line basis so as to write off the cost of the assets over the useful lives and for the assets acquired prior to April 1, 2014, the carrying amount as on April 1, 2014 is depreciated over the remaining useful life as per the requirements of Schedule - II of the Companies Act 2013.

Type of asset	Period
Buildings	60 years
Plant and machinery	15 years
Computer equipment	3 years
Vehicles	8 years
Office equipment	5 years
Electrical installations	10 years
Furniture and fixtures	5 years

iii. Taxes on Income:

- a. 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.
- b. Deferred tax assets/liabilities is provided on significant timing differences arising from the different treatments in accounting and taxation of relevant item. Deferred tax assets/ liabilities shall be reviewed as at each Balance Sheet date, based on development during the year, to reassess realization/ liabilities.
- c. Deferred Tax Assets in respect of accumulated Loss and unabsorbed Depreciation are recognized and carried forward only if there is virtual certainty of its realization.

iv. Contingent Liabilities:

Contingent Liabilities are not provided for in the Accounts.



CONTINENTAL CHEMICALS LIMITED
 Compliance Officer

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

NOTE-2 SHARE CAPITAL

Amount in Rs.

PARTICULARS	31.03.2015	31.03.2014
Authorised		
30,00,000 Equity Shares of Rs. 10 each	30,000,000	30,000,000
Issued		
999,000 Equity Shares of Rs.10 each.	9,990,000	9,990,000
Subscribed & Fully Paid up		
9,99,000 Equity Shares of Rs.10 each fully paid up.	9,990,000	9,901,000
Subscribed but not fully Paid up		
Equity Shares of Rs.10 each.	-	89,000
	9,990,000	9,990,000
Less: Calls In Arrears	-	44,500
	9,990,000	9,945,500

2(a) Shares in the company held by each shareholders holding more than 5% shares

Name of Equity Shareholders	As at 31.03.2015		As at 31.03.2014	
	No. of Shares held	% Holding	No. of Shares held	% Holding
Naresh Kumar Chibba	133,110	13.32%	129,910	13%

2(b) There are NIL no. of shares (Previous Year Nil) reserved for issue under option and contracts / commitments for the sale of shares / disinvestment including the terms and amounts.

2(c) For the period of five years immediately preceding the date at which the balance sheet is prepared

Particulars	No.of Shares
Aggregate number and class of shares allotted as fully paid up pursuant to Contract(s) without payment being received in cash	Nil
Aggregate number and class of shares allotted as fully paid up by way of bonus shares	Nil
Aggregate number and class of shares bought back	Nil

2(d) There are no securities (Previous Year no) convertible into Equity/Preferential shares.

2(e) Reconconciliation of No. of Shares Outstanding	NUMBER	NUMBER
Shares outstanding at the beginning of the year	999,000	999,000
Shares Issued during the year		
Shares outstanding at the end of the year	999,000	999,000

2(f) Terms & Conditions of Equity Shares

- The company has one class of Equity Shares having a par value of Rs. 10/- each
- Each Shareholder is eligible for one vote per Share held.
- The dividend, if any, proposed by the Board of Directors is subject to the approval of shareholders in the Annual General Meeting, except in the case of Interim dividend.
- In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion of their shareholding.

NOTE-3 RESERVES & SURPLUS

Amount in Rs.

GENERAL RESERVE	31.03.2015	31.03.2014
General Reserve as per Last Balance Sheet	1,190,906	1,587,022
Add: Profit during the year	1,929,347	(396,116)
	3,120,253	1,190,906

NOTE-4 LONG TERM BORROWINGS

Amount in Rs.

LONG TERM LOANS	31.03.2015	31.03.2014
(a) Secured Loans from Banks	818,508	307,551
(b) Vehicle Loans from Banks	620,202	-
	1,438,710	307,551



CONTINENTAL CHEMICALS LIMITED
Naresh
 COMPLIANCE OFFICER

i) Terms & Conditions of Secured Loans (Security Clauses)		
(1) Bank Loan from ICICI Bank is secured by mortgage of flat financed by them.		
(2) Bank Loan from HDFC is secured by hypothication of vehicle financed by them.		
ii) Maturity Profile & rate of interest & no. of installments of Term Loans (In Rs.)		2016-17
Vehicle Loan from HDFC @ 12%		Rs. 620202 in 12 installments
Home Loan from ICICI Bank @ 10.25 %. Installments to start from year in which possession of flat is obtained in 120 monthly installments		

NOTE-5 DEFERRED TAX LIABILITY	Amount in Rs.	Amount in Rs.	Amount in Rs.
Deferred Tax Liability	31.03.2015	During the Year	31.03.2014
Difference between Book & Tax Depreciation	167,839	(400,065)	567,904

NOTE - 6 TRADE PAYABLES

Amount in Rs.

PARTICULARS	31.03.2015	31.03.2014
Trade Payables	3,783,928	4,042,663
	3,783,928	4,042,663

NOTE - 7 OTHER CURRENT LIABILITIES

Amount in Rs.

PARTICULARS	31.03.2015	31.03.2014
Current Maturity of Long Term Debt		
Vehicle Loan from Banks (Secured)	559,903	-
Interest Accrued & not due on borrowings	63,228	-
Book Overdraft	-	350,609
Security Deposits	1,170,000	1,170,000
Advances from Customer	4,351,175	4,440,000
Statutory Liabilities	16,921	-
Other Advance	53,347	-
Liability for Expenses	1,260,049	911,029
	7,474,624	6,871,638



CONTINENTAL CHEMICALS LIMITED
bat
 COMPLIANCE OFFICER

CONTINENTAL CHEMICALS LTD.

NOTE - 8 SCHEDULE OF FIXED ASSETS FORMING PART OF BALANCE SHEET AS AT 31st MARCH, 2015

S. No.	PARTICULARS	Amount in Rs.																	
		C	O	S	T	D	E	P	R	E	C	A	T	I	O	N	W.	D.	V.
		UP TO	ADDITIONS	WRITTEN BACK	AS ON	UP TO	FOR THE	WRITTEN	UP TO	AS ON	UP TO	AS ON	UP TO	AS ON	UP TO	AS ON	UP TO	AS ON	
		01.04.14	DURING THE YEAR	31.03.15	01.04.14	31.03.15	YEAR	BACK	31.03.15	31.03.15	31.03.15	31.03.15	31.03.15	31.03.15	31.03.15	31.03.15	31.03.15	31.03.15	
	Tangible Assets																		
(1)	Lease Hold Land	1,356,267	0	0	1,356,267	0	0	0	0	1,356,267	0	0	0	1,356,267	0	0	0	1,356,267	0
(2)	Office Building	21,327,512	85,000	0	21,412,512	4,629,942	282,234	0	4,912,176	16,500,336	0	0	0	16,500,336	0	0	0	16,500,336	0
(3)	Furniture & Fixture	378,297	0	0	378,297	371,927	6,370	0	378,297	0	0	0	0	378,297	0	0	0	378,297	0
(4)	Vehicles	2,331,000	0	1,091,000	1,240,000	1,536,542	364,622	698,364	1,202,800	37,200	0	0	0	1,202,800	0	0	0	1,202,800	0
	Vehicles II	0	2,519,367	0	2,519,367	0	300,452	0	300,452	2,218,915	0	0	0	300,452	0	0	0	300,452	0
(5)	Office Equipments I	1,037,406	0	0	1,037,406	1,037,406	0	0	1,037,406	0	0	0	0	1,037,406	0	0	0	1,037,406	0
	Block II	53,500	174,797	0	228,297	1,130	46,876	0	48,006	180,291	0	0	0	48,006	0	0	0	180,291	0
(6)	Electrical Fitting & Equipment	603,636	0	0	603,636	603,636	0	0	603,636	0	0	0	0	603,636	0	0	0	603,636	0
	Block II	0	49,420	0	49,420	0	710	0	710	48,710	0	0	0	710	0	0	0	48,710	0
(7)	Computer BLOCK I	1,957,718	0	0	1,957,718	1,957,718	0	0	1,957,718	0	0	0	0	1,957,718	0	0	0	1,957,718	0
	BLOCK II	68,800	0	0	68,800	24,917	41,819	0	66,736	2,064	0	0	0	66,736	0	0	0	2,064	0
	BLOCK III	0	141,160	0	141,160	0	10,254	0	10,254	130,906	0	0	0	10,254	0	0	0	130,906	0
	Total	29,114,136	2,959,744	1,091,000	30,992,880	10,163,218	1,053,337	688,364	10,518,191	20,474,689	18,950,918	0	0	10,518,191	20,474,689	18,950,918	0	18,950,918	0
	Previous Year	28,317,093	797,043	0	29,114,136	9,122,192	1,041,026	0	10,163,218	18,950,918	19,194,901	0	0	10,163,218	18,950,918	19,194,901	0	18,950,918	0



CONTINENTAL CHEMICALS LIMITED
COMPLIANCE OFFICER

NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2015

Note - 9 LONG -TERM LOANS AND ADVANCES		Amount in Rs.
	31.03.2015	31.03.2014
Unsecured - Considered Good		
Capital Advances	3,485,007	2,147,668
MAT Receivable	292,327	-
Security Deposited	245,758	204,195
	4,023,092	2,351,863

NOTE - 10 CASH AND BANK BALANCES		Amount in Rs.
	31.03.2015	31.03.2014
Cash & Cash Equivalent		
Cash in hand	117,181	52,667
Balances with Banks		
- In Current Accounts	597,899	18,654
	715,080	71,321

NOTE - 11 SHORT -TERM LOANS AND ADVANCES		Amount in Rs.
	31.03.2015	31.03.2014
Unsecured - Considered Good		
Short Term Loans & Advances	20,000	1,025,000
Prepaid Expenses	34,892	21,884
Balance with Revenue Authority	510,739	552,679
TDS Receivable (AY - 2015-16)	486,389	-
Other Current Assets	2,799	-
	1,054,819	1,599,563

NOTE - 12 REVENUE FROM OPERATIONS		Amount in Rs.
PARTICULARS	31.03.2015	31.03.2014
Gross Turnover / Services	4,268,473	5,767,000
	4,268,473	5,767,000

NOTE - 13 OTHER INCOME		Amount in Rs.
PARTICULARS	31.03.2015	31.03.2014
Rental Income	4,829,653	4,120,000
Interest Recd.	-	51,506
Other Income	184,683	2,050,339
	5,014,336	6,221,845



CONTINENTAL CHEMICALS LIMITED
COMPLIANCE OFFICER

NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2015

NOTE - 14 EMPLOYEE BENEFITS EXPENSES

Amount in Rs.

PARTICULARS	31.03.2015	31.03.2014
Salary & Allowances	1,867,007	2,123,339
Directors salary & Remuneration	1,238,880	702,000
Staff welfare	57,989	65,669
Gratuity	270,678	37,904
	3,434,554	2,928,912

NOTE - 15 FINANCE COSTS

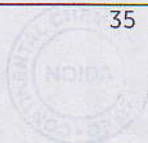
Amount in Rs.

PARTICULARS	31.03.2015	31.03.2014
Interest Expenses	176,740	13,565
	176,740	13,565

NOTE - 16 OTHER EXPENSES

Amount in Rs.

Administrative & Other Expenses	31.03.2015	31.03.2014
Electricity Expenses	267,010	214,113
Security Service Charges	206,000	204,000
Vehicle Running & Maintenance	171,850	327,127
Repair & Maintenance	252,033	834,139
Office Expenses	9,905	3,999
Computer Repair & Maintenance	99,593	120,469
Compensation to (D G S & D)	-	3,783,928
Legal & Professional Charges	180,779	684,332
ROC Fees	30,600	7,500
Business Promotion	505,000	504,940
Travelling and Conveyance Expenses	41,809	152,512
Prior Period Listing Fees	2,940	-
Listing Fees	121,750	21,750
Insurance Expenses	29,695	49,637
Audit Fees	40,000	55,000
Advertisement & Publicity	87,873	54,613
Misc. Expenses	179,898	267,487
Internet Charges	28,021	29,708
Telephone & Fax Charges	243,504	211,610
AGM Expenses	7,237	91,300
Printing & Stationery	90,822	18,563
Courier, Postage & Registries	63,345	8,801
Subscription & Dues	5,161	1,067
Bank Charges & Processing Fees	14,096	29,998
Director Sitting Fees	16,500	-
Loss on sale of vehicle	382,636	-
Depository Fees	6,000	-
Duty & Taxes	-	3,957
Exp. Written Off	-	105,500
	3,084,056	7,786,051



CONTINENTAL CHEMICALS LIMITED
COMPLIANCE OFFICER

Notes to Account

17. The figures have been rounded off at the nearest rupees.
18. All the Current Assets, Loans and Advances, in the opinion of the Board, have a value on realization which in the ordinary course of business shall at least be equal to the amount, at which it is stated in the Balance Sheet.
19. The company has lost the case against union of India and had acknowledge debt including interest up to the date of order of Supreme Court in financial year 2013-2014.

20. Deferred Tax Liability (Net) represents:

Deferred Tax Assets:	As on	during	As on
	01.04.14	the year	31.03.15
Difference between book and tax depreciation	567904	(400065)	167839
	-----	-----	-----
	567904	(400065)	167839
	-----	-----	-----

21. Related Party Disclosures:

- A. Parties where control exists: NIL
- B. Other Related Parties where transactions have taken place during the Year:
- i. Key Management Personnel (KMP) :
- : SUNAINA CHIBBA
- : NARESH KUMAR CHIBBA
- : PRADEEP KUMAR CHOPRA
- : AKSHAT BHASKAR
- : PARDEEP KUMAR
- : URMINDER SINGH
- ii. Enterprises significantly influenced by individuals having significant influence/substantial interest: Interads E Communications Limited
Continental Software Solutions Limited

C. Details of Transactions with above Related Parties:-

Name Of Enterprises	Transactions during the year	Amount Of Transactions (Rs)		Outstanding Balances Rs.	
		Year Ended 31.03.2015	Year Ended 31.03.2014	As at 31.03.2015	As at 31.03.2014
Interads E Communications Limited	Export Sales	4262258	57,67,000	13,51,175	14,40,000

22. Income in Foreign Exchange:- 4262258

23. Earnings per Share (EPS)

Particulars	(Amount in Rs.)	
	Current Year	Previous Year
Net Profit / (Loss) after Tax	1929347	(3,96,116)
(i) Basic Weighted Average number of Shares outstanding	9,99,000	9,99,000
Basic Earnings Per Share	1.93	(0.40)

Sd/-
Naresh K Chibba
Managing Director

Sd/-
Akshat Bhaskar
Director

AS PER OUR REPORT OF EVEN DATE ATTACHED
For BK Kapur & Co.
Chartered Accountants
Firm Reg.No.: 000852C
(MS Kapur)FCA
Partner

Membership No.: 74615
Date: 30th April, 2015



CONTINENTAL CHEMICALS LIMITED
COMPLIANCE OFFICER

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. REGISTRATION DETAILS			
REGISTRATION NO. 20-14111/330 STATE CODE (1)			
BALANCE SHEET DATE	DATE (31)	MONTH 3	YEAR 2015
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
	13157.42		26267.68
Source of Funds			
	Paid up capital		Reserve & Surplus
	9990.00		3120.25
	Secured Loans		Unsecured Loans
	1998.61		---
Application of Funds			
	Net Assets		Misc. Expenditure
	13110.25		---
IV. Performance of Company (Amount in Rs. Thousand)			
	Total Income		Total Expenditure
	9282.81		7748.68
	+ - Profit / Loss Before Tax		+ - Profit / Loss After Tax
(+)	1534.12	(-)	1929.34
	Profit per Share in Rs.		Dividend Rate %
	1.93		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			

Sd/-
Naresh K Chibba
Managing Director

Sd/-
Pardeep Kumar
Company Secretary

Sd/-
Akshat Bhaskar
Director

Sd/-
Urminder Singh
Chief Financial Officer

AS PER OUR REPORT OF EVEN DATE ATTACHED
For BK Kapur & Co.
Chartered Accountants
Firm Reg.No.: 000852C
(MS Kapur)FCA
Partner

Membership No.: 74615
Date: 30th April, 2015



CONTINENTAL CHEMICALS LIMITED
COMPLIANCE OFFICER

Continental Chemicals Ltd.

A-7, Sector - VII, NOIDA

Pin -201301

Distt. : Gautam Budh Nagar

U.P

REGD. FOLIO NO.

ATTENDANCE SLIP

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

NO. OF SHARES HELD :

NAME OF PROXY :
(If applicable)

I hereby record my presence at the 30TH ANNUAL GENERAL MEETING of the Company held on Tuesday on the 22nd September 2015 at 4.00 P.M. at the registered office of the Company at above mentioned address.

Form No. MGT-11
CONTINENTAL CHEMICALS LIMITED
CIN: L24123UP1984PLC014111
A-7, Sector VII, Noida, Gautam Budh Nagar, U.P – 201301

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the member (s) :
Registered Address :
E.Mail Id : Folio No./Client Id : DP ID:.....

I/We, being the member(s) holdingshares of the above named Company, hereby appoint

- 1. Name : Address:..... E.mailID:..... Signature:..... or failing him
- 2. Name : Address:..... E.mailID:..... Signature:..... or failing him
- 3. Name : Address:..... E.mailID:..... Signature:.....

as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on the 22nd September, 2015 at 4.00 P.M at A-7, Sector VII, Noida, Gautam Budh Nagar, U.P - 201301 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. 1:.....2:.....3:.....4:.....
5:.....6:.....

Signed this.....day of2015

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Note: This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the Proxy Form is signed, not less than 48 hours before the time for holding the meeting.

Route Map



CONTINENTAL CHEMICALS LIMITED
NOIDA
Signature: *bat*
COMPLIANCE OFFICER

If undelivered , please return to :
Continental Chemicals Ltd.
A-7 , Sector - VII, NOIDA
Pin -201301
Distt. : Gautam Budh Nagar
UTTAR PRADESH



CONTINENTAL CHEMICALS LIMITED
Prakash
COMPLIANCE OFFICER