

# **CONTINENTAL PETROLEUMS LIMITED**

## **Notice Of 31<sup>st</sup> Annual General Meeting 2016-2017**

**Automotive Oils | Industrial Oils | Grease | Speciality Oils**

**CORPORATE INFORMATION'S**  
**CONTINENTAL PETROLEUMS LIMITED**  
CIN NO.:L23201RJ1986PLC003704

**BOARD OF DIRECTORS**

Shri. M.L. Khandelwal	Chairman and Managing Director
Shri. Goverdhan Dass Sethi	Independent Director
Shri. Ram Nath Karol	Independent Director
Shri. Radhika Khandelwal	Non-Executive Director

**COMPANY SECRETARY & COMPLIANCE OFFICER**

Mr. BALVINDER SINGH GULERI

**BANKER**

HDFC Bank Ltd.  
Jaipur (Rajasthan)

**AUDITORS**

M/s R.P. Khandelwal & Associates  
Chartered Accountants  
Jaipur (Rajasthan)

**REGISTRAR & SHARE TRANSFER AGENT**

**M/s BEETEL FINANCIAL & COMPUTER SERVICES (P) LTD**

Beetal House, 3rd Floor, 99, Madangir, Behind Local  
Shopping Complex, Near Dada Harsukhadas Mandir,  
New Delhi-1110062 (INDIA)  
Email: [beetalrta@gmail.com](mailto:beetalrta@gmail.com)  
[beetal@rediffmail.com](mailto:beetal@rediffmail.com)

**REGISTERED OFFICE**

A-2, Opp. Udoyg Bhawan,  
Tilak Marg, C-Scheme,  
Jaipur-302005 (Rajasthan)  
Email: [conpetco@gmail.com](mailto:conpetco@gmail.com)  
Phone: 0141-222 22 32  
Website: [www.conpetco.com](http://www.conpetco.com)

**FACTORY PREMISES**

Plot No. A-166 & F-162-165,  
RIICO Indl. Area,  
Behror-301707 (Rajasthan)  
Phone: 01494-220018

## ***CHAIRMAN'S SPEECH***

Dear Shareholders

I Madan Lal Khandelwal, welcome all of you to the 31<sup>st</sup> Annual General Meeting of “**Continental Petroleums Limited**”. It was indeed a year full of opportunities for our Company and Industry.

In Last financial Year our company has seen a growth in all aspect let it be revenue or profit. We have grown as a Company. Our Company has taken several preemptive I measures at various operational levels to ensure sustainable reduction in the cost of production with increased level of efficiency and output. These measures include cut through in redundant process and procedures, re-examining of strategies and applications. Due to such measures we improved upon the quality of our products at a lower cost and maintain our position in the industry share. We always believe in Right Piece on Right Time.

With our continues efforts, the turnover of our company has decreased by 2.5% in the financial year 2016-2017 as compared to the previous financial year 2015-2016.

Here, I would like to mention that the company is in the process of increasing its revenue and returns by increasing the production through installation of additional Machinery and marketing of products at large level.

I also thank my entire Board for their contribution towards Company`s growth and success by providing their intellectual skills.

I personally believe that employees are assets as well as pillars of the Company and without them Company would not have attained such position in the market. I salute their spirit that motivates them to constantly deliver their best and surpass themselves.

Last but not the least I thank all of you for continuing to work with the Company and there by supporting it in all its endeavors. We will try to serve to better than the Best.

With Best Wishes,

**Madan Lal Khandelwal**

Chairman cum Managing Director

DIN: - 00414717

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# CONTINENTAL PETROLEUMS LIMITED

CIN NO.:L23201RJ1986PLC003704

**Regd Office:** A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur-302005 IN

**Phone:** 0141-222 22 32 **Website:** www.conpetco.com

**Email:** conpetco@gmail.com

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## **NOTICE**

**NOTICE** is hereby given that 31<sup>st</sup> Annual General Meeting of the Member of Continental Petroleum Limited will be held on Wednesday, the 27<sup>th</sup> September 2017, at 2:00 P.M. at Registered office of the company, A-2 Opposite Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur to transact the following business:-

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2017, together with the Board's Report and Auditors Report thereon of the Companies Act, 2013
2. To appoint Director in place of Smt. Radhika Khandelwal (DIN- 00414678) who retires by rotation and being eligible, offers herself for re-appointment.

### **3. Appointment of Auditor:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139 of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, **M/s. GOPAL SHARMA & CO.**, Chartered Accountants (Firm Registration NO. 002803C), as Statutory Auditors, be and is hereby appointed as Auditor of the company for a term of 1 (one) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 32<sup>nd</sup> Annual General Meeting to be held for financial year ending on 31<sup>st</sup> March 2018, at such remuneration as may be determined by the Board of Directors.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby severally authorized to fix the remuneration payable to, **M/s. GOPAL SHARMA & CO.**, (Firm Registration No. 002803C) Statutory Auditors of the Company for the financial year ending on 31<sup>ST</sup> March, 2018.

**RESOLVED FURTHER THAT** The Board Of Directors of the company be and is hereby authorized to sign and file E-Form ADT-1 with concerned Registrar of the Companies and to do all such act, deeds, things as may be necessary to give effect to this resolution.”

**SPECIAL BUSINESS :**

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

**4. Revision in the Remuneration of Mr. Vikrant Khandelwal, Chief Financial Officer**

“**RESOLVED THAT** pursuant to the provisions of Section 197 read with part I and Section I of Part II of schedule V and other applicable provision if any, of the Companies Act, 2013 (including any modification or re-enactment thereof) applicable clauses of the Article of Association of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, approval of the “Company be and is hereby accorded for revision in the remuneration of Mr. Vikrant Khandelwal (PAN ACBPK4740N) Chief Financial Officer of the Company on the terms and condition including remuneration which is revised from Rs. 7,80,000/- to Rs. 10,80,000/-

**RESOLVED FURTHER THAT** pursuant to all the applicable provisions of the Companies Act, 203, the remuneration, as set out in the annexed Statement to the Notice, be paid as minimum remuneration to Mr. Vikrant Khandelwal, in the event of absence or inadequacy of profits in any Financial Year during the tenure of his appointment, subject to the limits laid down under Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this resolution.”

**5. Revision in the Remuneration of Mr. Navneet Khandelwal, Chief Executive Officer**

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 read with part I and Section I of Part II of schedule V and other applicable provision if any, of the Companies Act, 2013 (including any modification or re-enactment thereof) applicable clauses of the Article of Association of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, approval of the “Company be and is hereby accorded for revision in the remuneration of Mr. Navneet Khandelwal (PAN ACBPK5062D) Chief Executive Officer of the Company on the terms and condition including remuneration which is revised from Rs. 9,00,000/- to Rs. 12,00,000/-

**RESOLVED FURTHER THAT** pursuant to all the applicable provisions of the Companies Act, 2013, the remuneration, as set out in the annexed Statement to the Notice, be paid as minimum remuneration to Mr. Navneet Khandelwal, in the event of absence or inadequacy of profits in any Financial Year during the tenure of his appointment, subject to the limits laid down under Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this resolution.

**By Order of the Board of Directors  
Continental Petroleums Limited  
CIN: L23201RJ1986PLC003704**

**Date:** 30<sup>th</sup> August, 2017

**Place:** Jaipur

**Sd/-  
Balvinder Singh Guleri  
Company Secretary**

## NOTES

1. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy need not be a member of the company. pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total value of 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 proxy for any other person or shareholder.
2. The instrument appointing proxy must reach the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.
3. Corporate members intending to send their authorized representative to attend the meeting pursuant to Section 113 of Companies Act, 2013 are requested to send to the company a certified copy of the relevant Board resolution together with the specimen signature of their authorized representatives to attend and vote on their behalf at the meeting.
4. The Register of the members and share transfer books of the Company will remain closed from **21<sup>st</sup> September, 2017 to 27<sup>th</sup> September, 2017** ( both days inclusive).
5. The Members holding shares in physical form are requested to intimate quoting their Folio Number and the change of address immediately to **M/s Beetal Financial Services and Computers Pvt. Ltd** (the registrar and transfer Agent) Beetal House, 3rd Floor, 99 Madangir, Behind LSC, New Delhi 110062.
6. The shareholders holding shares in demat form and have not registered their e-mail IDs with their Depository Participant are requested to register their e-mail address a, to enable the Company to use the same for serving documents electronically. Shareholders holding shares in physical form shall provide their e-mail address to RTA.
7. Pursuant to Section 72 of Companies Act, 2013, shareholders holding shares in physical form may file nomination in form SH-13 with the Registrar & share transfer agents of the Company .In respect of shares held in electronic /demat form the nomination form may be filed with respective depository participant.
8. Members desirous of obtaining any information required concerning the accounts of the company and any other information are requested to address their queries to the Company at least seven days in advance of the date of meeting.
9. The Securities and exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market .Members holding shares in electronic form are, therefore, requested to submit their PAN to depository participants with whom they maintain their accounts. Members holding shares



in physical form have to submit their PAN number to Registrar and Share Transfer Agents of the company.

10. In accordance with rule 20 of the Companies (Management and Administration) amendment Rules, 2015 the Company has fixed **20<sup>th</sup> September 2017** as the cutoff date to determine the eligibility to vote by electronic means or in the general meeting. A person, whose name is recorded in register of members or in the register of beneficiary owners maintained by depositories as on the cut-off date, i.e. **20<sup>th</sup> September 2017**, shall be entitled to avail facility of e-voting as well as voting at the general meeting.
11. Members may note that the notice of the Annual General meeting and Annual Report for the year 2016-17 will also be available on the Company website **www.conpetco.com** for their download. The physical copies of the aforesaid documents will also be available for inspection at registered office of the company for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive copy of above documents in physical form, upon making a request for the same at free of cost.

## **12. VOTING THROUGH ELECTRONIC MEANS**

In compliance with provisions of Section 108 of the Companies Act, 2013, the Company is pleased to provide members facility to exercise their right to vote at the 31<sup>st</sup> Annual General Meeting (AGM) by electronic means. The members whose names appear in register of members as on **20<sup>th</sup> September 2017**, the cut-off date, the date prior to the closure of commencement of book closure are entitled to vote on the resolutions set out in the notice. The remote e- voting period will commence at **9.00 A.M. on 22<sup>nd</sup> September, 2017 and will end at 5.00 P.M. on 26<sup>th</sup> September, 2017**. The e -voting module shall be disabled by CDSL for voting thereafter. The facility for voting through electronic means system shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through 'insta' poll. The company has appointed Shri Mahendra Prakash Khandelwal, a Practicing Company Secretary to act as scrutinizer to scrutinize the insta poll and remote e- voting process in a fair and transparent manner.

### **The instructions for members for voting electronically are as under:-**

- The shareholders should Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- Click on "Shareholders" tab.
- **Now Enter your user ID**

- ✓ for CDSL: 16digits beneficiary ID
- ✓ for NSDL : 8 character DP ID followed by 8 digit client ID
- ✓ Members holding shares in physical form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:  
For members holding shares in demat form and physical form

For Members holding shares in Demat Form and Physical Form	
<b>PAN</b>	Enter your 10 digit alpha numeric PAN issued by Income Tax department (Applicable for both demat and physical shareholders. Members who have not up dated their PAN with the Company/depository requested to use the first two letters of their name and the 8 digits of sequence number in the PAN field.
<b>DOB</b>	Enter the date of birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format
<b>Dividend</b>	Enter the dividend bank details as recorded in your demat account or in the company records for the said demat account or folio.
<b>Bank Details</b>	<b>Please Enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in Dividend Bank Details filed as mentioned in instructions</b>

- After entering these details appropriately, click on “SUBMIT” tab.
- Members holding shares in physical form will then reach directly 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.

- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on EVSN ..... for “**Continental Petroleums Limited**” on which you choose to vote.
- 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.
- Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- **Notes for institutional shareholders:**
  - ✓ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to
  - ✓ [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to “[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)”
  - ✓ After receiving the login details they have to create a compliance user using the admin login and password. The compliance user would be able to link the accounts for which they wish to vote on.

- ✓ The list of accounts should be mailed to “[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)” and on approval of the accounts they would be able to cast their vote.
- ✓ They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- 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](http://www.evotingindia.com) under help section or write an email to
- “[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)”
- The shareholders can opt for only one mode of voting i.e. either physically by attending AGM or e-voting. If any shareholders opt for e-voting, he/she will not be eligible to vote physically in AGM.
- **Shri. Mahendra Prakash Khandelwal** Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer shall within a period not exceeding three working days from the conclusion of the e- voting period unlock the votes in presence of two witnesses not in employment of the company make a scrutinizer’s report of the votes casted in favour or against , if any, forthwith to the Chairman of the Company.
- The Results of shall be declared on or after the AGM of the Company and the Results declared with
- Scrutinizer Report shall be placed on the Website of the Company i.e. [www.conpetco.com](http://www.conpetco.com) and also on the website of CDSL viz. [www.cdslindia.com](http://www.cdslindia.com) within two days of passing of the Resolution at the AGM of the Company.

13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.

14. Pursuant to Companies Act 2013 Listing Agreement with the Stock Exchange, additional information relating to the Director who retires by rotation and recommended for re-appointment at the Meeting is as follows:

**Re-appointment of Radhika Khandelwal**

Radhika Khandelwal has been on the Board of Directors of the Company 30<sup>th</sup> August 2011 as NON EXECUTIVE DIRECTOR. She is member of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Share Transfer Committee

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE  
ANNUAL GENERAL MEETING**

Particulars	Radhika Khandelwal
Date of Birth	01/11/1972
Date of Appointment at Current Designation	30/08/2011
Qualifications	Graduate
Designation	Director
Directorships held in other companies	NIL
Number of shares held in the Company	NIL

Order of the Board of Directors  
**Continental Petroleums Limited**  
CIN: L23201RJ1986PLC003704

Sd/-  
**Balvinder Singh Guleri**  
Company Secretary

Date: 30<sup>th</sup> August, 2017

Place: Jaipur

## **EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013)

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

### **ITEM NO. 4**

The Board of Directors as per recommendation of the Audit Committee and Nomination and Share Transfer Committee hereby revise the Remuneration of Mr. Vikrant Khandelwal, Chief Financial Officer of the Company in accordance with the provision of provisions of Section 197 read with part I and Section I of Part II of schedule V and other applicable provision if any, of the Companies Act, 2013 subject to the approval of Shareholders in the Annual General Meeting .

Further, the remuneration, as set out in the annexed Statement to the Notice, be paid as minimum remuneration to Mr. Vikrant Khandelwal, in the event of absence or inadequacy of profits in any Financial Year during the tenure of his appointment, subject to the limits laid down under Schedule V of the Companies Act, 2013.

Now, the matter is placed before the shareholders for passing the resolution as an Ordinary resolution.

None of the Director(s), Key Managerial Person(s) and any relatives of Director(s)/ Key Managerial Person(s) of the Company is concerned or interested in this Resolution.

### **ITEM NO. 5**

The Board of Directors as per recommendation of the Audit Committee and Nomination and Share Transfer Committee hereby revise the Remuneration of Mr. Navneet Khandelwal, Chief Executive Officer of the Company in accordance with the provision of provisions of Section 197 read with part I and Section I of Part II of schedule V and other applicable provision if any, of the Companies Act, 2013 subject to the approval of Shareholders in the Annual General Meeting .

Further, the remuneration, as set out in the annexed Statement to the Notice, be paid as minimum remuneration to Mr. Navneet Khandelwal, in the event of absence or

inadequacy of profits in any Financial Year during the tenure of his appointment, subject to the limits laid down under Schedule V of the Companies Act, 2013.

Now, the matter is placed before the shareholders for passing the resolution as an Ordinary resolution.

None of the Director(s), Key Managerial Person(s) and any relatives of Director(s)/ Key Managerial Person(s) of the Company is concerned or interested in this Resolution.

Order of the Board of Directors  
**Continental Petroleums Limited**  
CIN: L23201RJ1986PLC003704

Sd/-  
**Balvinder Singh Guleri**  
**Company Secretary**

**Date: 30<sup>th</sup> August, 2017**

**Place: Jaipur**

**DIRECTORS REPORT**

To  
The Members,  
**CONTINENTAL PETROLEUMS LIMITED**

Your Directors have pleasure in presenting the 31<sup>st</sup> Annual Report of your Company along with the Audited Statements of Accounts for the year ended 31<sup>st</sup> March, 2017.

**FINANCIAL RESULTS**

<b>Financial Results</b>		<b>₹ in Rupees</b>
<b>PARTICULARS</b>	<b>Year Ended 31<sup>st</sup> March, 2017</b>	<b>Year Ended 31<sup>st</sup> March, 2016</b>
Business Income	20,03,51,702.00	20,55,87,973.00
Other Income	2,88,97,477.00	3,41,58,677.00
<b>Total Income</b>	<b>22,92,49,179.00</b>	<b>23,97,46,650.00</b>
<b>Profit/(Loss) before Interest, Depreciation and Tax</b>	<b>1,36,90,104.00</b>	<b>1,03,23,226.00</b>
<b>Less:</b>		
Interest (finance cost)	49,16,092.00	13,15,337.00
Depreciation	23,20,979.00	17,79,782.00
<b>Profit/(Loss) before tax</b>	<b>64,53,033.00</b>	<b>72,28,107.00</b>
<b>Exceptional Item</b>	<b>--</b>	<b>--</b>
<b>Less:</b>		
Current Tax	18,03,213.00	18,92,074.00
Deferred Tax	(70,781.00)	2,82,870.00
<b>Profit/(Loss) for the period</b>	<b>47,20,601.00</b>	<b>50,53,163.00</b>
Balance brought forward from the previous year	3,68,61,674.00	3,18,08,511.00
<b>Amount available for Appropriation</b>	<b>4,15,82,275.00</b>	<b>3,68,61,674.00</b>
Capital Reserve	--	--
<b>Total balance carried to Balance Sheet</b>	<b>4,15,82,275.00</b>	<b>3,68,61,674.00</b>



## **DIVIDEND**

With the view to conserve the resources of company the directors are not recommending any dividend for the financial year 2016-17.

## **RESERVES**

No amount is carried to any reserves during the period under review.

## **DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The company has proper place and adequate internal control system commensurate with the nature of its business and size and complexity of its operations. internal control system comprising of policies and procedures and designed to ensure reliability of financial reporting, timely feedback on achievements of operational and strategic goals, compliance with policies, procedures applicable laws and regulations, and all assets and resources are acquired economically, used efficiently and adequately protected

## **OPERATIONS**

During the year under review the Company has achieved a turnover of Rs.20,03,51,702/- as against Rs. 20,55,87,973/- in the previous year. The net profit of the company is Rs. 47,20,601/-as against net profit of Rs. 50,53,163/- in the previous year. There was a decrease in net profit by 7.04% which was mainly due to fluctuations in price of crude oil.

## **FUTURE PROSPECTS**

The year 2016-17 has seen downfall in some of the areas of the Indian economy. One of the major features of the fiscal year was the unfavorable market condition. However, the company expects good performance even after stiff competition with big players. The Company is still in process of consolidation and efforts are being made to enhance the net worth of the Company through renewed focus on core competence on Leasing and Investment.

## **DEPOSITS**

The Company has not accepted any deposits during the year under review or in earlier Years.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY**

Details of Loans, Guarantees and Investments, if any, covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

## **AUDITORS REPORT**

The observations made by the Auditors in their report read with relevant notes as given in the Notes on Accounts annexed to the Accounts, are self-explanatory and thereof do not call for any further comments under Section 134 (3) (f) of the Companies Act, 2013.

The Auditors of the Company have not raised any queries or made any Qualification on the Accounts adopted by the Board which were then audited by them.

## **SHARE CAPITAL**

The Company has 2780312 Equity Shares of Rs. 10 each amounting to Rs. 2,78,03,120 during the year under review; the Company has not issued any shares or any convertible instruments.

The Company has only one class of Equity Share having a par value of Rs. 10/-each holder of share is entitled to one vote per share with same rights.

During the Year 2016-17, the company has not made any issue of equity shares with differential voting rights, Sweat Equity Shares and Employee Stock Option.

## **EXTRACT OF ANNUAL RETURN**

The Extract of the Annual Return in Form No. MGT- 9 has been included.

## **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The Corporate Governance Framework Adopted by the Company already encompasses significant portion of the recommendations contained in the “Corporate Governance Voluntary Guidelines 2009” issued by the **Ministry of Corporate Affairs**, Government of India.

## **SIGNIFICANT AND MATERIAL ORDERS**

No significant or material order has been passed by the Regulators/Courts or Tribunals which can impact the going concern status and Company’s operation in future.

## **CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS**

The Corporate Governance and Management Discussion & Analysis Report, which forms a part of this Report, are set out separately together with the Certificate from the Auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in SEBI (LODR) Regulations, 2015.

## **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There were no material changes occurred subsequent to the close of financial year of the company to which the balance sheet relates and the date of the report which can affect the financial position of the Company.

## **DIRECTORS RESPONSIBILITY STATEMENT**

**Pursuant to the provisions of Section 134 (3) (c) of the Companies Act, 2013, your Directors state that:**

- That in preparation of the Annual Accounts for the financial year ended 31<sup>st</sup> March, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- That they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31<sup>st</sup> March, 2017 and of the profit or loss of the Company for that period ;
- That they have taken proper and sufficient care for the maintenance of proper accounting records in accordance with the provisions of the Companies Act, 2013 and rules made there under for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- That they have prepared the annual accounts for the financial year ended 31<sup>st</sup> March, 2017 on a going concern basis.
- That they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- The directors had devised proper and systems to ensure compliance with the provisions of all applicable laws and those systems were adequate and operating effectively.

## **SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT**

The Board has appointed **M/s MKGP & Associates**, Company Secretaries in Whole-time Practice, to carry out Secretarial Audit of the Company under the provisions of Section 204 of the Companies Act 2013. The Report of Secretarial Auditor is annexed with this report as **Annexure-4**. The Report of Secretarial Auditor is annexed with this report as **Annexure-III**.

## **RELATED PARTY TRANSACTIONS**

All the related party transactions that were recorded during the financial year were on an arm's length basis and were in the ordinary course of business. There are no material/

significant related party transaction made by the Company which has a potential conflict with the interest of the Company. Board has framed a policy on related party transaction. Further as per Section 188 of the Companies Act 2013, Company does not have any Contract or Arrangement during the financial year. Hence AOC-2 is not attached, as it is not required.

### **HUMAN RESOURCES**

Company values its Human Resources the most. To keep their morale high, company extends several welfare benefits to the employees and their families by way of comprehensive medical care, education, housing and social security.

### **MANAGING GRIEVANCES**

Our Company's Grievance Redressal Mechanisms ensure that all employees can raise issues and concerns as simply as possible. The Whistle Blower Policy provide for reporting in confidence of issues like child labour, etc. The Company has provide the opportunities to all its employees to communicate to the respective authority or to report their genuine concerns, details of which have been given in the Corporate Governance Report. During the year, there have been no complaints alleging child labour, forced labour, involuntary labour and discriminatory employment.

Further, as per the Child Labour (Prohibition & Regulation) Act 1986 company takes due care about child labour and in the management of the company no employee is there whose age is below 18 years of age

### **DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The company has zero tolerance for sexual harassment at work places and has in place a policy on prevention , prohibition and redressal of sexual harassment at work place in the line of provisions of Sexual Harassment of women at work place (Prevention , prohibition and redressal), Act, 2013 and the rules framed there under . At present company has no women worker in service.

### **DOCUMENTS PLACED ON THE WEBSITE ([www.conpetco.com](http://www.conpetco.com))**

**The following documents have been placed on the website in compliance with the Act:**

- Financial Statements of the Company.
- Code of conduct for Insider Trading and Corporate Disclosure Practices.

- Shareholding Patterns.
- Annual Reports.

## **DIRECTORS**

**RADHIKA KHANDELWAL**, Director of the Company, is retiring by rotation at ensuing Annual General meeting and being eligible, offers himself for reappointment. The company has independent Directors on the Board and also one women Director as per requirement of Companies Act, 2013.

## **APPOINTMENT, REMUNERATION AND EVALUATION OF DIRECTORS**

**The Board has based on recommendations of the Nomination and Remuneration committee laid down following policies:**

- ✓ **Appointment and removal of Directors , KMP and Senior Management**
  - The NRC will have the responsibility and authority to decide the essential and desirable skills/competencies/Experience/criteria of independence required from the individuals for the office of director, KMP and senior management Personnel.
  - The experience required from Directors, KMP and Senior Management personnel.
  - The NRC will review the criteria for the role and define the role specifications for the appointment.
  - The NRC shall review the criteria for the role and define the role specifications for appointment.
  - In case of directors and KMP, in addition to above specifications the NRC shall ensure that the candidate possesses the requisite qualifications and attributes as per Applicable laws.
  
- ✓ **Identifying candidates who are qualified to become Directors , KMP and senior Management personnel**

**The NRC may assign the responsibility of identifying the candidates for the final interview by the NRC to the following**

  - To the Managing Director / whole time Director and Chairman of NRC in case of selection of directors and
  - To the Managing Director/ whole time Director in case of selection of KMP and Senior Managerial Personnel.
  - The NRC shall identify members of the Board who will interview the candidate recommended to the NRC as above.
  - Upon selection of the candidate, the NRC shall make a recommendation to the Board for appointment of Director /KMP/Senior Management Personnel.

- The appointment of directors and KMP shall be subject to the compliance of the Act, Clause 49 of listing agreement and Articles of Association.

✓ **Selection of Independent Directors**

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field and who can effectively contribute to the Company's business and policy decisions are considered by NRC for appointment, as an independent Directors on the Board. The committee inter alia, considers qualification, positive attributes, area of experience and number of directorship held in other Companies by such person in accordance with the Company's policy for selection of Directors and determining Director's independence. The Board considers the committee's recommendation, and take appropriate decision. Every Independent Director at the first meeting of the Board in which he participates as Director and thereafter at the first meeting Board in every financial year, gives a declaration that he meets the criteria of independence as provided in the law.

✓ **Term of appointment**

- The term of appointment of Directors shall be governed by provisions of the Act and clause 49 of listing agreement.
- The term of KMP (other than the MD) and Senior Management Personnel shall be governed by the prevailing policy of the company.

✓ **Removal of Director, KMP and Senior Management Personnel**

Removal of Director, KMP and Senior Management personnel may be warranted due to reasons such as disqualification prescribed under applicable laws and /or disciplinary reasons.

✓ **Remuneration of Director, KMP and Senior Managerial Personnel**

- The remuneration payable to managing Director shall be determined by the NRC and recommended to the Board for approval. Such remuneration is further subject to approval of shareholders as per applicable provisions of the Act.
- Remuneration payable to Non-Executive Directors: Only the sitting fee will be paid to Non-Executive Directors which shall be determined by NRC.
- Remuneration to KMP and Senior Managerial personnel: The NRC will approve policy for remuneration payable to KMP and senior Managerial personnel. The NRC will approve remuneration payable to KMP and Senior Managerial Personnel Which will finally be approved by Board.

### ✓ PERFORMANCE EVALUATION OF BOARD, COMMITTEES AND DIRECTORS

- Board is committed to assessing its own performance as Board is to identify its strength and areas in which it may improve its functioning.
- NRC is responsible for carrying out evaluation of every Director's performance and the NRC will frame criteria for the same.
- The evaluation of Board and Chairman will be reviewed by Independent Directors at their meeting.
- The directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholders Grievance Committee.
- The Performance of the Board is evaluated by each individual Director as well as collectively by the Board on the Annual Basis towards the end of the Financial Year.
- The Board performance is evaluated on the basis of number of Board and Committee meetings attended by individual director, participation of director in the affairs of the company, duties performed by each director and targets achieved by company during the year.
- Performance of Independent Directors is evaluated based on objectivity and constructiveness while exercising duties, providing independent Judgment and risk management etc.

### DIVERSITY OF BOARD OF DIRECTORS

NRC will ensure the diversity of Board of Directors is in order with the requirement of size of the Company. Further, NRC will ensure scope of work of Directors in the Company and portfolios which are going to be allocated to them shall be based on diverse experience of Directors.

### MEETINGS OF BOARD OF DIRECTORS

During the financial year 2016-2017, the board of directors met seven times

Name of the Director	Category	No. of Meetings held	No. of Meetings attended	Attendance at the AGM
MADAN LAL KHANDELWAL	Chairman and Managing Director	11	11	Yes

<b>RADHIKA KHANDELWAL</b>	<b>Non-Executive Director</b>	<b>11</b>	<b>11</b>	<b>Yes</b>
<b>RAM NATH KAROL</b>	<b>Independent Director and Chairman of the Audit Committee.</b>	<b>11</b>	<b>11</b>	<b>Yes</b>
<b>GOVERDHAN DASS SETHI</b>	<b>Independent Director and Chairman of the Nomination and Remuneration Committee.</b>	<b>11</b>	<b>11</b>	<b>Yes</b>

### COMMITTEES AT BOARD LEVEL

In compliance with the Companies Act 2013 as on 31<sup>st</sup> March, 2017 the Board has three Committee viz. Audit Committee, Nomination and Remuneration Committee, Shareholders/Investor's Grievance Committee. The Committees have optimum combination of Executive, Non -Executive and/or Independent Directors .The Committees are constituted with specific terms of reference and scope to deal with specific matters expediently. The details of the committees constituted by the Board are given below.

**\*\*Note:** Further, after the completion of Financial Year Company has formed one more Committee named as "**Share Transfer Committee**" via Board Resolution passed on 04<sup>th</sup> April, 2017

### COMPOSITION AND ATTENDANCE

Board comprises of three qualified Directors viz. Ram Nath Karol, Goverdhan Dass Sethi and Radhika Khandelwal, with majority being independent. Madan Lal Khandelwal is the Chairman Two of the members is having experience in finance, law and business. During the year under review the Audit Committee met 4 times on to deliberate on various matters. The Present Composition and Attendance of the Audit Committee is as follows:

The Audit Committee pursuant to the provisions of Section 177 of the Companies Act, 2013 the

Name	Category	Designation	No. of Meetings during F.Y.2016-17	
			Held	Attended



Ram Nath Karol	Non- Executive & Independent Director	Chairman	4	4
Goverdhan Dass Sethi	Non- Executive & Independent Director	Member	4	4
Radhika Khandelwal	Non- Executive Director	Member	4	4

### REMUNERATION OF NON- EXECUTIVE / EXECUTIVE DIRECTORS

All decisions relating to the remuneration of the Directors were taken by the Board of Directors of the Company and in accordance with the Share holders' approval wherever necessary.

**Details for remuneration paid / to be paid to the Directors for the year under review are as under**

NAME OF THE DIRECTOR	BUSINESS RELATIONSHIP WITH THE COMPANY	SALARY, BENEFITS, BONUS ETC PAID DURING THE YEAR 2016-17	COMMISSION DUE/PAID/PAYABLE FOR 2016-17	SITTING FESS(FOR BOARD AND ITS COMMITTEES)
<b>Madan Lal Khandelwal</b>	Chairman & Managing Director	12,00,000.00	0.00	0.00
<b>Radhika Khandelwal</b>	Non- Executive Director	0.00	0.00	0.00
<b>Ram Nath Karol</b>	Independent Director	0.00	0.00	0.00
<b>Goverdhan Dass Sethi</b>	Independent Director	0.00	0.00	0.00

### DETAILS PERTAINING TO REMUNERATION

As required under Section 197(12) of the companies act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) 2014:

- (i) The ratio of remuneration of each Director to the median remuneration of the employees of the company for the financial year 2016-17 and
- (ii) The percentage increase in remuneration of each Director, Chief Financial Officer, CEO, Company Secretary or Manager, if any in the financial Year.

### REMUNERATION OF NON-EXECUTIVE DIRECTORS

1. Details pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) 2014
2. The ratio of remuneration of each Director to the median remuneration of the Employees of the Company for the financial year 2016-17 and
3. The percentage increase in remuneration of each Director, Chief Financial Officer, CEO, Company Secretary or Manager, if any in the financial Year

SR. NO.	NAME OF DIRECTORS/KMP AND ITS DESIGNATION	REMUNERATION TO THE DIRECTOR/KMP FOR THE FINANCIAL YEAR 2016-2017	PERCENTAGE INCREASE/DECREASE IN REMUNERATION THE FINANCIAL YEAR 2016-2017	RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN REMUNERATION OF EMPLOYEES
1.	Mr. Madan Lal Khandelwal (Chairman and Managing Director)	12,00,000/-	0%	9.40
2.	Balvinder Singh Guleri (Company Secretary)	2,11,877/-	5.5%	1.66
2.	Mr. Ram Nath Karol (Independent Director)	----	N/A	0.00
3.	Mr. Goverdhan Das Sethi (Independent Director)	----	N/A	0.00
4.	Mrs. Radhika Khandelwal	----	N/A	0.00
5.	Mr. Navneet Khandelwal (Chief Executive Officer)	9,00,000/-	0%	7.05
6.	Mr. Vikrant Khandelwal (Chief Financial Officer)	7,80,000/-	0%	6.11

**Notes:**

- The number of employees on the roll of the company are 22
- There is no variable component in remuneration of Directors of the Company.
- 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 – None.
- It is hereby affirmed that the remuneration paid is as per the remuneration policy of the company.

**INDEPENDENT DIRECTORS MEETING**

During the year under reference one meeting of Independent directors was held on 25<sup>th</sup> March, 2017 in compliance with the requirement of Schedule IV of the Companies Act, 2013. At the said meeting performance of non-independent Directors, Board as a whole and Chairman of the Company was reviewed.

**PREVENTION OF INSIDER TRADING**

The Company has adopted a code of conduct for fair disclosure and prevention of insider trading in order to regulate and control trading in securities by Directors and designated employees of the Company. The code requires pre-clearance for dealing in the Company shares and prohibits the purchase and sales of Company shares by Directors and designated employees while in possession or unpublished price sensitive information in relation to Company and during the period of closure of trading window.

**(i) Demat/Remat of shares**

No request was received for Remat during the financial year. Details of Demat as follows;

- a) Number of shares Dematerialized 833858
- b) Percentage of Shares Dematerialized as on 31<sup>st</sup> march, 2017 29.99%

**(ii) Disclosures**

- a) There were no transactions of material nature with its related parties that may have the potential conflict with the interest of the company at large. Transactions with related parties are disclosed in Note No. of the financial statements.

- b) There were no instances of non-compliance nor have any penalties imposed by Stock Exchanges or SEBI or any other statutory authority on any matter related to capital market during the last here financial years.
- c) Managing Director of the company has certified to the Board with regard to the compliance made by them in terms of Clause 49 of the listing agreement and the certificate form part of this report.

## **INTERNAL AUDITOR**

**M/s Ajay Khandelwal & Associates** were appointed as an Internal Auditors of the Company for the year ended 31<sup>st</sup> March, 2017 under the provisions of Companies Act, 2013 .The Company proposes to continue their services for the year 2016-17.

## **VIGIL MECHANISM**

In Accordance of Section 177 of the Companies Act, 2013 the Company has constituted a Whistle Blower policy/ Vigil Mechanism to establish a vigil mechanism for the Directors and employees to report genuine concerns in such manner as may be prescribed and to report to the management instances of unethical behavior, actual or suspected fraud or violation or violation of company's code of conduct.

## **RISK MANAGEMENT**

Company has implemented an integrated risk management approach through which it reviews and assesses significant risk on a regular basis to ensure the there is a robust system of risk controls and mitigation in place.

Senior management periodically reviews the risk management. The management however, of the view that no risk element is identified which in opinion of the board may threaten the existence of the company.

## **INTERNAL CONTROL SYSTEM**

The Company has an internal control system commensurate with the size and complexity of operations. The Company has appointed **M/s Ajay Khandelwal & Associates**, Chartered accountants Jaipur as internal auditors of the Company. The Audit committee has also taken effective steps to review internal control system from time to time.

## **AUDITORS**

**M/s Gopal Sharma & Co.**, Chartered Accountants, was appointed as Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the Annual General Meeting to be held for the Financial Year ending on 31<sup>st</sup> March, 2018. In this regard, the Company has received a certificate from the auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

#### **DECLARATION BY INDEPENDENT DIRECTORS**

The Company has obtained a declaration from independent Directors the said independent Director meets the criteria of independence as mentioned in Section 149 (6), of the Companies Act, 2013.

#### **REPRESENTATION ON OBSERVATION OF SECRETARIAL AUDITOR**

There were four observations found by the Secretarial Auditor during his audit for the financial year 2016-17, which are as under:-

1. 315000 shares are pending for listing under BSE

**The Board of Directors would like to express their incapability to meet the above compliance under:-**

1. The Company has already made the application and reminder mails for listing of 315000 shares on BSE but does not take any initiative action by it.

#### **ACHIEVEMENTS**

Company has been awarded a Contract worth Rs. 51,24,98,033.84 (rupees fifty One Crore Twenty Four Lacs Ninety Eight thousand Thirty Three Rupees and Eight Four paisa) by M.P. Poorv Kshetra Vidyut Vitaran Company Limited, Jabalpur (Madhya Pradesh) for supply of materials, survey, installation, testing and commencing of 11 KV feeder under feeder separation programme for separation of non-agriculture and Agriculture consumers, replacement of bare LT Line with AB Cable in rural areas at (OQM) division Amarpatan of Satna district of M.P. Poorv Kshetra Vidyut Vitaran Company Limited

#### **PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO AS REQUIRED UNDER SECTION 134 (3)(m) OF THE COMPANIES ACT, 2013:**

##### **✓ CONSERVATION**

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

✓ **POWER & FUEL CONSUMPTION**

Particulars	Unit	2016-2017	2015-2016
i) Electricity own generation by D.G. Set Units	KWH	4382	8515
Unit per Ltr. Of Disel Oil	KWH	0.250	0.235
Cost*Unit	Rs.	11.50	11.30
ii) Fuel Oil(Disel-LDO/FO/GO)			
Quantity	Ltr.	60438	117455
Total Amount	Rs.	3444982	6278008
Average Rate/Unit	Rs.	57.00	53.45

✓ **TECHNOLOGY ABSORPTION**

The Research and Development Department of the Company is dedicated to develop environment- friendly processes and introduces new formulations for lubricants from time to time.

✓ **FOREIGN EXCHANGE**

During the year under review the income in foreign exchange was Rs. 23,87,604/- and the out go on purchase of lubricants was Rs. 4,92,59,636/-

✓ **ACKNOWLEDGMENT**

The Board would like to place on record its sincere appreciation to all the employees for their continued efforts towards the growth of the company. The Board also wishes to place on record the support extended by its Bankers and the trust reposed in it by its shareholders.

**By Order of the Board**  
**For: Continental Petroleums Limited**  
**CIN: L23201RJ1986PLC003704**

**Date: 30<sup>th</sup> May, 2017**  
**Place: Jaipur**

**Sd/-**  
**Madan Lal Khandelwal**  
**Chairman and Managing Director**  
**DIN: 00414717**

**ANNEXURE -I TO THE DIRECTORS REPORT****FORM NO. MGT-9****EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2017****[Pursuant to Section 92(3) of the companies Act, 2013 and Rule 12(1) of Company (Management & Administration) Rules, 2014]****(A) REGISTRATION AND OTHER DETAILS**

<b>1</b>	Corporate Identity Number	L23201RJ1986PLC003704
<b>2</b>	Registration Date	22 <sup>ND</sup> JULY 1986
<b>3</b>	Name of the Company	CONTINENTAL PETROLEUMS LIMITED
<b>4</b>	Category/Subcategory of the Company	Public Company Limited by Shares
<b>5</b>	Address of the Registered office and contact details	A-2, Opp. Udoyg Bhawan, Tilak Marg, C-Scheme, Jaipur, Rajasthan Email ID : conpetco@gmail.com Phone No : 0141-2222232, 0141-2221961
<b>6</b>	Name Address and Contact Details of Registrar and Transfer Agent	M/S Beetal Financial and Computer Services (p) Ltd Beetal House ,3 <sup>rd</sup> Floor, 99 Madangir, Behind LSC, New Delhi 110062 EMAIL: BEETALRTA@GMAIL.COM Phone No: 011-29961281

**(B) PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

<b>Name and Description of Main Products/Services</b>	<b>NIC Code of the Product/ Service</b>	<b>% to total turnover of the company</b>
Production of liquid or gaseous fuels, illuminating oils, lubricating oils or greases or other products from crude petroleum or bituminous minerals	23201	100

### III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

<b>(1) CATEGORY-WISE SHAREHOLDING</b>									
CATEGORY OF SHAREHOLDERS	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR[AS ON 01-APRIL-2016]				NO. OF SHARES HELD AT THE END OF THE YEAR[AS ON 31-MARCH-2017]				% CHANGE DURING THE YEAR
	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
<b>A. PROMOTERS</b>									
<b>(1) INDIAN</b>									
a) Individual/ HUF	231217	512619	743836	26.75	231217	512619	743836	26.75	--
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	--	152550	152550	5.49	--	152550	152550	5.49	--
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any other	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A)(1)	231217	665169	896386	32.24	231217	665169	896386	32.24	--
<b>(2) Foreign</b>									
a) NRIs-Individual	--	--	--	--	--	--	--	--	--
b) Other-Individual	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	--	--	--	--	--	--	--	--	--
d) Banks/FI	--	--	--	--	--	--	--	--	--
e) Any	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A)(2)	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	231217	665169	896386	32.24	231217	665169	896386	32.24	0.00



<b>B. PUBLIC SHAREHOLDING</b>									
<b>1. Institutions</b>	--	--	--	--	--	--	--	--	--
<b>a) Mutual Funds</b>	--	--	--	--	--	--	--	--	--
<b>b) Banks / FI</b>	--	100	100	0.0036	--	100	100	0.0036	--
<b>c) Central Govt</b>	--	--	--	--	--	--	--	--	--
<b>d) State Govt(s)</b>	--	--	--	--	--	--	--	--	--
<b>e) Venture Capital Funds</b>	--	--	--	--	--	--	--	--	--
<b>f) Insurance Companies</b>	--	--	--	--	--	--	--	--	--
<b>g) FII's</b>	--	--	--	--	--	--	--	--	--
<b>h) Foreign Venture Capital Funds</b>	--	--	--	--	--	--	--	--	--
<b>i) Others (specify)</b>	--	--	--	--	--	--	--	--	--
<b>Sub-total (B)(1):-</b>	--	100	100	0.0036	--	100	100	0.0036	--
<b>2. NON-INSTITUTIONS</b>									
<b>a) Bodies Corp.</b>									
<b>i) Indian</b>	23266	9700	32966	1.1857	21503	10700	32203	1.1583	0.0274
<b>ii) Overseas</b>	--	--	--	--	--	--	--	--	--
<b>b) Individuals</b>	--	--	--	--	--	--	--	--	--
<b>i) Individual shareholders holding nominal share capital upto Rs. 2 lakh</b>	462267	1107435	1569702	56.4578	423582	1088766	1512348	54.3949	2.0629
<b>ii) Individual shareholders holding nominal share capital in excess of Rs2 lakh</b>	72006	55544	127550	4.5876	125491	55544	181035	6.5113	1.9237
<b>C. OTHERS (SPECIFY)</b>									
<b>Non Resident Indians</b>	14211	128675	142886	5.1392	18928	126175	145103	5.2190	0.0798
<b>HUF/Trust</b>	10532	--	10532	0.3788	13137	--	13137	0.4725	0.0937
<b>Foreign Nationals</b>	--	--	--	--	--	--	--	--	--
<b>Clearing Members</b>	190	--	190	0.0068	--	--	--	--	--
<b>Trusts</b>	--	--	--	--	--	--	--	--	--
<b>Foreign Bodies - D R</b>	--	--	--	--	--	--	--	--	--
<b>Sub-total (B)(2):-</b>	582472	1301354	1883826	67.76	602641	1281185	1883826	67.756	--
<b>Total Public</b>	582472	1301454	1883926	67.76	602641	1281185	1883826	67.756	--

Shareholding (B)=(B)(1)+ (B)(2)									
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
<b>Grand Total (A+B+C)</b>	<b>813689</b>	<b>1966623</b>	<b>2780312</b>	<b>100</b>	<b>833858</b>	<b>1946454</b>	<b>2780312</b>	<b>100</b>	<b>--</b>

**(2) SHAREHOLDING OF PROMOTER**

Sr. No.	Shareholder Name	Shareholding at the beginning of the year				Shareholding at the end of the year				
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	% Change During Year
1.	Dwarka Prasad Khandelwal	--	100	100	0.0036	--	100	100	0.0036	--
2	Pushpa Khandelwal	--	100	100	0.0036	--	100	100	0.0036	--
3	Dwarka Prasad Khandelwal	--	200	200	0.0072	--	200	200	0.0072	--
4.	Srikrishna Khandelwal	--	300	300	0.0108	--	300	300	0.0108	--
5.	Krishna Khandelwal	--	400	400	0.0144	--	400	400	0.0144	--
6.	Swati Khandelwal	--	500	500	0.0180	--	500	500	0.0180	--

7.	<b>Pushpa Khandelwal</b>	--	1000	1000	0.0360	--	1000	1000	0.0360	--
8.	<b>Kaushlya Khandelwal</b>	--	1250	1250	0.0450	--	1250	1250	0.0450	--
9.	<b>Rajesh Khunteta</b>	--	2000	2000	0.0719	--	2000	2000	0.0719	--
10	<b>Raj Khunteta</b>	--	2475	2475	0.0890	--	2475	2475	0.0890	--
11	<b>Ram Gopal Rawat</b>	--	3000	3000	0.1079	--	3000	3000	0.1079	--
12	<b>Prakhar Khandelwal</b>	--	3192	3192	0.1148	--	3192	3192	0.1148	--
13	<b>Mayank Khandelwal</b>	--	3200	3200	0.1151	--	3200	3200	0.1151	--
14	<b>Pushpa Devi Khandelwal</b>	--	3700	3700	0.1331	--	3700	3700	0.1331	--
15	<b>Anju Khandelwal</b>	--	4000	4000	0.1439	--	4000	4000	0.1439	--
16	<b>Saurabh Khandelwal</b>	--	4000	4000	0.1439	--	4000	4000	0.1439	--
17	<b>Shalini Khandelwal</b>	--	4000	4000	0.1439	--	4000	4000	0.1439	--
18	<b>Swati Khandelwal</b>	--	4000	4000	0.1439	--	4000	4000	0.1439	--
19	<b>Vikash Khandelwal</b>	--	4000	4000	0.1439	--	4000	4000	0.1439	--
20	<b>Bhagwati Khandelwal</b>	--	5000	5000	0.1798	--	5000	5000	0.1798	--
21	<b>Dwarika PD Khandelwal</b>	--	5000	5000	0.1798	--	5000	5000	0.1798	--
22	<b>Lata Khandelwal</b>	--	5025	5025	0.1807	--	5025	5025	0.1807	--
23	<b>MadanLalKhandelwal (karta)</b>	--	6350	6350	0.2284	--	6350	6350	0.2284	--

24	Amit Khandelwal	--	6500	6500	0.2338	--	6500	6500	0.2338	--
25	Jagdish Prasad Khandelwal	--	7010	7010	0.2521	--	7010	7010	0.2521	--
26	Krishna Khandelwal	--	8110	8110	0.2917	--	8110	8110	0.2917	--
27	Madhu Khandelwal	--	9000	9000	0.3237	--	9000	9000	0.3237	--
28	Ramesh Chand Rawat	--	10200	10200	0.3669	--	10200	10200	0.3669	--
29	Giriraj Prasad Khandelwal	--	11500	11500	0.4136	--	11500	11500	0.4136	--
30	Hemlata Khandelwal	--	18600	18600	0.6690	--	18600	18600	0.6690	--
31	Dinesh Chand Khandelwal	--	18997	18997	0.6833	--	18997	18997	0.6833	--
32	Anubha Khandelwal	38125	--	38125	1.3712	38125	--	38125	1.3712	--
33	Bhagwati Khandelwal	--	44910	44910	1.6153	--	44910	44910	1.6153	--
34	Radhika Khandelwal	45775	--	45775	1.6464	45775	--	45775	1.6464	--
35	Anubha Khandelwal	--	61500	61500	2.2120	--	61500	61500	2.2120	--
36	Radhika Khandelwal	--	61500	61500	2.2120	--	61500	61500	2.2120	--
37	Madan Lal Khandelwal	63807	--	63807	2.2950	63807	--	63807	2.2950	--
38	Unique Techno Associates Pvt Ltd	--	65650	65650	2.3612	--	65650	65650	2.3612	--
39	Madan Lal Khandelwal	--	69000	69000	2.4817	--	69000	69000	2.4817	--
40	Continental Securities Ltd	--	86900	86900	3.1255	--	86900	86900	3.1255	--
41	Vikrant Khandelwal	40910	61470	102410	3.6834	40140	61470	102410	3.6834	--
42	Navneet Khandelwal	42600	61500	104100	3.7442	42600	61500	104100	3.7442	--

**(3) CHANGE IN PROMOTERS SHAREHOLDING**

There is no change occurred in the promoter's Shareholding

**(4) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS  
(other than Directors, Promoters and Holders of GDR and ADR's)**

AT THE BEGINNING OF THE YEAR 1<sup>st</sup> APRIL, 2016

S.NO.	Name	Number of Shares	% of total Shares of the Company
1.	Laxman Pd. Gupta	32044	1.153
2.	SumanLal Gupta	23500	0.845
3.	Krishan Kumar Natani HUF	19763	0.711
4.	Ankit Assignments Limited	18475	0.664
5.	Subhash Chandra M. Kalaria	17259	0.621
6.	Gyan Chand Mutha	13700	0.493
7.	Kamlesh Kumar Natani HUF	12831	0.461
8.	Prakash Chandra Kothari	12000	0.432
9.	UshaMutha	10000	0.360
10.	Hemant Shah	9500	0.342

AT THE END OF THE YEAR 31<sup>st</sup> MARCH, 2017

1.	Dheeraj Kumar Lohia	69491	2.4994
2.	Dipak Kanayalal Shah	56000	2.0142

3.	Laxman Prasad Gupta	32044	1.1525
4.	Suman Lata Gupta	23500	0.8452
5.	Gyan Chand Mutha	13700	0.4928
6.	Prakashchandra Anandji Kothari	12000	0.4316
7.	Saraiya Bhavin Ramakant	10081	0.3626
8.	Mohd Fareed Tungekar	10000	0.3597
9.	Usha Mutha	10000	0.3597
10.	Amarnath De	9840	0.3539

#### (5) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

PARTICULARS		SHAREHOLDING AT THE BEGINNING OF THE YEAR		CUMULATIVE SHAREHOLDING DURING THE YEAR	
Shareholding of Directors Key Managerial Personnel		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
S.NO	NAME	AT THE BEGINNING OF THE YEAR			
1.	MADAN LAL KHANDLWAL	132807	4.77	132807	4.77
2.	RADHIKA KHANDLWAL	107275	3.86	107275	3.86
3.	GOVERDHAN DASS SETHI	--	--	--	--
4.	RAM NATH KAROL	--	--	--	--
5.	VIKRANT KHANDLWAL	102410	3.68	102410	3.68
6.	NAVNEET KHANDLWAL	104100	3.74	104100	3.74

Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease(e.g. allotment / transfer / bonus/sweat equity etc):			<b>THERE IS NO CHANGE DURING THE F.Y.</b>		
<b>AT THE END OF THE YEAR</b>					
1.	MADAN LAL KHANDLWAL	132807	4.77	132807	4.77
2.	RADHIKA KHANDLWAL	107275	3.86	107275	3.86
3.	GOVERDHAN DASS SETHI	--	--	--	--
4.	RAM NATH KAROL	--	--	--	--
5.	VIKRANT KHANDLWAL	102410	3.68	102410	3.68
6.	NAVNEET KHANDLWAL	104100	3.74	104100	3.74

**-INDEBTEDNESS**

Indebtedness of the Company including interest outstanding /accrued but not due for Payment

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	63,88,396.00	2,04,604.00	--	65,93,000.00
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	<b>63,88,396.00</b>	<b>2,04,604.00</b>	<b>--</b>	<b>65,93,000.00</b>
<b>Change in Indebtedness during the financial year</b>				

a) Secured Loans	75,80,833.00	27,83,093.00	--	1,03,63,926.00
b) Unsecured Loans			--	
c) Deposits			--	
<b>Total (i+ii+iii)</b>	<b>75,80,833.00</b>	<b>27,83,093.00</b>	<b>--</b>	<b>1,03,63,926.00</b>
i) Principal Amount	1,39,69,229.00	29,87,697.00	--	1,69,56,926.00
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	<b>1,39,69,229.00</b>	<b>29,87,697.00</b>	<b>--</b>	<b>1,69,56,926.00</b>

**Remuneration to Managing Director, Whole-time Directors and/or Manager and Key Managerial Personnel:**

S. No	Particulars of Remuneration	Name of Personnel			Total Amount
		Madan Lal Khandelwal	Balvinder Singh Guleri	Vikrant Khandelwal	
DESIGNATION		Managing Director	Company Secretary	Chief Financial Officer	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (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	12,00,000.00 ---- ----	2,11,877.00 ---- ----	7,80,000.00 ---- ----	21,91,877.00
2.	Stock Option	----	----	----	----
3.	Sweat Equity	----	----	----	----
4.	Commission - as % of profit - Others specify	----	----	----	----



5.	Others, please specify	----	----	----	----
6.	<b>Total(A)</b>	<b>12,00,000.00</b>	<b>2,11,877.00</b>	<b>7,80,000.00</b>	<b>2191877.00</b>

**(A) REMUNERATION TO OTHER DIRECTORS**

Particulars of Remuneration	Name of Directors	Total Amount
**No remuneration has been paid to any Director except Shri Madan Lal Khandelwal, Chairman and Managing Director, Shri. Balvinder Singh Guleri Company Secretary and Shri. Vikrant Khandelwal Chief Financial Officer of the Company whose remuneration is mentioned above		

**(B) REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Particulars of Remuneration	KEY MANAGERIAL PERSONNEL			
	Navneet Khandelwal	Vikrant Khandelwal	Balvinder Singh Guleri	Total
DESIGNATION	Chief Executive Officer	Chief Financial Officer	Company Secretary	
Gross salary	9,00,000.00	780,000.00	2,11,877.00	18,91,877.00
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL

Stock Option	NIL	NIL	NIL	NIL
Sweat Equity	NIL	NIL	NIL	NIL
Commission- as % of profit others, specify...	NIL	NIL	NIL	NIL
Others, please specify	NIL	NIL	NIL	NIL
<b>Total</b>	<b>9,00,000.00</b>	<b>7,80,000</b>	<b>2,11,877.00</b>	<b>18,91,877.00</b>

**IV. 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)
<b>A. COMPANY</b>					
Penalty	....	....	....	....	....
Punishment	....	....	....	....	....
Compounding	....	....	....	....	....
<b>B. DIRECTORS</b>					
Penalty	....	....	....	....	....
Punishment	....	....	....	....	....
Compounding	....	....	....	....	....
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	....	....	....	....	....
Punishment	....	....	....	....	....

Compounding	....	....	....	....	....
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### Related Party Transactions

(In Rs.)

Related Parties	Nature of Relationship	Transactions	Amount (Rs.) 2016-2017	Balance outstanding on 31.3.2017	Amount (Rs.) 2015-2016	Balance outstanding on 31.3.2016
M.L. Khandelwal Management	Managing Director	Remuneration Rent	12,00,000/- ----	(4,29,26) ----	11,75,000/- 1,08,000/-	(-)49,547/-
Balvinder Singh Guleri	Company Secretary	Remuneration	2,11,877/-	NIL	----	----
Navneet Khandelwal	Chief Executive officer	Salary Rent	9,00,000/- 2,88,000/-	NIL	9,00,000/- 1,80,000/-	(-)62479/-
Unique Techno Associates Pvt. Ltd.	Relative of key Management Personal	Purchase sales	42,72,146/- 1,44,72,729/-	1634934/-	1,70,15,71/ ----	1,01,95,823/ ----
Vikrant Khandelwal	Chief Financial Officer	Salary	7,80,000/-	NIL	7,86,960/-	(-)15,848/-

As per our Audit Report of even date Annexed

On behalf of Board of Directors

For R.P. Khandelwal & Associates  
Chartered Accountants  
FRN: 001759C

Sd/  
Madan Lal Khandelwal  
(Chairman & Managing Director)  
DIN: 00414717

Sd/-  
R.P. Khandelwal  
Partner

Place: Jaipur  
Date: 30<sup>th</sup> May, 2017

Sd/  
Ram Nath Karol  
(Director)  
DIN: 00414741

Sd/  
Balvinder Singh Guleri  
(Company Secretary)  
M.No. 44874

## **CORPORATE GOVERNANCE REPORT FOR THE YEAR 2016-2017**

The Corporate Governance code is a professional system framed for directing and controlling the

Organization. The purpose is to ensure compliance of local statutes and ensure safeguard and value addition in long term to the interest of its members, creditors, customers and employees. The Company has initiated the practice of incorporating the Corporate Governance Report in the Annual Report in compliance with SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015. A concerted attempt has been made to bring in transparency and professionalism to ensure ethical standard in business activities while implementing the Corporate Governance Code. The management places on record that the mandatory compliances to constitute various committees as required by SEBI (LODR), Regulations 2015, are in place.

The detailed report on Corporate Governance as per the format prescribed by SEBI and incorporated in SEBI (LODR), Regulations, 2015 as applicable to the Company is set out below:

### **1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The Company is committed to good corporate governance and has implemented the Corporate Governance norms as prescribed by SEBI. The Company's philosophy of corporate governance is based on preserving core values and ethical business conduct which enhances the efficiency of the Board and inculcates a culture of transparency, accountability and integrity across the Company.

### **2. BOARD OF DIRECTORS**

The Company is fully compliant with the Corporate Governance Norms in terms of constitution of the Board which is well blended with a good combination of Executive and Independent Directors. The Board has complete access to any information within the Company & to any employee of the Company.

Pursuant to SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015, the Board meets at least once in every quarter to review quarterly/annual results and other items on the agenda and gap between two board meetings is not more than 120 Days. The Board is apprised and informed of all the important information relating to the business of the Company including those listed in SEBI Listing Obligation and Disclosure Requirements, Regulations 2015.

As on March 31, 2017, strength of the Board of Directors was Four (4) whose composition is given

below:

Promoter, Chairman, Managing Director - 1

Promoter, Non-Independent Director - 1

Independent Directors -2

Attendance of Directors at Board Meetings during the financial year and the last AGM and Number of Directorships/Committee positions of Directors as on 31st March, 2017, were as under:

Name of the Director	Category	No. of Meetings held	No. of Meetings attended	Attendance at the AGM
MADAN LAL KHANDELWAL	Chairman and Managing Director	11	11	Yes
RADHIKA KHANDELWAL	Non-Executive Director	11	11	Yes
RAM NATH KAROL	Independent Director and Chairman of the Audit Committee.	11	11	Yes
GOVERDHAN DASS SETHI	Independent Director and Chairman of the Nomination and Remuneration Committee.	11	11	Yes

### 3. AUDIT COMMITTEE

The Audit Committee pursuant to the provisions of Section 177 of the Companies Act, 2013 at the Board level of Company acts as a link between the Independent Auditors, Internal Auditors, the Management and the Board of Directors and oversees the financial reporting process. The Audit committee interacts with the Internal Auditors, Independent Auditors, Secretarial Auditors and reviews and recommends their appointment and remuneration. The Audit Committee is provided with all necessary assistance and information for enabling them to carry out its function effectively.

**THE TERMS OF REFERENCES OF THE AUDIT COMMITTEE ARE BROADLY AS UNDER**

- 1) Overseeing of the Company's financial reporting process and the disclosures of its financial information to ensure that the financial statements are correct, sufficient and credible.
- 2) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- 3) Approval of payment to statutory auditors for any other services rendered by them.
- 4) Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - Changes, in accounting policies, significant adjustment made in the financial statements arising out of audit findings.
  - Disclosure of any related party transactions and qualifications in the draft audit report.
  - Compliance of listing agreement relating to financial statement.
- 5) Reviewing with the management the quarterly financial statements before submission to the board for approval.
- 6) Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- 7) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading department, reporting structure coverage and frequency of internal audit.
- 8) Discussion with internal auditors or any significant findings and follow up there on.
- 9) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post- audit discussion to ascertain any area of concern.

**COMPOSITION AND ATTENDANCE**

Board comprises of three qualified Directors viz. Ram Nath Karol, Goverdhan Dass Sethi and Radhika Khandelwal, with majority being independent. Ram Nath Karol is the Chairman .Two of the members is having experience in finance, law and business. During the year under review the Audit Committee met 4 times on to deliberate on various matters. The Present Composition and Attendance of the Audit Committee is as follows:

The Audit Committee pursuant to the provisions of Section 177 of the Companies Act, 2013 the

Name	Category	Designation	No. Of meetings during F.Y.2016-17	
			Held	Attended
Ram Nath Karol	Non- Executive & Independent Director	Chairman	4	4
Goverdhan Dass Sethi	Non- Executive & Independent Director	Member	4	4
Radhika Khandelwal	Non- Executive Director	Member	4	4

#### 4. NOMINATION AND REMUNERATION COMMITTEE

In compliance of Section 178 of Companies Act, 2013 the Board renamed the Remuneration committee as "Nomination and Remuneration Committee. Your Board has re-constituted the Nomination and Remuneration Committee which now comprises of GOVERDHAN DASS SETHI, Independent Director as Chairman, RAM NATH KAROL and RADHIKA KHANDELWAL as Members.

The terms of reference of the committee inter alia include Succession planning for Board of Directors and Senior Management Employees, identifying and selection of candidates for appointment of Directors/Independent Directors based on certain laid down criteria's, identifying potential individuals for appointment of Key Managerial personnel and other senior managerial position and review the performance of the Board of Directors and Senior Management personnel including Key managerial personnel based on certain criteria approved by the Board. While reviewing the performance, the committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talents, remuneration commensurate with the performance of individual and group and also maintains a balance between fixed and incentive pay reflecting both short and long term objectives of the company.

The Committee met on 17/05/2016 and reviewed the performance of the Directors both Non-Executive and Executive Directors and also the senior managerial personnel including Key Managerial personnel during the year.

## 5. STAKEHOLDERS RELATIONSHIP COMMITTEE

Stakeholders Relationship Committee performs various functions provided under the Section 178 of the Companies Act, 2013. The Committee comprises of Three members namely Radhika Khandelwal (Chairman of the Committee), Goverdhan Dass Sethi and Ram Nath Karol the independent Directors.

The Committee administers transfer and transmission of shares, Issue of duplicate certificates, change of status of members, change of name, transposition, sub-division of share certificates, consolidation of shares, dematerialization/ rematerialization of shares. Committee meets from time to time as per requirements of listing agreement. The committee facilitates prompt and effective redressal of investor complaints.

- Number of complaints received -One
- Number of complaints solved to the satisfaction of shareholders -One
- Number of pending share transfers -NIL
- As at 31<sup>st</sup> March, 2017 no shares were pending for transfer

## 6. SHARE TRANSFER COMMITTEE

Share Transfer Committee hereby constituted to approve the registration of transfer of shares received by the company provided under the Companies Act, 2013. The Board has constituted the Share Transfer Committee which comprises of

1. Shri. Ram Nath Karol, as Chairman,
2. Shri. Goverdhan Dass Sethi as member
3. Smt. Radhika Khandelwal as member

### **This Committee is formed to carry on the below mentioned duties:**

- ✓ To approve transfer/transmission of shares both in physical and electronic form.
- ✓ To sub-divide, consolidate and issue share certificates as recommended by Registrar and Share Transfer agent.
- ✓ To authorize affixation of common seal of the company.
- ✓ To issue Share certificates in place of those which are damaged or in which the pages are completely exhausted provided the original certificates are surrendered to the company as recommended by the Registrar and Share Transfer Committee



**7. GENERAL BODY MEETINGS**

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

Financial Year	Date	Time	Venue
2015-16	28 <sup>th</sup> September, 2016	11:00 A.M.	A-2, Opp. Udoyg Bhawan, Tilak Marg, C-Scheme, Jaipur Rajasthan
2014-15	28 <sup>th</sup> September, 2015	11:00 A.M.	A-2, Opp. Udoyg Bhawan, Tilak Marg, C-Scheme, Jaipur Rajasthan
2013-14	30 <sup>th</sup> September, 2014	11:00 A.M.	A-2, Opp. Udoyg Bhawan, Tilak Marg, C-Scheme, Jaipur Rajasthan

- ✓ No Special Resolution was passed in the meetings by the shareholders in the respective year.
- ✓ No extraordinary General Meeting was held during the year 2016-2017.

**8. DISCLOSURES**

The Company has complied with all the requirements of the Listing Agreement with the BSE Limited as well as the regulations and guidelines of SEBI.

The Whistle blower policy is put in place to report concerns about unethical behavior. As required, the chairman of the Audit Committee is accessible if employees and Directors encounter any unethical behavior. The said policy has been also put up on the website of the Company at the following link [www.conpetco.com](http://www.conpetco.com)

**9. CODE OF CONDUCT**

The Company has formulated and implemented a Code of Conduct for all Board Members and Senior Management of the Company. In compliance with SEBI (Listing Obligations and Disclosures Requirements), Regulations 2015, all personnel have affirmed to it.

**10. MEANS OF COMMUNICATION**

The quarterly, half-yearly and yearly financial results of the Company are sent to the BSE Limited immediately after they are approved by the Board and these are published in the Newspapers also.

Management Discussion & Analysis Report for the year ended March 31<sup>st</sup>, 2017 forms a part of this Annual Report and is given under the section so captioned. Company has created a website addressed as [www.conpetco.com](http://www.conpetco.com)  
Email address of the Company is [conpetco@gmail.com](mailto:conpetco@gmail.com)

**11. INTERNATIONAL SECURITIES IDENTIFICATION NUMBER (ISIN)**

ISIN is a unique identification number of traded scrip. The number has to be quoted in each transaction relating to the dematerialized equity shares of the Company. The Company's ISIN is INE369D01015.

**12. SECRETARIAL AUDIT REPORT REGARDING RECONCILIATION OF SHARE CAPITAL**

As required by regulation 55A of SEBI (Depositories and Participants) Regulations, 1996, a quarterly audit is conducted by a Practicing Company Secretary, reconciling the Issued and Listed Share Capital of the Company with the aggregate of the shares held by the investors in physical form and in demat form in CDSL and NSDL and said certificates are submitted to the BSE wherein the shares are traded, within the prescribed time limit.

As on March 31<sup>st</sup>, 2017, there was no difference between the Issued capital and the aggregate of shares held by the investors in both physical form and in electronic form with depositories.

**13. GENERAL SHAREHOLDER INFORMATION**

<b>Day, Date and Time</b>	Wednesday, 27 <sup>th</sup> September 2017, at 2:00 P.M
<b>Venue</b>	A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur Rajasthan

- Financial Year: 01<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017
- Date of Book Closure: 21<sup>st</sup> September, 2017 to 27<sup>th</sup> September, 2017 (both days Inclusive)
- Listing on Stock Exchange: Shares of the Company are listed on BSE Limited
- Stock Codes (for shares): 523232
- Symbol (for shares): CONTPTR
- Demat ISIN Number in NSDL: INE369D01015
  
- Registrar and Transfer Agents:  
**Beetal Financial & Computer Services Pvt. Ltd**  
 Beetal House, 3rd Floor, 99, Madangir,  
 Near Dada Harsukhdas Mandir,  
 New Delhi, Delhi, 110062  
 T: 011 - 29961281 / 29961282

➤ Share Transfer System:

The Company's shares are traded on BSE mandatorily in demat mode. Physical Shares which are lodged with the Registrar and Transfer Agents/ or with the Company for transfer are processed and returned to the Shareholders duly transferred within the time limit stipulated under the Listing Agreement subject to the documents being in order. Members holding shares in physical form are requested to get them dematerialized for easy transactions on stock exchange.

➤ Share Holding Pattern as on March 31<sup>st</sup>, 2017:

	Category	No. of shares	% of Shareholding
1	Promoter's holding	896386	32.2405
2	Bank/FIIs	100	0.0036
3	Other Body Corporate	32203	1.1583
4	Other Public (HUF)	13137	0.4725
5	NRIs / OCBs	145103	5.2190
6	Individual	1693383	60.9062
7	Any Other (Trust)	NIL	NIL
<b>TOTAL NUMBER OF SHARES</b>		<b>2780312</b>	<b>100%</b>

**14. ADDRESS FOR CORRESPONDENCE:**

All Correspondence relating to the shares of the Company should be forwarded to the below mentioned address:

**Beetal Financial & Computer Services Pvt. Ltd**

Beetal House, 3rd Floor, 99, Madangir,

Near Dada Harsukhdas Mandir,

New Delhi, Delhi, 110062

T: 011 - 29961281 / 29961282

## 15. GREEN INITIATIVE

The Ministry of Corporate affairs has taken “Green Initiative in Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of Notice / documents including Annual Report can be sent by email to its members .To Support this Green initiative of the Government in full measure, members who have not registered their e-mail, so far, are requested to register their email addresses in respect of their holdings with the Depository through their concerned Depository Participants. Members who hold share in physical form are requested to contact **Mr. Balvinder Singh Guleri**, Company Secretary and Compliance officer, or at the registered office of the Company or to **M/s Beetal Financial & Computer Services Private Limited (Registrar and Share Transfer Agent)** on above mentioned contact details.

**By Order of the Board of Directors  
Continental Petroleums Limited  
CIN: L23201RJ1986PLC003704**

**Date:** 30<sup>th</sup> May, 2017

**Place:** Jaipur

**Sd/-  
Balvinder Singh Guleri  
Company Secretary**

**SECRETARIAL AUDIT REPORT**

**Form No. MR-3**

**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2017**

***[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]***

To,  
The Members,  
**Continental Petroleums Limited**  
A-2 Opp. Udyog Bhawan  
Tilak Marg, C-Scheme  
Jaipur-302005 (Raj.)

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **M/s Continental Petroleums Limited** (herein after called "The Company"). Secretarial Audit was conducted in the manner that provided us a reasonable basis for evaluating the corporate conduct/ statutory compliance and expressing our opinion thereon.

Based on the verification of the 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 year ended on 31<sup>st</sup> March, 2017 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, minutes' book, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2017, to the extent applicable, according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under;
- II. The Securities Contract (Regulation) Act, 1956 and Rules made there under;
- III. The Depositories Act, 1996 and Regulations and Bye-laws framed there under;
- IV. The following Regulations and Guidelines prescribed under the Securities & Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable;
  - A. SEBI (Substantial Acquisition of Shares and Takeover) Regulation, 2011;
  - B. SEBI (Prohibition of Insider Trading) Regulations, 1992;
  - C. SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- D. SEBI (Employee Stock Option Scheme and Employee Stock purchase Scheme) Guidelines, 1999;
  - E. SEBI(Issue and listing of Debt securities) Regulations, 2008;
  - F. SEBI(Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
  - G. The SEBI (Delisting of Equity Shares) Regulations, 2009;
  - H. The SEBI (Buyback of Securities) Regulations, 1998;
- V. As identified by the management, following laws are specifically applicable to the Company:
- A. The Petroleum Act, 1934;
  - B. Explosives Act, 1884;
  - C. Indian Boilers Act, 1923;
  - D. Offshore Areas Minerals (Development and Regulation) Act, 2002;
  - E. Trademark act 1999;
  - F. The Payment of Wages Act 1936.
  - G. Factory act 1948.
  - H. The Personal Injuries (Compensation in Wages) Act.
  - I. The Right to Information Act 2005.
  - J. The Sexual Harassment of Women at Workplaces (Prevention, Prohibition and Redressed) Act, 2013.
  - K. And other applicable Laws.

I have also examined compliance with the applicable clauses of the following:

- a) **Secretarial Standards issued by The Institute of Company Secretaries of India. (Notified SS-1 and SS-2 hence applicable to the Company during Audit Period);**
- b) **The Listing Agreements entered into by the Company to get itself listed with BSE Limited.**

**During the period under review the, Company has-complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, except in the following:**

- ***315000 shares are pending for listing under BSE.***

I further report that:

- a) The Board of Directors of the Company is duly constituted with proper balance 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. Beside this, board has met 11 times during the Financial Year 2016-2017.

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.

- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.
- d) The Company has called its **AGM 27/09/2016** and is regular in filling its return to the ROC and complaining with all the rules and regulation of SEBI from time to time and company.
- e) The company has duly closed its Register of Members when the dividend is declared and closed its trading window when approved its financials and discussing any price sensitive information by giving proper notice of such closure in the newspaper and intimate the same to BSE.

This report is to be read with my letter of even date which is annexed as Annexure - I which forms an integral part of this report.

**For: MKGP & ASSOCIATES  
Company Secretaries**

**Mahendra Prakash Khandelwal  
(Partner)**

**FCS No.: 6266**

**CP No.: 4459**

**Date: 24<sup>th</sup> May, 2017**

**Place: Jaipur**

## Annexure - I

To,  
The Members,  
**Continental Petroleums Limited**  
A-2 Opp. Udyog Bhawan  
Tilak Marg, C-Scheme  
Jaipur (Raj.)

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

1. It is management's responsibility, to identify the Laws, Rules, Regulations, Guidelines and Directions which are applicable to the Company depending upon the industry in which it operates and to comply and maintain these records with same in letter and in spirit. My responsibility is to express an opinion on those records based on our audit.
2. I have followed the audit practices and process 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 process and practices I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management's Representation about the compliance of Laws, Rules, Regulations, Guidelines and Directions and happening events, etc.
5. 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.

**For: MKGP & Associates  
Company Secretaries**

**Date: 24<sup>th</sup> May, 2017  
Place: Jaipur**

**Mahendra Prakash Khandelwal  
(Partner)  
FCS No.: 6266  
CP No.: 4459**



## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **1. Industry Structure & Development**

**Continental Petroleums Limited (CPL)** is one of the leading manufacturers of industrial lubricants in India and manufacturing wide range of premium quality lubricants for Automotive & Industrial Application, specialties and process oils etc. under the brand name of “Mobolene” at Behror plants. This industry has much growth potential and is growing globally.

### **2. Overview:**

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956/2013 and made on a prudent and reasonable basis in order that the financial statements reflects a true and fair manner the form and substance of transactions and reasonably present our state of affairs and profit for the year.

### **3. Market Segment**

**There are two major segments of the lubricants industry.**

The automotive lubricants segment has an approximate market share of 65% and the Industrial lubricants segment accounting for the rest.

#### **- Import Threat**

Lubricants are usually made according to the nature of use, climatic conditions, type of road, and nature of automobiles and so on. Therefore, it would not be logical to import the same in the country. But at the same time, there is not much difference and the same can be imported if one prefers to do so. In fact, premium products, even as on today, are imported. However, in the general outlook of things, import of lubricants in India would not be competitive due to the prevailing import duty structure as well as high freight costs. In consideration of above, it could be safely noted that the key factors to success for any company in the Lubricant industry would be:

- a) Good brand image.**
- b) An extensive marketing network.**
- c) Strong financial resources.**
- d) Technological innovations and R&D backup.**

### **4. Internal Control System and their Adequacy**

The Company has proper and adequate systems of internal control to ensure that assets are safeguarded and transactions are duly authorized, recorded and reported correctly. The Internal Control system is further supplemented by Internal Audit,

conducted by an independent firm of Chartered Accountant. The Audit Committee also reviews the adequacy & effectiveness of the Internal Audit function and takes corrective action(s), if required.

#### **5. Human Resource**

The Company enjoys the services of human resources highly committed towards the growth of the Company. The Company ensures the health & safety requirements of all concerned at its sites as well as offices. There is a unity of purpose among all the employees of the Company.

#### **6. Health Safety and Environment**

The management is aware of all the HSE issues that are relevant to the conduct of oil and gas operations. Hence enforces complete regard to the HSE and ensures all its personnel, contractors and others associated with the operations adhere to the Company's HSE policies and norms to ensure safe and environmentally friendly operations. Due to this, the Company has thus far been successful in conducting its operations safely.

#### **7. Cautionary Statement**

Statements in this report on Management Discussion and Analysis describing the company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities law or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting global and domestic demand-supply, finished goods price in the domestic and overseas markets in which the Company operates, raw-materials cost and availability, changes in Government regulations, tax regimes, economic developments within or outside India and other factors such as litigation and industrial relations. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or events

**CEO/CFO CERTIFICATION**

To,  
The Board of Directors  
CONTINENTAL PETROLEUMS LIMITED

I, Madan Lal Khandelwal, Managing Director certify that:

**(A) I have reviewed the Financial Statements and the Cash Flow Statement for the year ended March 31, 2017 and that to the best of my knowledge and belief**

**These statements do not contain any material untrue statement or omit any material fact or contain statements that might be misleading**

**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 my knowledge and "belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violation of the Company's Code of Conduct.**

**(C) I accept responsibility for establishing and maintaining internal controls for financial reporting and evaluated the effectiveness of internal control system of the Company pertaining to financial reporting and I have disclosed to the Auditors and the Audit committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.**

**(D) I have indicated to the Auditors and Audit Committee that:**

- 1. There has not been any significant change in internal control over financial reporting during the year under reference;**
- 2. There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and**
- 3. There has not been any instance during the year of significant fraud of which I had become aware and the involvements therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.**

Date: 30<sup>th</sup> May, 2017

Place: Jaipur

Sd/-  
Vikrant Khandelwal  
(Chief Financial Officer)

Sd/-  
Madan Lal Khandelwal  
(Managing Director)

## DECLARATION OF CODE OF CONDUCT

**This is to confirm that the company has adopted a code of conduct for its Board of Directors and Senior Management Personnel. This Code is available at the Company's Registered Office.**

**I confirm that Board of Directors and Senior Management Personnel of the company have, in respect of the financial year ended March 31, 2017, affirmed compliance with the Code of Conduct as applicable to them.**

**For the purposes of this declaration, Senior Management Personnel means the Personnel who are members of the core management team, including persons in the cadre of functional heads and above but excluding Board of Directors as on March 31, 2017.**

**For and on behalf of the Board of Directors**

**Date: 30<sup>th</sup> May, 2017**

**Place: Jaipur**

**Sd/-  
Madan Lal Khandelwal  
(Managing Director)**

**AUDITORS CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE**

To  
The Members,  
Continental Petroleums Limited

We have examined the compliance of conditions of Corporate Governance by CONTINENTAL PETROLEUMS LIMITED ("the Company"), for the financial year ended on March 31<sup>st</sup>, 2017, as stipulated in clause 49 of the listing agreement entered into by the Company with the stock exchange(s) in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to review the procedure and implementation thereof adopted by the Company for ensuring the Compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to future viability of the Company nor the efficiency with which the management has conducted the affairs of the company.

For R.P KHANDELWAL & ASSOCIATES  
Chartered Accountants  
FRN: 001759C

Date: 30<sup>th</sup> May, 2017  
Place: Jaipur

Sd/-  
R.P. Khandelwal  
(Partner)  
M.No.071002

## **INDEPENDENT AUDITOR'S REPORT**

**TO  
THE MEMBERS OF  
M/S CONTINENTAL PETROLEUMS LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **Continental Petroleum Limited** ("the Company"), which comprise the Balance Sheet as at March 31<sup>st</sup>, 2017, the Statement of Profit, and Loss and Cash Flow Statement for the year the Ended and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation of these 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 Standards referred to in sub-Section (3C) of Section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13<sup>th</sup> September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation of internal control 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.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies

used and the reasonableness of the accounting estimates made by management, 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.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, 2017;

(b) In the case of the Statement of Profit and Loss, 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") as amended issued by the Central Government of India in terms of Sub-section(11) Of Section 143 of the Act, We give in the Annexed a statement on the matters specified in paragraphs 4 and 5 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, the Statement of Profit and Loss, and the 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 specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2017 taken on record by the Board of Directors, none of the Directors is disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a Director of the company in terms of Section 164(2) of the Act.

- f. With respect to the adequacy of the internal financial control over financial reporting of the company and the operating effectiveness of such controls, refers to our separate report in “Annexure B”: and
- g. With respect to the other matters to be included in the Auditors Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules and to our best of information and according to the explanations given to us :
- i. The company has no pending litigations which would impact it financial position.
  - ii. The company did not have any long term contracts including derivatives contracts for which there were any material foreseeable losses.
  - iii. There has been no amounts which were required to be transferred to the investor education and protection fund by the company.
- h. During the year, the Company had specified the bank notes (i.e. as provided in the notification no. S.O.3407 (E) dated 8th November, 2016 issued by the government of India or other denomination note as defined in the MCA notification G.S.R 308 (E) dated 30th March, 2017 the denomination wise SBNs and other notes as per the notification is given below.

i.

Particular	Specified Bank Notes	Other Denomination Notes	Total
Balance of Cash As on 8th November, 2016	11,00,000/-	1,25,469/-	12,25,469/-
Add: Permitted Receipts	--	--	
Less: Permitted Payments	--	--	
Less: Amount Deposited in Bank	11,00,000/-	--	
Balance of Cash As on 30 <sup>th</sup> December, 2016			44,994/-

For R.P KHANDELWAL & ASSOCIATES  
Chartered Accountants  
FRN: 001759C

Date: 30<sup>th</sup> May, 2017  
Place: Jaipur

Sd/-  
R.P. Khandelwal  
(Partner)  
M.No.071002



**ANNEXURE- A**

**[Referred to in our report of even date to the Member of Continental Petroleums Ltd]**

1. (a) The Company is in the process of compiling fixed assets records to show full Particulars, including quantitative details and situation of fixed assets.  
(b) We were informed that all major items of fixed assets were physically verified by the management at the end of the year and that no major discrepancy were notified on such verification, which on account of proper records being still under compilation, could not be verified
2. (a) The Management of Company has conducted physical verification of inventory at Reasonable intervals.  
(b) In our opinion, the procedures of physical verification of stocks followed by the management of Company are reasonable and adequate in relation to the size of the Company and the nature of its business.
3. The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly the clause 3(iii)(a) and 3(iii)(b) of the order are not applicable to the Company.
4. In our opinion and according to information and explanation given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business, fixed assets and with regard to loan given. Further on the basis of our examination of books and records of the Company, and according to the information and explanations given to us, we have not observed any continuing failure to correct major weaknesses in the aforesaid internal control system.
5. The Company has not accepted any deposited as defined in the Companies (Acceptance of Deposits) Rules 2014. Accordingly; the provisions of Clause 3(v) of the order are not applicable to the Company.
6. According to information and given to us, The Central government has not prescribed maintenance of cost records under section (1) one of section 148 of the company's act, 2013 and as per explanation given to us that cost Audit is not Applicable on the company during the year
  - According to the information and explanation given to us, the company is generally regulars in depositing with appropriate authorities undisputed statutory dues to the company had no areas of such outstanding statutory dues as at 31<sup>st</sup> March, 2017 for a period more than six months from the date they become payable.

- According to the information and explanation given to us, the company has no disputed outstanding statutory dues as 31<sup>st</sup> March, 2017.
  - According to the information and explanation given to us, no amount is required to be transferred to the Investor Education and Protection fund as the relevant provisions of the Companies Act, 2013 are not applicable to the Company.
7. The Company does not have any accumulated loss at the end of the financial year and has not incurred cash losses during the financial year end in the immediately preceding the financial year.
8. According to the information and explanation given to us, the Company has not defaulted in the repayments of dues to financial institution, bank or debenture holder during the year
9. According to the information and explanation given to us, the Company has not given any guarantee for loan taken by others from bank or financial institution during the financial year
10. According to the information and explanation given to us, the Company has applied term loan for the purpose for which the loan were obtained.
11. 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 R.P KHANDELWAL & ASSOCIATES**  
**Chartered Accountants**  
**FRN: 001759C**

**Date: 30<sup>th</sup> May, 2017**  
**Place: Jaipur**

**Sd/-**  
**R.P. Khandelwal**  
**(Partner)**  
**M.No.071002**

**ANNEXURE-‘B’**

**Report on the Internal Financial Controls under (i) of Sub Section 3 of Section 143 of the Companies Act, 2013**

We have audited the internal financial control over financial reporting of **Continental Petroleums Limited** as of 31<sup>st</sup> March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management Responsibility for internal financial controls**

The Company's management is responsible for establishing & maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation & maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly & efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention & detection of frauds & errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's Internal Financial Controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting and the standards on auditing issued by ICAI & deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by ICAI. Those standards and Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain the reasonable assurance about whether adequate internal controls over financial reporting was established and maintained and if such controls operated effectively in all materials respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy if the Internal Financial Controls system over Financial Reporting & their operating effectiveness. Our audit of Internal Financial Controls over Financial Reporting included obtaining an understanding of Internal Financial Controls over Financial Reporting, assessing the risk that a material weakness exists, and testing and a evaluating the design & operating effectiveness of internal control based on the assessed risk. The procedure selected depends on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient & appropriate to provide a basis for our audit opinion on the company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's Internal Financial Control over Financial Reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting & the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls over financial reporting includes those policies & procedures that (1) pertain to maintenance of records that, in reasonable details; accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts & expenditure of the company are being only in accordance with authorizations of management & directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material on the financial statements.

### **Inherent Limitations of Internal Financial over Financial Reporting**

Because of the Inherent Limitations of Internal Financial controls over Financial Reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not to be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in condition, or that the degree of compliances with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate Internal Financial Controls System over Financial Reporting and such Internal Financial Controls over Financial Reporting were operating effectively as at 31st March 2017, based on the Internal Controls over Financial Reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For R.P KHANDELWAL & ASSOCIATES**  
**Chartered Accountants**  
**FRN: 001759C**

**Date: 30<sup>th</sup> May, 2017**  
**Place: Jaipur**

**Sd/-**  
**R.P. Khandelwal**  
**(Partner)**  
**M.No.071002**

STANDALONE BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2017

Balance Sheet as at 31 <sup>st</sup> March 2017		₹ in rupees	
	Note No.	As at 31st March 2017	As at 31st March 2016
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder's funds</b>			
Share capital	1	278,03,120.00	278,03,120.00
Reserves and surplus	2	5,33,06,846.00	4,85,86,245.00
Money received against share Warrants		0.00	0.00
		<b>8,11,09,966.00</b>	<b>7,63,89,365.00</b>
<b>Non-current liabilities</b>			
Long-term borrowings	3	0.00	0.00
Deferred tax liabilities (Net)	4	20,91,639.00	21,62,420.00
Other long term liabilities	5	29,87,697.00	2,04,604.00
Long-term provisions		0.00	0.00
		<b>50,79,336.00</b>	<b>23,67,024.00</b>
<b>Current liabilities</b>			
Short-term borrowings	6	1,39,69,229.00	63,88,396.00
Trade payables	7	8,30,16,975.00	4,98,58,235.00
Other current liabilities	8	4,84,81,251.00	49,92,877.00
Short-term provisions	9	10,98,386.00	20,33,036.00
		<b>14,65,65,841.00</b>	<b>6,32,72,544.00</b>
<b>TOTAL</b>		<b>23,27,55,143.00</b>	<b>14,20,28,933.00</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets	10	2,82,91,084.00	2,39,94,065.00
Tangible assets		0.00	0.00
Intangible assets		0.00	0.00
		<b>2,82,91,084.00</b>	<b>2,39,94,065.00</b>
<b>Current assets</b>			
Current investments		0.00	0.00
Inventories	11	10,37,50,936.00	4,63,55,530.00
Trade receivables	12	6,89,43,292.00	6,32,28,845.00
Cash and cash equivalents	13	2,03,02,187.00	32,37,222.00
Short-term loans and advances	14	1,13,56,764.00	51,12,492.00

Other current assets		1,10,880.00	1,00,779.00
		<b>20,44,64,059.00</b>	<b>11,80,34,868.00</b>
<b>TOTAL</b>		<b>23,27,55,143.00</b>	<b>14,20,28,933.00</b>

**This is the Balance Sheet referred to in our report of even date**

**As per our Audit Report of even date Annexed**

**R.P. Khandelwal & Associates**

**For and on behalf of Board of Directors**

**Chartered Accountants**

**FRN 001759C**

**Sd/-**

**Sd/-**

**Madan Lal Khandelwal**

**Ram Nath Karol**

(Chairman & Managing Director)

(Director)

DIN: 00414717

DIN:00414741

**Sd/-**

**R.P. Khandelwal**

Partner

**Sd/-**

**Sd/-**

**Radhika Khandelwal**

**Balvinder Singh Guleri**

(Director)

(Company Secretary)

DIN: 00414678

M.No. 44874

**Place: Jaipur**

**Date: 30<sup>th</sup> May, 2017**

PROFIT AND LOSS ACCOUNT STATEMENT AS AT 31<sup>st</sup> MARCH, 2017

Statement of Profit and Loss for the year ended 31 <sup>st</sup> March 2017			
₹ in rupees			
	Note No.	31st March 2017	31st March 2016
<b>Revenue</b>			
Revenue from operation (Net)	15	20,03,51,702.00	20,55,87,973.00
Other Income (Operative)	16	2,87,92,198.00	3,40,86,999.00
Other income		1,05,279.00	71,678.00
<b>Total revenue (A)</b>		<b>22,92,49,179.00</b>	<b>23,97,46,650.00</b>
<b>Expenses</b>			
Cost of material Consumed	17	19,32,29,556.00	19,95,38,070.00
Changes in finished goods and stock in trade	18	(39,26,455.00)	(31,41,322)
Employee benefit expenses	19	58,98,305.00	60,31,360.00
Power and Fuel		36,03,644.00	62,78,008.00
Finance costs	20	49,16,092.00	13,15,337.00
Depreciation expenses		23,20,979.00	17,79,782.00
Other expenses	21	1,67,54,025.00	2,07,17,308.00
<b>Total expenses (B)</b>		<b>22,27,96,146.00</b>	<b>23,25,18,543.00</b>
<b>Profit after Depreciation (A-B)</b>		<b>64,53,033.00</b>	<b>72,28,107.00</b>
Tax Expenses :			
Current Tax Expenses		18,03,213.00	18,92,074.00
Deferred Tax Credit		(70,781.00)	2,82,870.00
Prior period item			
<b>Net Profit after tax</b>		<b>47,20,601.00</b>	<b>50,53,163</b>
<b>Brought Forward from Previous Year</b>		<b>3,68,61,674.00</b>	<b>3,18,08,511.00</b>
<b>Balance Carried Forward To balance sheet</b>		<b>4,15,82,275.00</b>	<b>3,68,61,674.00</b>
<b>Basic and diluted Earning Per Share (Nominal Value of Rs. 10/- per share)</b>		<b>1.91</b>	<b>2.05</b>

As per our Audit Report of even date Annexed

R.P. Khandelwal &amp; Associates

For and on behalf of Board of Directors

Chartered Accountants

FRN 001759C

Sd/-

Sd/-

Sd/-

Madan Lal Khandelwal

Ram Nath Karol

R.P. Khandelwal

(Chairman &amp; Managing Director)

(Director)

Partner

DIN: 00414717

DIN: 00414741

Place: Jaipur

Sd/-

Sd/-

Date: 30<sup>th</sup> May, 2017

Radhika Khandelwal

Balvinder Singh Guleri

(Director)

(Company Secretary)

DIN: 00414678

M.No. 44874

CASH FLOW STATEMENT AS AT 31<sup>st</sup> MARCH, 2017

Cash Flow Statement for the year ended 31 <sup>st</sup> March 2016		₹ in rupees
	As at 31st March 2017	As at 31st March 2016
<b>Cash Flow from Operating Activities</b>		
<b>Net profit/ (loss) after tax and before extraordinary items</b>	47,20,601.00	50,53,163.00
<b>Adjustments for:</b>		
Depreciation	23,20,979.000	17,79,782.00
Interest/dividend Income	----	----
Interest charged	(49,16,092.00)	13,15,337.000
Deferred tax	(70,781.00)	2,82,870.00
Income tax	18,03,213.00	18,92,074.00
<b>Operating Profit before Working Capital Changes</b>	<b>38,57,920.00</b>	<b>1,03,23,226.00</b>
<b>Adjustments for:</b>		
Trade and other Receivables	(57,14,447.00)	1,91,55,063.00
Inventories	(5,73,95,406.00)	45,95,670.00
Trade Payables & Other Liabilities	7,57,12,464.00	(2,65,81,575)
Advances	(62,44,272.00)	3,35,628.00
Other Current Assets	(10,101.00)	3,210.00
<b>Cash Generated from Operations</b>	<b>12,49,96,970.00</b>	<b>78,31,222.00</b>
Income Tax Paid	18,03,213.00	18,92,074.00
Interest Paid Gross	(49,16,092.00)	13,15,337.00
<b>Net Cash from Operating Activities (A)</b>	<b>1,33,19,037.00</b>	<b>4623811.00</b>
<b>Cash Flow from Investing Activities</b>		
Purchased from Fixed assets	(66,17,998.00)	(34,61,875)
Interest Capitalized	----	----
Interest Received	----	----
<b>Net Cash used in Investing Activities (B)</b>	<b>(6617998.00)</b>	<b>(34,61,875)</b>
<b>Cash Flow from Financing Activities</b>		
Decrease in borrowings	1,03,63,926.00	3,61,849.00
Increase in Share Holders Funds/ Share Premium	----	----
<b>Net Cash generated in Financing Activities (C)</b>	<b>1,03,63,926.00</b>	<b>3,61,849.00</b>
<b>Net (Decrease)/Increase in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>17064965.00</b>	<b>15,23,785.00</b>



Cash & Cash equivalents at the beginning of the year	32,37,222.00	17,13,437.00
Cash & Cash equivalents at the end of the year	20,30,2187.00	32,37,222.00

As per our Audit Report of even date Annexed

R.P. Khandelwal & Associates

For and on behalf of Board of Directors

Chartered Accountants

FRN 001759C

Sd/-

Sd/-

**Madan Lal Khandelwal**

**Ram Nath Karol**

(Chairman & Managing Director)

(Director)

DIN: 00414717

DIN:00414741

Sd/-

**R.P. Khandelwal**

Partner

Sd/-

Sd/-

**Radhika Khandelwal**

**Balvinder Singh Guleri**

(Director)

(Company Secretary)

DIN: 00414678

M.No. 44874

Place: Jaipur

Date: 30<sup>th</sup> May, 2017

**NOTES OF ACCOUNTS**

<b>Note No. 1 Share Capital</b> <span style="float: right;">₹ in Rupees</span>		
Particulars	As at 31 <sup>st</sup> March 2017	As at 31 <sup>st</sup> March 2016
<b>Authorized :</b>		
3000000 Equity shares of Rs. 10.00/- par value	3,00,00,000.00	3,00,00,000.00
<b>Issued :</b>		
2780312 Equity shares of Rs. 10.00/- par value	2,78,03,120.00	2,78,03,120.00
<b>Subscribed and paid-up :</b>		
2780312 Equity shares of Rs. 10.00/- par value	2,78,03,120.00	2,78,03,120.00

<b>Reconciliation of the Number of Shares outstanding at the beginning and at the end of the reporting period</b> <span style="float: right;">₹ in rupees</span>				
	As at 31 <sup>st</sup> March 2017		As at 31 <sup>st</sup> March 2016	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the year	2780312	2,78,03,120.00	2780312	2,78,03,120.00
Addition during the year	NIL	NIL	NIL	NIL
<b>Balance at the end of the year</b>	<b>2780312</b>	<b>2,78,03,120.00</b>	<b>2780312</b>	<b>2,78,03,120.00</b>

**Detail of shares holding more than 5%**

No person is holding more than 5% shareholding in the capital of the company.

**Rights Preference and restriction attached to equity shares.**

The company has only one class of equity share having a paid up value of Rs 10/- each. All shares are ranking pari-passu in all respect.

<b>Note No. 2 Reserves and Surplus</b> <span style="float: right;">₹ in rupees</span>		
Particulars	As at 31 <sup>st</sup> March 2017	As at 31 <sup>st</sup> March 2016
Capital Reserve	35,200.00	35,200.00
General Reserve	74,62,071.00	74,62,071.00
Share premium	42,27,300.00	42,27,300.00
Surplus in statement of profit & loss	4,15,82,275.00	3,68,61,674.00
<b>Balance Carried to Balance Sheet</b>	<b>5,33,06,846.00</b>	<b>4,85,86,245.00</b>

<b>Note No. 3 Long Term Borrowings Secured</b> <span style="float: right;">₹ in rupees</span>		
Particulars	As at 31 <sup>st</sup> March 2017	As at 31 <sup>st</sup> March 2016
Borrowings	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

<b>Note No. 4 Deferred Tax Liabilities (Net)</b> <span style="float: right;">₹ in rupees</span>		
Particulars	As at 31 <sup>st</sup> March 2017	As at 31 <sup>st</sup> March 2016

Relating To Fixed Assets	20,91,639.00	21,62,420.00
<b>Total</b>	<b>20,91,639.00</b>	<b>21,62,420.00</b>

<b>Note No. 5 Other Long Term Liabilities</b> ₹ in rupees		
Particulars	As at 31 <sup>st</sup> March 2017	As at 31 <sup>st</sup> March 2016
<b>Loans</b>		
Relating To Fixed Assets	29,87,697.00	2,04,604.00
<b>Total</b>	<b>29,87,697.00</b>	<b>2,04,604.00</b>

<b>Note No. 6 Short Term Borrowings</b> ₹ in rupees		
Particulars	As at 31 <sup>st</sup> March 2017	As at 31 <sup>st</sup> March 2016
<b>Other Borrowings</b>		
Other Short Term Borrowings	1,39,69,229.00	63,88,396.00
<b>Total</b>	<b>1,39,69,229.00</b>	<b>63,88,396.00</b>

**Notes (a):** Short term borrowings from HDFC Bank Ltd. Are secured by first charge on immovable Properties, movable properties and Book Debts of the Company. These borrowings facilities are availed to manage Working Capital Requirement

<b>Note No. 7 Trade Payable</b> ₹ in rupees		
Particulars	As at 31 <sup>st</sup> March 2017	As at 31 <sup>st</sup> March 2016
<b>Payable</b>		
Trade Creditors relating to supply of goods	8,14,75,568.00	4,98,58,235.00
Credit balance in Debtors	15,41,407.00	
<b>Total</b>	<b>8,30,16,975.00</b>	<b>4,98,58,235.00</b>

<b>Note No. 8 Other current liabilities</b> ₹ in rupees		
Particulars	As at 31 <sup>st</sup> March 2017	As at 31 <sup>st</sup> March 2016
Duties & Taxes	13,35,442.00	22,47,553.00
Tax Deducted at Source	0.00	1,28,311.00
Deposits from Customers	34,13,585.00	26,17,013.00
Advance Received from Customers	4,37,32,223.00	0
<b>Total</b>	<b>4,84,81,250.00</b>	<b>49,92,877.00</b>

<b>Note No. 9 Short term Provisions</b> ₹ in rupees		
Particulars	As at 31 <sup>st</sup> March 2017	As at 31 <sup>st</sup> March 2016
Outstanding liabilities	91,533.00	10,30,683.00
Provision for Bonus	2,04,500.00	2,00,000

Provision for Doubtful Debts	8,02,353.00	8,02,353.00
<b>Total</b>	<b>10,98,386.00</b>	<b>20,33,036.00</b>

**Note No. 10 Fixed Assets**

Particulars	Gross Block			Depreciation			Net Block	
	Balance as on 01.04.2016	Addition (Deletion) in year	Total as on 31.03.2017	Up to 31.03.2016	Provided during the year	Total as at 31.03.2017	As at 31.03.2017	As at 31.03.2016
Land	8,44,529.00	0	8,44,529.00	0	0	0	8,44,529.	8,44,529
Building	1,12,95,910	0	1,12,95,910	58,71,202	1,81,762	60,52,964	52,42,946	54,24,708
Computer	7,57,455	5,73,289	13,30,744	5,59,593	1,59,243	7,18,836	6,11,908	1,97,862
Plant & Machinery	5,00,35,417	2,67,500	5,03,02,917	3,61,02,548	9,99,175	3,71,01,723	1,32,01,194	1,39,32,869
Furniture & Fixtures	17,44,386	1,59,055	19,03,441	8,79,379	1,05,269	9,84,648	9,18,793	8,65,007
Office Equipment	8,51,712	10,22,330	18,74,042	4,70,083	1,48,900	6,18,983	12,55,059	3,81,629
Vehicles	53,30,449	42,54,380	95,84,829	26,41,544	7,26,630	33,68,174	62,16,655	23,47,461
<b>Total</b>	<b>7,08,59,858</b>	<b>62,76,554</b>	<b>7,71,36,412</b>	<b>4,65,24,349</b>	<b>23,20,979</b>	<b>4,88,45,328</b>	<b>2,82,91,084</b>	<b>2,39,94,065</b>
Previous year figures	6,73,98,005	34,61,849	7,08,59,858	4,50,86,034	17,79,759	4,68,65,793	2,39,94,065	2,23,11,971

**Note No. 11 Inventories (At Cost)**

₹ in rupees

Particulars	As at 31 <sup>st</sup> March 2017	As at 31 <sup>st</sup> March 2016
Raw Material	3,38,15,280.00	2,90,72,963
Stock in Process	4,92,85,888.00	1,66,62,602.00
Finished Goods	2,06,49,768.00	6,19,965.00
<b>Total</b>	<b>10,37,50,936.00</b>	<b>4,63,55,530.00</b>

<b>Note No. 12 Trade Receivables</b>		
		As at 31 <sup>st</sup> March 2017
Particulars	As at 31 <sup>st</sup> March 2017	As at 31 <sup>st</sup> March 2016
<b>(Unsecured &amp; Secured Goods)</b>		
Outstanding for a period of exceeding Six months from the date they are due for payment	89,00,291.00	1,66,43,069.00
Other Debts	6,00,43,001.00	4,65,85,776.00
<b>Total</b>	<b>6,89,43,292.00</b>	<b>6,32,28,845.00</b>

<b>Note No. 13 Cash and Cash Equivalents</b>		
		₹ in rupees
Particulars	As at 31 <sup>st</sup> March 2017	As at 31 <sup>st</sup> March 2016
<b>Balance with banks</b>		
Fixed deposit in banks	19,49,9521.00	28,49,483.00
Bank balance in Current Account	2,00,840.00	2,07,730.00
<b>Total</b>	<b>1,97,00,361.00</b>	<b>30,57,213.00</b>
<b>Cash in hand</b>		
Cash in hand	6,01,826.00	1,80,009.00
<b>Total</b>	<b>6,01,826.00</b>	<b>1,80,009.00</b>
<b>Total</b>	<b>2,03,02,187.00</b>	<b>32,37,222.00</b>

<b>Note No. 14 Short Term Loans &amp; Advances</b>		
		₹ in rupees
Particulars	As at 31 <sup>st</sup> March 2017	As at 31 <sup>st</sup> March 2016
Advance payment to supplier of goods	84,02,350.00	44,22,332.00
Advance payment for other expenditure	5,66,024.00	6,67,357.00
Advance payment of Taxes/Under Protest	0.00	0.00
Advance against Rent	15,000.00	15,000.00
Security deposits	22,77,510.00	7,803.00
Other Expenses	95,880.00	0.00
<b>Total</b>	<b>1,13,56,764.00</b>	<b>51,12,492.00</b>

<b>Note No. 15 Revenue from Operation Sales of Products</b>		
		₹ in rupees
Particulars	As at 31 <sup>st</sup> March 2017	As at 31 <sup>st</sup> March 2016
<b>**Revenue</b>		
Manufactured goods (lubricants)	20,03,51,702.00	20,55,87,973.00
<b>Total</b>		<b>20,55,87,973.00</b>

<b>Note No. 16 Other Income (Operative)</b>		
		₹ in rupees
Particulars	As at 31 <sup>st</sup> March 2017	As at 31 <sup>st</sup> March 2016
Incineration of Hazardous waste	2,87,92,198.00	3,40,86,999.00
Interest receipt	1,05,279.00	71,678.00
<b>Total</b>	<b>2,88,97,477.00</b>	<b>3,41,58,677.00</b>

<b>Note No. 17 Cost of Raw Material Consumed</b>		
		₹ in rupees
Particulars	As at 31 <sup>st</sup> March 2017	As at 31 <sup>st</sup> March 2016
Inventory at the beginning of the year	2,90,72,963.00	3,68,09,955.00

<b>**Add:</b> Purchases during the Year	24,66,98,507.00	19,18,01,078.00
<b>**Less:</b> Inventory at the end of the year	8,25,41,914.00	2,90,72,963.00
<b>Cost of Raw Material Consumed</b>	<b>19,32,29,556.00</b>	<b>19,95,38,070.00</b>

<b>Note No. 18 Changes in Inventories</b> ₹ in rupees		
<b>Particulars</b>	<b>As at 31<sup>st</sup> March 2017</b>	<b>As at 31<sup>st</sup> March 2016</b>
<b>**Opening stock</b>		
Finished Goods	1,66,62,602.00	1,33,21,280.00
Work-in-Progress	6,19,965.00	8,19,965.00
	<b>1,72,82,567</b>	<b>1,41,41,245.00</b>
<b>**Closing Stock</b>		
Finished Goods	2,06,49,768.00	1,66,62,602.00
Work-in-Progress	5,59,254.00	6,19,965.00
	<b>2,12,09,022.00</b>	<b>1,72,82,567.00</b>
<b>(Increase)/decrease in inventories</b>		
Work-in-Progress	(39,26,455.00)	(31,41,322.00)
<b>Total</b>	<b>(39,26,455.00)</b>	<b>(31,41,322.00)</b>

<b>Note No. 19 Employee Benefit Expenses</b> ₹ in rupees		
<b>Particulars</b>	<b>As at 31<sup>st</sup> March 2017</b>	<b>As at 31<sup>st</sup> March 2016</b>
Salary Wages & Bonus	56,53,016.00	59,06,581.00
Contribution to Provident Fund & ESI	1,17,977.00	94,991.00
Staff Welfare Expenses	1,27,312.00	29,787.00
<b>Total</b>	<b>58,98,305.00</b>	<b>60,31,359.00</b>

<b>Note No. 20 Finance Cost</b> ₹ in rupees		
<b>Particulars</b>	<b>As at 31<sup>st</sup> March 2017</b>	<b>As at 31<sup>st</sup> March 2016</b>
<b>**Cost</b>		
Interest on Bank borrowing	49,16,092.00	13,15,337.00
<b>Total</b>	<b>49,16,092.00</b>	<b>13,15,337.00</b>

<b>Note No. 21 Other Expenses</b> ₹ in rupees		
<b>Particulars</b>	<b>As at 31<sup>st</sup> March 2017</b>	<b>As at 31<sup>st</sup> March 2016</b>
Travelling & Conveyance Expenses	9,34,371.00	6,36,616.00
Repair, Running & Maintenance Expenses	4,92,283.00	3,94,846.00
Postage, Telephone & Telegram Expenses	3,60,149.00	3,67,105.00
Insurance Charges	2,26,131.00	1,84,849.00
Legal & Professional Charges	4,37,847.00	1,20,220.00
Rent, Rates & Taxes	26,15,063.00	35,03,559.00
Printing & Stationary	1,77,296.00	60,863.00
Selling & Distribution Expenses	41,60,677.00	79,18,219.00
Payment to Auditors	59,500.00	76,968.00
Other Expenses	72,90,708.00	68,63,482.00

Service Tax	0.00	5,90,581.00
<b>Total</b>	<b>1,67,54,027.00</b>	<b>2,07,17,308.00</b>

<b>Note No. 22 Earning Per Shares</b>		
<b>Particulars</b>	<b>As at 31<sup>st</sup> March 2017</b>	<b>As at 31<sup>st</sup> March 2016</b>
Net Profit after tax	47,20,601.00	50,53,163.00
Number of shares used in computing EPS (Basic)	2465312	2465312
Earnings per share after tax (Basic)	1.91	2.05
Face Value per share	10.00	10.00

**Note:**

- The Company has issued 315000 convertible warrants to promoters on preferential basis and the warrants are converted into equity shares
- Further these shares are not considered for calculation of EPS due to permission of these for listing shares is pending with Mumbai Stock Exchange Ltd.
- Other income includes Rs. 28,792,198.33/- (Previous year Rs 3,40,86,999/-) received from operations carried out by the company on Hazardous Waste Management.
- The Company has issued 3,15,000 convertible warrants to promoter on preferential basis at Rs. 23.00 per warrant out of which all 3,15,000 warrants are converted in to equal number of equity shares. This issue is subject to listing permission by Bombay Stock Exchange which is still awaited.
- Depreciation has been provided on SLM basis at the rates prescribed in Schedule XIV of the Companies Act 2013 as amended by Notification No. GSR 756 (E) dated 16.12.1993 and where there is an addition, the same has been provided on pro-rata basis.
- Provision for liabilities of Gratuity payable has not been made, as the same shall be accounted for as and when it will be paid.
- Information pursuant to Para 3,4c and 4-d of the part II of Schedule-VI of the Companies Act, 2013. Out go of foreign currency was for Rs.4,92,59,636/- on account of lubricants imported and the income was Rs. 23,87,604/-

<b>CLASS OF GOODS MANUFACTURED</b>				
<b>S.No.</b>	<b>Particulars</b>	<b>Unit</b>	<b>Current Year</b>	<b>Previous Year</b>
a.	Licensed/Installed Capacity (R.M Feed Rate Per Annum) - Lubricating Oil/Fuel Oil	KL	18000.00	18,000.00

b.	Actual Production/Purchases - Lubricating Oil/ Grease/others	KL	3150.794	3778.59	
		<b>Current Year</b>		<b>Previous Year</b>	
		<b>QTY.KL</b>	<b>Value (Rs. In Lacs)</b>	<b>QTY.KL</b>	<b>Value (Rs. In Lacs)</b>
c.	Opening Stock - Lube oil/Grease /others	174.11	166.62	165.27	133.21
d.	Sales - Lube Oil/Grease/others	3121.553	2003.51	3769.75	2055.88
e.	Closing stock Lube Oil/Grease/Others	217.35	206.49	174.11	166.62

**\*\*32 Consumption of raw materials**

S.No.	Particulars	Current Year		Previous Year	
		QTY.KL	Value (Rs. In Lacs)	QTY.KL	Value (Rs. In Lacs)
(a)	Details of Consumption/				
	Purchase towards entire plant	--		--	--
	Operation	--		--	--
	Used oil/ Base oil	4484.751	2055.79	2022.85	1464.78
	Chemicals & Stores	--	71.41	--	115.99
	Packing Materials	--	136.54	--	242.97
		<b>4484.751</b>	<b>2263.74</b>	<b>2022.85</b>	<b>1823.74</b>
(b)	Aggregate Consumption/ Purchases of Raw Material	<b>Value (Rs. In Lacs)</b>	<b>Percentage</b>	<b>Value (Rs. In Lacs)</b>	<b>Percentage</b>
	Imported raw material (At Factory Delivered Cost)	541.63	26.35	844.67	46.32%
	Indigenous	1514.16	73.65	979.07	53.68%
	<b>Total</b>	<b>2055.79</b>	<b>100</b>	<b>1823.74</b>	<b>100</b>

- Information related to licensed and installed capacity, production etc.
- Segment Reporting: Company is engaged in sole activity of manufacturing and marketing of Lubricants, Greases and fuel oils. There is nothing to disclose with respect to



Accounting Standard dealing with “Segment Reporting” (AS-17), issued by the Institute of Chartered Accountants of India.

- Previous year figures have been regrouped or re-arranged where considered necessary.
- Following disclosure has been made as per the requirements of Accounting Standard 18 on “Related Party Disclosures” (As 18), issued by the Institute of Chartered Accountants of India-

Related Parties	Nature of Relationship	Transactions	Amount (Rs.) 2016-2017	Balance outstanding on 31.3.2017	Amount (Rs.) 2015-2016	Balance outstanding on 31.3.2016
M.L. Khandelwal Management	Managing Director	Remuneration Rent	12,00,000/- -	(4,29,26) -	11,75,000/- 1,08,000/-	(-)49,547/-
Balvinder Singh Guleri	Company Secretary	Remuneration	2,11,877/-	NIL	----	----
Navneet Khandelwal	Chief Executive officer	Salary Rent	9,00,000/- 2,88,000/-	NIL	9,00,000/- 1,80,000/-	(-)62479/-
Unique Techno Associates Pvt. Ltd.	Relative of key Management Personal	Purchase sales	42,72,146/- 1,44,72,729/-	1634934/-	1,70,15,71/ -	1,01,95,823/ -
Vikrant Khandelwal	Chief Financial Officer	Salary	7,80,000/-	NIL	7,86,960/-	(-)15,848/-

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

## SIGNIFICANT ACCOUNTING POLICIES

1. The financial statements of the Company have been prepared and presented in accordance with the generally accepted accounting principles under the historical cost convention on the accrual basis. These financial statements have been prepared as going concern and comply, in all material respects, with the Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014.
2. The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and reported amount of revenues and expenses during the reported period.

Differences between the actual results and estimates are recognized in the period in which the results are known /materialized.

**3. Sales:**

Sales exclude Excise Duty, Rebates, Discounts, and Claims etc.

**4. Fixed Assets :**

i) Fixed Assets are stated at cost.

ii) Depreciation - Depreciation is provided on straight line method over the useful life of Assets specified in Par C of Schedule II to the Companies Act, 2013 read with the Relevant notification issued by Department of Company Affairs

**5. Deferred Tax:**

Deferred Tax Provision made as per Accounting Standard.

**6. Exchange Fluctuations:**

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

**7. Inventories:**

Raw Materials, stock in process, finished goods are valued at lower of cost or net releasable value. Cost of stock in process and finished goods includes materials, labour, manufacturing over heads and other cost incurred in bringing the inventories to their present location. Stock of stores, consumables and packing materials are valued at cost.

**8. Contingent Liabilities:**

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

As per our Audit Report of even date Annexed

**For and on behalf of Board of Directors**

**R.P. Khandelwal & Associates**

**Chartered Accountants**

**FRN 001759C**

**Sd/-**

**R.P. Khandelwal**

Partner

**Sd/-**

**Madan Lal Khandelwal**

(Chairman & Managing Director)

DIN: 00414717

**Sd/-**

**Ram Nath Karol**

(Director)

DIN:00414741

**Sd/-**

**Radhika Khandelwal**

(Director)

DIN: 00414678

**Sd/-**

**Balvinder Singh Guleri**

(Company Secretary)

M.No. 44874

**Place: Jaipur**

**Date: 30<sup>th</sup> May, 2017**

## Continental Petroleums Limited

CIN NO.: L23201RJ1986PLC003704

**Regd Office:** A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur-302005 IN

**Phone:** 0141-222 22 32 **Website:** www.conpetco.com

**Email:** conpetco@gmail.com

Form No. MGT-11

PROXY FORM

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

<b>CIN</b>	<b>L23201RJ1986PLC003704</b>		
<b>Name of the Company</b>	<b>CONTINENTAL PETROLEUMS LIMITED</b>		
<b>Registered Office</b>	A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur-302005 (Raj.)		
<b>Name of the member (s)</b>			
<b>Registered Address</b>			
<b>E-mail ID</b>			
<b>Folio No /Client ID</b>		<b>DP ID</b>	

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

<b>Name</b>			
<b>Address</b>			
<b>E-mail ID</b>		<b>Signature</b>	

**OR FAILING HIM**

<b>Name</b>			
<b>Address</b>			
<b>E-mail ID</b>		<b>Signature</b>	

**OR FAILING HIM**

<b>Name</b>			
<b>Address</b>			

E-mail ID		Signature	
-----------	--	-----------	--

**As my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the Thirtieth First Annual General Meeting of the Company to be held on Wednesday, 27<sup>th</sup> September at A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur (Raj.) and at any adjournment thereof in respect of such resolutions as are indicated below:**

Resolution No.	Resolution
01.	<b>To receive consider and adopt:</b> the Audited Balance Sheet as on 31 <sup>st</sup> March, 2017 and Statement of Profit and Loss Account for the year ended on the date and the reports of the Board of Directors and Auditors thereon
02.	Appointment of Director in the place of Smt. Radhika Khandelwal (DIN No. 00414678) who retires by rotation and being eligible, offers himself for re-appointment.
03.	Appointment of M/S Gopal Sharma & Co. , Chartered Accountants, as Auditor for the financial Year 2017-2018
04.	Revision in the Remuneration of Mr. Vikrant Khandelwal, Chief Financial Officer
05.	Revision in the Remuneration of Mr. Navneet Khandelwal Khandelwal, Chief Executive Officer

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature of Shareholder (s): \_\_\_\_\_

Signature of Proxy Holder(s): \_\_\_\_\_

**AFFIX  
REVENUE  
STAMP**

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

## Continental Petroleums Limited

CIN NO.:L23201RJ1986PLC003704

**Regd Office:** A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur-302005 IN

**Phone:** 0141-222 22 32 **Website:** www.conpetco.com

**Email:** conpetco@gmail.com

### ATTENDANCE SLIP

I/We record my/our presence at the **Thirty First Annual General Meeting** to be held on Wednesday, the 27<sup>th</sup> September 2017, at 2:00 P.M at A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur-302005 (Rajasthan)

<b>NAME OF THE SHAREHOLDER/PROXY (In Block Letters)</b>	
<b>SIGNATURE OF THE SHAREHOLDER/PROXY</b>	

**NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue**

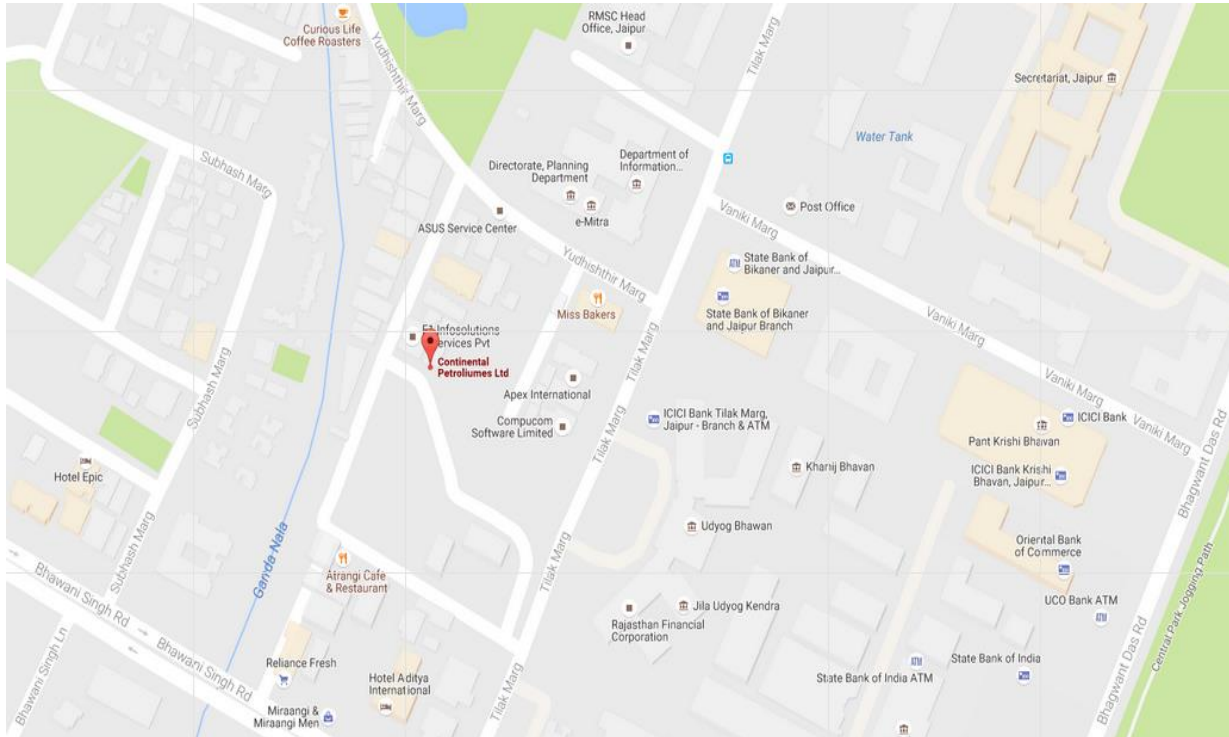
## Continental Petroleums Limited

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### For Further Information Kindly Refer:

<https://www.google.co.in/maps/place/Continental+Petroleums+Ltd,+A-2+A-2,+Opposite+Udyog+Bhawan,+Tilak+Marg,+Tilak+Marg,+C+Scheme,+Ashok+Nagar,+Jaipur,+Rajasthan+302001/@26.9022245,75.7988246,19z/data=!4m5!1m2!2m1!1scontinental+petroleums+limited+jaipur!3m1!1s0x396db4199053a3e9:0x57a97e07a1abacd3>

### AGM VENUE ADDRESS:-

**A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme,  
Jaipur-302005 Rajasthan**