

## **NOTICE TO THE SHAREHOLDERS**

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of Continental Chemicals Limited will be held on Tuesday, the 22<sup>nd</sup> September 2015 at 4.00 P.M. at the Registered Office of the company at A-7, Sector-VII, Noida, Gautam Buddh Nagar, Pin. 201301 (U.P) to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Directors' Report for the year ended 31st March 2015, audited Statement of Profit and Loss for the year, Balance Sheet as on that date, and the Report of the Auditors thereon.

2. To appoint a Director in place of Ms. Sunaina Chibba (DIN : 00370454), who retires by rotation and being eligible, offers herself for re-appointment.

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

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

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

### **SPECIAL BUSINESS**

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

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

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

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

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

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

(a) Consideration: The price for sale of the products of the Company shall be negotiated by and agreed to both parties between 60% to 85% of the original values of the IECL contract with its client, depending upon the type of requirements and the work involved for IECL and the Company.

(b) Payment Schedule: Within 30 days from the date of invoice of the Company.

(c) Advance received : Rs. 1010101 as on 1<sup>st</sup> August

(d) Nature, material terms and particulars of the arrangement : The contract is for providing Software services of the Company.

(e) Duration of the contract : The term of contract will be applicable for all times to come until terminated by any party."

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

#### **6. To Approve Related Party Transactions**

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

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

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

By Order of the Board of Directors

Sd/-  
Pratima Agarwal  
Company Secretary

PLACE : NOIDA  
DATE : 13.08.2015

**NOTES:**

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. **A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself. The proxy need not be a member of the company. A blank form of proxy is enclosed and if intended to be used, it should be deposited duly completed at the registered office of the company not less than forty eight hours before the scheduled time of the meeting.**  
**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
3. Corporate members intending to send their authorized representative to attend the meeting are requested to send the Company a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
4. In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Registers of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 21.09.2015 to 22.09.2015 (Both days inclusive).
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
7. In terms of Section 72 of the Companies Act, 2013, the shareholders of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit nomination in Form SH-13.
8. The Company has entered into agreements with CDSL to offer depository services to the Shareholders. Shareholders can open account with any of the depository participants registered with CDSL.
9. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to the Company Secretary in advance.
10. Members are requested to bring their copies of Annual Report at the meeting, as extra copies will not be supplied.
11. Pursuant to the requirement of the listing agreement, the Company declares that its equity shares are listed on the stock exchanges at Bombay Stock Exchange, Uttar Pradesh Stock Exchange and Delhi Stock Exchange.
12. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.
13. As a part of "Green initiative in the Corporate Governance", The Ministry of Corporate Affairs vide its circular nos. 17/2011 and 1/2011 dated 21.04.2011 and 29.04.2011, respectively, has permitted the companies to serve the documents, namely, Notice of General Meeting, Balance Sheet, Statement of Profit & Loss, Auditors' Report, Directors' Report, etc., to the members through e-mail. The shareholders holding shares in physical form are requested to register their e-mail address with the Registrar & Share Transfer Agents by sending duly signed request letter quoting their folio no., name and address. In case of shares held in demat form, the shareholders may register their e-mail addresses with their DPs (Depository Participants).
14. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website [www.continentalchemicalsltd.com](http://www.continentalchemicalsltd.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Noida for inspection during normal business hours on working days. Even after registering for communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [info@continentalsoft.com](mailto:info@continentalsoft.com), [compliance@continentalsoft.com](mailto:compliance@continentalsoft.com).

**15. Voting through electronic means**

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e- Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited(CDSL).
- B. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- C. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- D. The remote e-voting period commences on 19<sup>th</sup> September, 2015 (09:00 am) and ends on 21<sup>st</sup> September, 2015 (05:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15<sup>th</sup> September, 2015, may cast their vote by remote evoting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

**The instructions for shareholders voting electronically are as under:**

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

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to</li> </ul>

	<ul style="list-style-type: none"> <li>use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>
(v)	After entering these details appropriately, click on "SUBMIT" tab.
(vi)	Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
(vii)	For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
(viii)	Click on the EVSN for the relevant Continental Chemicals Limited on which you choose to vote.
(ix)	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.
(x)	Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
(xi)	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.
(xii)	Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
(xiii)	You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
(xiv)	If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
(xv)	<p>Note for Non – Individual Shareholders and Custodians</p> <ul style="list-style-type: none"> <li>Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <a href="http://www.evotingindia.com">www.evotingindia.com</a> and register themselves as Corporates.</li> <li>A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>.</li> <li>After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.</li> <li>The list of accounts linked in the login should be mailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> and on approval of the accounts they would be able to cast their vote.</li> <li>A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.</li> </ul>
(xvi)	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 <a href="http://www.evotingindia.com">www.evotingindia.com</a> , under help section or write an email to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> .

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

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

**ITEM NO. 4**

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

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

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

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

**ITEM NO. 5**

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

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

(a) Name of the related party	Interads E Communications Limited (IECL)
(b) Name of the director or Key Managerial personnel who is related	Mr. Naresh Kumar Chibba and Ms. Sunaina Chibba Directors of the Company. Except for this, no director or key managerial personnel is related
(c) Nature of relationship	Naresh K Chibba and Sunaina Chibba Directors of the Company are shareholder and relative of Directors are Director in IECL
(d) Consideration	The price for sale of the products of the Company shall be negotiated by and agreed to both parties between 60% to 85% of the original values of the IEC contract with its client,
(e) Payment Schedule :	IECL shall pay consideration within 30 Days
(f) Advance	Rs. 1010101 as on 1 <sup>st</sup> August 2015
(g) Nature, material terms and particulars of the arrangement :	The Contract is for providing software services of Company
(h) Duration of the contract	The term of contract will be applicable for all times to come until terminated by any party
(i) Any other information relevant or important for the members to make a decision on the proposed transaction	IECL helps in securing business from abroad.

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

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

**ITEM No. 6**

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

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

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

PLACE : NOIDA

DATE : 13.08.2015

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

**Continental Chemicals Ltd.**

**A-7 , Sector - VII, NOIDA**

**Pin -201301**

**Distt. : Gautam Budh Nagar**

**U.P**

REGD. FOLIO NO. ....

**ATTENDANCE SLIP**

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

NO. OF SHARES HELD :

NAME OF PROXY :  
(If applicable )

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

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

**PROXY FORM**

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

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

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

1. Name :..... Address:.....  
.....E.mailID:.....Signature:.....or failing him

2. Name :..... Address:.....  
.....E.mailID:.....Signature:..... or failing him

3. Name :..... Address:.....  
.....E.mailID:.....Signature:.....as my/our proxy to attend and vote(on a poll) for me/us

and on my/our behalf at the 30<sup>th</sup> Annual General Meeting of the Company, to be held on the 22<sup>nd</sup> September, 2014 at 4.00 P.M at A-7, Sector VII, Noida, Gautam Budh Nagar, U.P – 201301 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1:.....2:.....3:.....4:.....5:.....  
.....6:.....

Signed this.....day of .....2015

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

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

Route Map

