

**CONTINENTAL PETROLEUMS LIMITED**

**CIN NO.: L23201RJ1986PLC003704**

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

**Phone No.:** 0141-222 2232; **Fax No.:** 0141-2221961

**Website:** www.conpetco.com; **Email:** conpetco@gmail.com

**NOTICE**

**NOTICE** is hereby given that 32<sup>nd</sup> Annual General Meeting of the Members of Continental Petroleums Limited will be held on Thursday, 27<sup>th</sup> September, 2018, at 02:00 P.M. at Registered office of the Company at A-2 Opp. Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur, Rajasthan -302005 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, 2018, together with the Board's Report and Auditor's Report thereon of the Companies Act, 2013
2. To appoint Director in place of Mrs. Radhika Khandelwal (DIN: 00414678) who retires by rotation and being eligible, offers herself for re-appointment.
3. **Appointment of and Fixation of the remuneration of the Statutory 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 Section 139, 142 of Companies Act, 2013, and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactments or modifications thereof, **M/s Gopal Sharma & Co, Chartered Accountants (FRN: 002803C)**, be and is hereby appointed as the Statutory Auditor of the Company for a term of four consecutive years i.e. FY 2018-19 to FY 2021-2022 and who shall hold office from the conclusion of 32<sup>nd</sup> Annual General Meeting till the conclusion of 36<sup>th</sup> Annual General Meeting of the Company, at such remuneration as may be decided by the Board in consultation with Audit Committee."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to sign and file e-forms with the concerned Registrar of Companies and to do all such acts, deeds, and things as may be necessary to give effect to this resolution."

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

**Date: August 30, 2018  
Place: Jaipur**

**Sd/-  
Sonali Jain  
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 Members and Share Transfer Books of the Company will remain closed from **21<sup>st</sup> September, 2018 to 27<sup>th</sup> September, 2018** (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** (Registrar And Transfer Agent) having office at Beetal House, 3<sup>rd</sup> 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, 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, 2018** 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 2018**, 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 2017-18 will also be available on the Company website [www.conpetco.com/www.contol.in](http://www.conpetco.com/www.contol.in) 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 32<sup>nd</sup> Annual General Meeting (AGM) by electronic means. The members whose names appear in register of members as on **20<sup>th</sup> September 2018**, 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 24<sup>th</sup> September, 2018 and will end at 5.00 P.M. on 26<sup>th</sup> September, 2018**. 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/Members" tab.
- **Now Enter your user ID**
  - ✓ For CDSL: 16 digits 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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat and physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant requested to use the first two letters of their name and the 8 digits of 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>
<b>Dividend Bank Details Or Date Of Birth</b>	<p>Enter the Dividend Bank or Details 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 Dividend Bank Details filed as mentioned in instructions</li> </ul>

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach to '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 to decide to vote, 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.
- Shareholders can also cast their vote using CDSL’s mobile app **m-Voting** available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. i Phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- **Notes for Non-Individual Shareholders & Custodians:**
  - ✓ Non- Individual 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 should be emailed 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 account(s) for which they wish to vote on.
  - ✓ The list of accounts linked in the login should be mailed to “[helpdesk.evoting@cdslindia.com](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 favor or against , if any, forthwith to the Chairman of the Company.
- The Results of e-voting shall be declared on or after the AGM of the Company and the Results shall be declared with Scrutinizer Report and shall be placed on the Website of the Company i.e. [www.contol.in](http://www.contol.in) or

[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 shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 a.m. to 5:00 p.m.) on all working days, up to and including the date of the Annual General Meeting of the Company.

Additional Information pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Requirements) Regulations, 2015, with regards to the Director who retires by rotation and recommended for re-appointment at this Meeting is as follows:

**Re-appointment of Radhika Khandelwal**

Radhika Khandelwal has been on the Board of Directors of the Company from 30<sup>th</sup> August, 2011. She is member of the Audit Committee, Nomination and Remuneration Committee and Share Transfer Committee and Chairman of Stakeholder Relationship Committee.

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

Particulars	Radhika Khandelwal
Disclosure of Relationships Between Directors/KMP inter-se;	Madan Lal Khandelwal, and Navneet Khandelwal is relative of Radhika Khandelwal.
Listed Companies in which she holds Directorships, Memberships and Chairmanship	NIL
Shareholding in the Company	2.21%
Qualifications	Graduate
Designation	Non- Executive Director
Age	45
Date of first appointment on the Board	30 <sup>th</sup> August, 2011

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

Date: August 30, 2018  
Place: Jaipur

Sd/-  
Sonali Jain  
Company Secretary

**CONTINENTAL PETROLEUMS LIMITED**

**CIN NO.: L23201RJ1986PLC003704**

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

**Phone No.:** 0141-222 2232; **Fax No.:** 0141-2221961

**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>	<b>A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur-302005 (Raj.)</b>		
<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/ HER**

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

**OR FAILING HIM/ HER**

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

<b>E-mail ID</b>		<b>Signature</b>	
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**As my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the 32<sup>nd</sup> Annual General Meeting of the Company to be held on Thursday, 27<sup>th</sup> September, 2018 at 02:00 P.M. at A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur- 302005 Rajasthan, India and at any adjournment thereof in respect of such resolutions as are indicated below:**

<b>Resolution No.</b>	<b>Resolution</b>
01.	To receive consider and adopt the Audited Balance Sheet as on 31 <sup>st</sup> March, 2018 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 Mrs. Radhika Khandelwal (DIN No. 00414678) who is liable to retire by rotation and being eligible, offers herself for re-appointment.
03.	Appointment of and Fixation of the remuneration of the Statutory Auditor

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

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

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



**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 Annual General Meeting.**

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**CIN NO.: L23201RJ1986PLC003704**

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**Phone No.:** 0141-222 2232; **Fax No.:** 0141-2221961

**Website:** www.conpetco.com; **Email:** conpetco@gmail.com

**ATTENDANCE SLIP**

I/We record my/our presence at the **Thirty Second (32<sup>nd</sup>) Annual General Meeting** to be held on Thursday, 27<sup>th</sup> September 2018, at 02:00 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>NO. OF SHARES HELD</b>	
<b>FOLIO NO.</b>	
<b>DP ID NO.*</b>	
<b>CLIENT ID NO.*</b>	
<b>SIGNATURE OF THE SHAREHOLDER/PROXY</b>	

\*Applicable for members holding shares in electronic form.

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

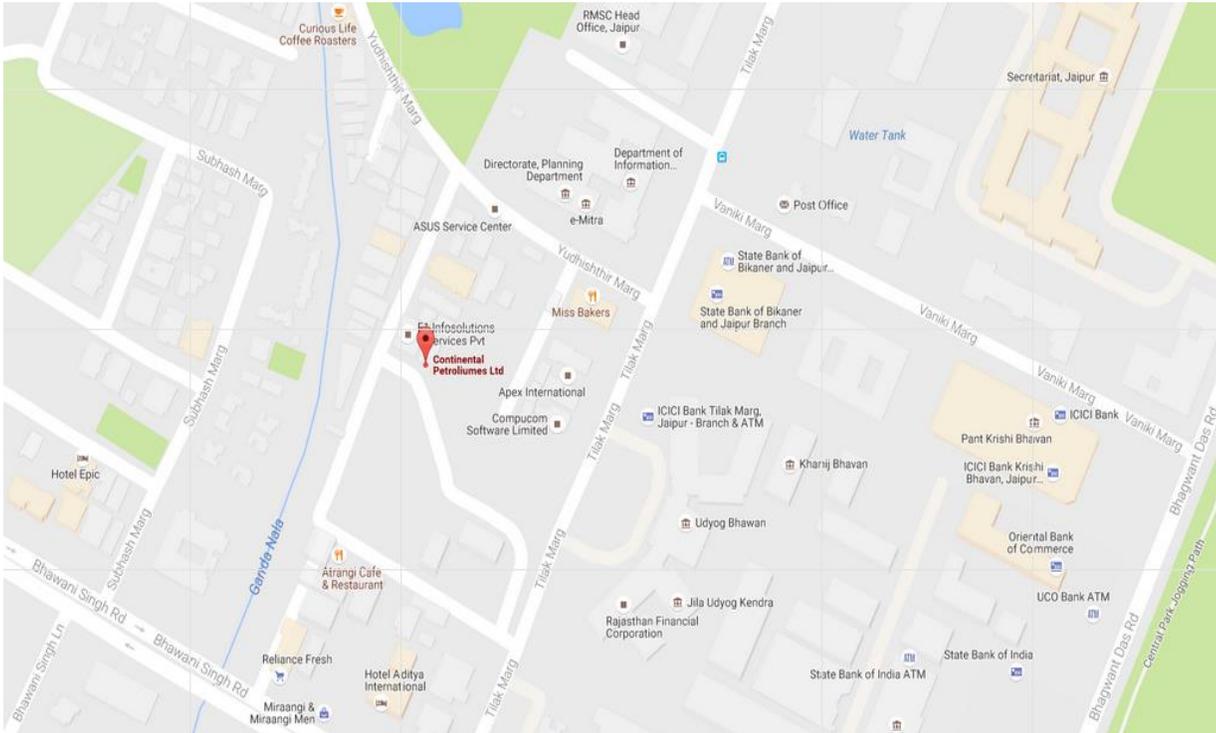
**CONTINENTAL PETROLEUMS LIMITED**

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**Website:** www.conpetco.com; **Email:** conpetco@gmail.com



**For Further Information Kindly Refer:**

<https://www.google.co.in/maps/place/Continental+Petroleiums+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!3m!1s0x396db4199053a3e9:0x57a97e07a1abacd3>

**AGM VENUE ADDRESS:-**

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