

# 33<sup>rd</sup> ANNUAL REPORT 2018-19

CONTINENTAL PETROLEUMS LIMITED



## *Contol*

*Lubricants- Accelerating Performance*

Automotive oils | Industrial oils | Greases | Specialty oils



CIN:L23201RJ1986PLC003704

Regd Office: A-2 Opp. Udyog Bhawan, Tilak Marg, C-Scheme Jaipur - 302005 Rajasthan (India)  
[www. Contol.in](http://www.Contol.in), [www.conpecto.com](http://www.conpecto.com) Email: [conpecto@gmail.com](mailto:conpecto@gmail.com) Phone: 91-141-222 2232



Automotive  
Lubricants  
& Specialities



Automotive  
& Industrial  
Greases



Industrial  
Lubricants &  
Fuels





# 2018 -2019

## CONTINENTAL PETROLEUMS LIMITED

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*Automotive oils | Industrial oils | Greases | Specialty oils*



## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

***Madan Lal Khandelwal***  
***(Chairman and Managing Director)***

***Radhika Khandelwal***  
***(Non- Executive Director)***

***Ram Nath Karol***  
***(Independent Director)***

***Goverdhan Dass Sethi***  
***(Independent Director)***

### **KEY MANAGERIAL PERSONNEL**

***Vikrant Khandelwal***  
***(Chief Financial officer)***

***Navneet Khandelwal***  
***(Chief Executive Officer)***

### **STATUTORY AUDITORS**

***GOPAL SHARMA & Co.,***  
***(Chartered Accountants)***

G-2, Golden Palace, Plot NP. L-2-A, Krishna Marg,  
C-Scheme, Jaipur, Rajasthan- 302001

**Tel.:** 0141-2360700

**Email:** [gopalsharmaco@gmail.com](mailto:gopalsharmaco@gmail.com)

**REGISTRARS & SHARE TRANSFER AGENTS**  
**BEETAL FINANCIAL & COMPUTER SERVICES PVT. LTD.**

Beetal House, 3<sup>rd</sup> Floor, 99, Madangir,

Near Dada Harsukhdas Mandir,

New Delhi, Delhi-110062

**Tel. :** 011 - 29961281 / 29961282

**Fax. :** 011 - 29961284

**Email :** [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com)

**Website :** [www.beetalfinancial.com](http://www.beetalfinancial.com)

**REGISTERED OFFICE ADDRESS:**

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

**Tel. :** 0141-222232

**Fax. :** 0141-2221961

**Email :** [conpetco@gmail.com](mailto:conpetco@gmail.com)

**Website :** [www.conpetco.com](http://www.conpetco.com)

**FACTORY PREMISES:**

Plot No. A-166 & F-162-165,  
RIICO Indl. Area, Behror- Rajasthan 301707

**Tel. :** 01494-220018

**Banker**

**HDFC BANK LIMITED**





# Contol

Lubricants-Accelerating Performance

## PRODUCT RANGE



## *Chairman Speech*

**Dear Shareholders.**

I Madan Lal Khandelwal, welcome all of you to the 33rd Annual General Meeting of "Continental Petroleum Limited". As you know we have always strived to provide value added products & services to the market, with focus to satisfy the customer needs. Our strength lies in our ability, flexibility & passion to customize Petroleum Lubricants, Greases, Specialty products, Fuels & Solvents to suit & exceed our customers' requirements.

Our unique ability is to provide world class quality products at competitive & affordable values & provide high quality customer services.

At CPL we have always strived to build value-based relationship with our customers, supplies, employees, shareholders & stakeholders past, present & will endeavor to continue this pursuit in the future.

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.

I would also like to take this opportunity to thank all our stakeholders who have contributed to the Company completing its remarkable 33 years in 2019. While we continue to draw inspiration from our past, we remain determined to meet the challenges of the future.

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



# Corporate Information

## Vision

- **Performance Driven:**-To strive to deliver superior products in the most efficient & effective manner.
- **Simplicity & Humility:**-To maintain a friendly attitude with all stake holders & follow the belief of building business by Trust, Reliability & Values on a long term vision.

To be a leading Domestic & Global player in the field of Petroleum Specialty & Performance Products business. Grow by implementation of meaningful customer value proposition combined with innovative product development & technical solution. Enhancing our manufacturing infrastructure, marketing & sales reach.

## A: General Information about the Company

QUESTION		INFORMATION/REFERENCE SECTION
1	Corporate Identity Number (CIN) of the Company	L23201RJ1986PLC003704
2	Name of the Company	CONTINENTAL PETROLEUMS LIMITED
3	Registered address	A-2, OPP. UDOYG BHAWAN, TILAK MARG, C-SCHEME, JAIPUR RJ 302005 IN
4	Website	www.contol.in
5	E-mail id	cs.conpetco@gmail.com
6	Financial Year reported	1st April, 2018 to 31st March, 2019
7	Sector(s) that the Company is engaged in	Production of liquid or gaseous fuels, illuminating oils, lubricating oils or greases or other products from crude petroleum or bituminous minerals
8	List three key products/services that the Company manufactures/ provides (as in balance sheet)	Production of liquid or gaseous fuels, illuminating oils, lubricating oils or greases or other products from crude petroleum or bituminous minerals
9.	Markets served by the Company Local/State/National/International	India

## B: Financial Details of the Company

QUESTION		INFORMATION/REFERENCE SECTION
1	Paid up Capital (INR)	27803120
2	Total Turnover (INR)	493305650
3	Total profit after taxes (INR)	7155016

## C: Other Details

QUESTION		INFORMATION
1	Does the Company have any Subsidiary Company/ Companies?	No,
2	Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	No
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	No

## D: BR Information

QUESTION		INFORMATION
1.	Details of Director/Directors responsible for BR	<ul style="list-style-type: none"> <li>DIN Number – 00414717</li> <li>Name - Mr. Madan Lal Khandelwal</li> <li>Designation – Chairman and Managing Director</li> </ul>
		<ul style="list-style-type: none"> <li>DIN Number – 00414678</li> <li>Name - Mrs. Radhika Khandelwal</li> <li>Designation – Non- Independent Director</li> </ul>
		<ul style="list-style-type: none"> <li>DIN Number – 00414741</li> <li>Name - Mr. Ram Nath Karol</li> <li>Designation –Independent Director</li> </ul>
		<ul style="list-style-type: none"> <li>DIN Number – 01216222</li> <li>Name - Mr. Goverdhan Dass Sethi</li> <li>Designation – Independent Director</li> </ul>

## E: financial Summary

View in (Million)

Particulars	March 2019	March 2018	March 2017	March 2016	March 2015
Revenue	35.04	55.54	22.91	23.97	27.73
Other Income	14.86	--	0.01	0.01	0.02
<b>Total Income</b>	<b>49.89</b>	<b>55.54</b>	<b>22.93</b>	<b>23.98</b>	<b>27.74</b>
Expenditure	-48.49	-53.83	-22.05	-22.94	-26.58
Interest	-2.04	-0.75	-0.49	-0.13	-0.16
PBDT	1.40	1.72	0.88	0.90	1.00
Depreciation	-0.34	-0.31	-0.23	-0.18	-0.16
<b>PBT</b>	<b>1.06</b>	<b>1.41</b>	<b>0.65</b>	<b>0.72</b>	<b>0.84</b>
Tax	-0.34	-0.46	-0.17	-0.22	-0.20
<b>Net Profit</b>	<b>0.72</b>	<b>0.94</b>	<b>0.47</b>	<b>0.51</b>	<b>0.64</b>
Equity	2.78	2.78	2.78	2.78	2.78
EPS	2.90	3.83	1.91	--	2.60
CEPS	3.79	4.51	2.53	2.46	2.87
OPM %	3.99	3.09	3.83	4.31	4.18
NPM %	2.04	1.70	2.06	2.11	2.32

## DIRECTOR'S REPORT

To  
The Members,

### CONTINENTAL PETROLEUMS LIMITED

Your Directors have pleasure in presenting the 33<sup>rd</sup> Annual Report of your Company along with the Audited Statements of Accounts for the year ended 31<sup>st</sup> March, 2019.

#### 1. FINANCIAL RESULTS:

Financial Results	in Rupees	
PARTICULARS	Year Ended 31 <sup>st</sup> March, 2019	Year Ended 31 <sup>st</sup> March, 2018
<b>Business Income</b>	493,305,650.00	551,850,783.00
<b>Other Income</b>	5,617,203.00	3,584,372.00
<b>Total Income</b>	<b>498,922,853.00</b>	<b>555,435,155.00</b>
Profit/(Loss) before Interest, Depreciation and Tax	14245792	17238099
<b>Less: Interest (finance cost) Depreciation</b>	20418427	<b>10618120</b>
Profit/(Loss) before tax	<b>10,858,190.00</b>	14,141,387.00
Exceptional Item	268,915.00	<b>87,804.00</b>
<b>Less: Current Tax Deferred Tax</b>	3,434,259.00	<b>4,609,954.00</b>
<b>Profit/(Loss) for the period</b>	<b>7,155,016.00</b>	<b>9,443,629.00</b>
<b>Balance brought forward from the previous year</b>	<b>51,025,904.00</b>	41,582,275.00
<b>Capital Reserve</b>	35,200	<b>35,200</b>
Total balance carried to Balance Sheet	58,180,920.00	51,025,904.00

Notes : The above figures are extracted from the standalone and consolidated financial statements prepared in compliance with the Indian Accounting Standards (Ind AS) and comply with all aspects of the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015 (amended) ] and other relevant provisions of the Act.

#### 2. OPERATIONS:

During the year under review the Company has generated Rs. 49,33,05,650/- as revenue from operations against Rs 55,18,50,783/- in the previous year. The profit after tax (PAT) attributable to shareholders for financial year 2019 is Rs. 71,55,016 /- as against net profit of Rs. . 94,43,629/- in the previous year. There was decrease in net profit by 10.60 %

#### 3. STATE OF COMPANY'S AFFAIRS:

Information on Companies operations is given in the Management Discussion & Analysis Report forming part of this Report.

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

There are no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

#### **5. CHANGE IN NATURE OF BUSINESS:**

There is no change in the nature of business during the financial year 2018-19.

#### **6. SUBSIDIARY/ASSOCIATE/ JOINT VENTURE COMPANY:**

The Company has no subsidiary, Associate, Joint Venture Company.

#### **7. CONSOLIDATED FINANCIAL STATEMENTS:**

As the Company does not have any subsidiary, Associate, and Joint Venture Company. There is no need to consolidate the Financial Statements.

#### **8. DIVIDEND:**

With the view to conserve the resources of Company the Directors does not recommend any dividend for the financial year 2018-19.

#### **9. RESERVES:**

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

#### **10. DEPOSITS:**

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

#### **11. 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 2018-19, the Company has not made any issue of equity shares with differential voting rights, Sweat Equity Shares and Employee Stock Option.

#### **12. DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013 with respect to Directors' Responsibility Statement it is confirmed that-



- a. In the preparation of the annual accounts, the applicable accounting standards had been Followed along with proper explanation relating to material departures;
- b. Such accounting policies have been selected and applied consistently and judgments
- c. and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- d. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- e. The annual accounts have been prepared on a going concern basis.
- f. That internal financial control was laid down to be followed and that such internal financial controls were adequate and were operating effectively.
- g. That proper system was devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**13. 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, size and complexity of its operations. Internal control system comprising of policies and procedures and designed to ensure reliability of financial reporting, timely feedback

**14. CORPORATE SOCIAL RESPONSIBILITY (CSR):**

The provisions of Section 135 of the Companies Act, 2013, relating to Corporate Social Responsibility does not apply to the Company.

**15. 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 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.

**16. CORPORATE GOVERNANCE:**

Your Company is committed to maintaining high standards of Corporate Governance and adhering to Corporate Governance requirements set out by the Securities and Exchange Board of India (SEBI).Your Company believes that Corporate Governance is application of the best management practices, compliance of law in true 'letter and spirit' and adherence to an ethical standards for effective management and distribution of wealth and discharge of social responsibility for sustainable development of all stakeholders.

A section on Corporate Governance along with a certificate from the Auditors confirming compliance of conditions of Corporate Governance as stipulated under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed and forms part of the Directors' Report.

#### **17. CEO/CFO CERTIFICATION :**

In accordance with the Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to corporate governance norms, Mr. Madan Lal Khandelwal, Managing Director and Mr. Vikrant Khandelwal, Chief Financial Officer, certified, inter-alia, on review of financial statements and establishing and maintaining internal controls for the financial reporting for the year ended March 31, 2019. The said certificate forms an integral part of the Annual Report.

#### **18. MANAGEMENT DISCUSSION & ANALYSIS REPORT:**

A detailed review of operations, performance and future outlook of the Company and its business is given under the Management Discussion and Analysis Report which forms an integral part of this Report and is set out as a separate section to this Annual Report.

#### **19. INTERNAL AUDITOR:**

**M/s Ajay Khandelwal & Associates** were appointed as an Internal Auditor of the Company for the financial year 2018-19 under the provisions of Companies Act, 2013 and he has completed the Internal Audit as per the scope defined by the Audit Committee.

#### **20. 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 of Company's code of conduct.

#### **21. RISK MANAGEMENT:**

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

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

#### **22. AUDITORS:**

##### **a. Statutory Auditors**

In accordance with Sec 139 of the Companies Act, 2013, **M/s Gopal Sharma & Co (FRN: 002803C)**, Chartered Accountant were appointed by the shareholders of the Company at the Annual General Meeting held on September 27, 2018, as Statutory Auditors for a period of 4 years to hold office from the conclusion of 32 AGM till the conclusion of the Annual General Meeting of the Company to be held in calendar year 2022.

The Ministry of Corporate Affairs vide its Notification dated May 7, 2018, has dispensed with the requirement of ratification of Auditor's appointment by the shareholders, every year. Hence, approval of the Members for the ratification of Auditor's appointment is not being sought at the ensuing Annual General Meeting

**b. 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.

**c. Secretarial Auditors:**

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

**d. Secretarial Audit Report:**

The Report of Secretarial Auditor is annexed with this report as **Annexure-B**.

In connection with the Auditor's observation in the report, it is clarified by the Board of Directors as under:

1. The Company has already made the application and reminder mails for listing of 315000 shares on BSE but does take any initiative action by it.

**23. DISCLOSURE ON CONFIRMATION WITH THE SECRETARIAL STANDARDS**

Your Directors confirm that the Secretarial Standards issued by the Institute of Company Secretaries of India have been duly complied with.

**24. EXTRACTS OF ANNUAL RETURN :**

The details forming part of the extract of the Annual Return in form MGT- 9 in accordance with Section 92 (3) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, as amended, is annexed herewith as '**Annexure C**' to the Board's Report.

**25. RELATED PARTY TRANSACTIONS:**

Related Party Transactions entered into during the Financial Year were on arm's length and in the 'ordinary course of business. There were no materially significant related party transactions made by the Company with the persons /related party(s) as defined under Section 2(76) of the Companies Act, 2013 which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions were placed before the Audit Committee and the Board for approval.

None of the Directors has any pecuniary relationship or transactions with the Company.

The particulars of contracts or arrangements with related parties as required under Section 134(3)(h) in prescribed Form AOC - 2 are annexed herewith as '**Annexure A**' to the Board's Report

## **26. 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.

## **27. 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. 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 there is no employee whose age is below 18 years of age.

## **28. DIRECTORS/KMP:**

In accordance with the provisions of Companies Act, 2013 Radhika Khandelwal, Director of the Company, is retiring by rotation at ensuing Annual General meeting and being eligible, offers herself for reappointment.

The resolution seeking approval of shareholders for Re appointment of Mr. Madan Lal Khandelwal as Managing Director and Mr. Goverdhan Dass Sethi and Mr. Ram Nath Karol as independent director of the company has been incorporated in the Notice of forthcoming Annual General Meeting. In accordance with the provisions of Companies Act,

The Company has received statutory declaration from the Independent Directors stating that they have met requisite criteria of independence as laid down under the provisions of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the under review, Mr. Balvinder Singh Guleri has resigned from the post of Company Secretary and Ms. Sonali Jain was appointed as Company Secretary & Compliance Officer of the company w.e.f. 30<sup>th</sup> June, 2019

Further, after the closure of the financial year but before the preparation of this report, Ms. Sonali Jain has resigned from the post of Company Secretary & Compliance Officer w.e.f 30<sup>th</sup> June, 2019.

The brief profile, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the Director eligible for appointment/ re-appointment forms part of the Corporate Governance Report.

The Company has Independent Directors on the Board and also one women Director as per requirement of Companies Act, 2013.



### **29. MEETINGS OF BOARD OF DIRECTORS:**

During the financial year 2018-2019, the Board of Directors met Six times. The details of the Board Meetings and the attendance of the Directors are provided in the Corporate Governance Report.

### **30. AUDIT COMMITTEE**

The Audit Committee comprises of three Non-Executive Directors, viz; Ram Nath Karol, Mr. Goverdhan Dass Sethi and Mrs. Radhika Khandelwal. The Chairman of the Committee is Mr. Ram Nath Karol. The composition and terms of reference of the Audit Committee are in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. The details of Audit Committee Meetings and attendance of Committee Members are provided in the Corporate Governance Report.

### **31. INDEPENDENT DIRECTORS MEETING:**

During the year under reference one meeting of Independent Directors was held on 12th February, 2019 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.

### **32. NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination & Remuneration Committee comprises of Mr. Ram Nath Karol as Chairman and Mr. Goverdhan Dass Sethi and Mrs. Radhika Khandelwal as members of the Committee. Mr. Madan Lal Khandelwal, Managing Director and Mr Vikrant Khandelwal, CFO are permanent invitees to the Committee. The details of Nomination & Remuneration Committee Meetings and attendance of Committee Members are provided in the Corporate Governance Report.

### **33. STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee consists of Mrs. Radhika Khandelwal, Non-Executive Director acting as Chairperson of the Committee and Mr. Goverdhan Dass Sethi and Mr. Ram Nath Karol, Independent Directors, as members of the Committee. The details of Stakeholders Relationship Committee Meetings and attendance of Committee Members are provided under Corporate Governance Report.

### **a 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 place and has 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. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. No complaint of sexual harassment was received during the financial year 2018-19.

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

Loans, guarantees or investments if any covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

### **35. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND EXPENDITURE**

The particulars regarding conservation of Energy, Technology Absorption and foreign exchange earnings and expenditure stipulated under section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rule 2014 is annexed as 'Annexure C' to the Board's Report.

### **36. ACKNOWLEDGEMENT**

Your Directors appreciate the contribution made by employees of the Company and acknowledge their hard work and dedication to ensure that the Company consistently performs well and remains a leading player in the Express Industry.

The Board of Directors wish to express their sincere appreciation and thanks to all customers, suppliers, banks, financial institutions, solicitors, advisors, Government of India, concerned State Governments and other authorities for their consistent support and cooperation extended to the Company during the year.

We are also deeply grateful to our shareholders for the confidence and faith that they have always placed on us. For and on behalf of the Board of Directors,

**For & on Behalf of Board of Directors  
CONTINENTAL PETROLEUMS LIMITED  
CIN: L23201RJ1986PLC003704**

**Date: 29/08/2019**

**Place: Jaipur**

**Sd/-  
Ram Nath Karol  
Director  
DIN:00414741**

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

## ANNEXURES TO DIRECTORS' REPORT

### 'ANNEXURE A'

#### FORM NO. AOC - 2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

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

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

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2019, which were not at arm's length basis.

#### 2. Details of material contracts or arrangement or transactions at arm's length basis:

Details of material contracts or arrangement or transaction at arm's length basis for the year ended March 31, 2019 are as follows:

S. No	Name	Nature of relationship	Nature of transaction	Amount of transaction
1.	Navneet Khandelwal	CEO	Interest	13,00,684/
			Rent	2,88,000/
2.	Unique Techno Associates Pvt Ltd	Relative of Key Management Personal	Purchase	3,55,03,964/
			Sales	90,44,461/
3.	Radhika Khandelwal	Director	Interest	6,72,000/

For & on Behalf of Board of Directors  
CONTINENTAL PETROLEUMS LIMITED  
CIN: L23201RJ1986PLC003704

Date: 29/08/2019

Place: Jaipur

Sd/-  
Ram Nath Karol  
Director  
DIN:00414741

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

## ANNEXURE-B

### FORM No. MR-3

#### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2019

*[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**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **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 compliances and expressing our opinion thereon.

Based on our verification of the Company's 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019, 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 ('SCRA') and the rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable;
  - A. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - B. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
  - C. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - D. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;



- E. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during the audit period)
- F. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
- G. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- H. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
- I. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)

VI. 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, 1963;
- I. The Right to Information Act 2005;
- J. The Sexual Harassment of Women at Workplaces (Prevention, Prohibition and Redressed) Act, 2013;
- K. The Employees Provident Fund Act, 1952
- L. The Payment of Gratuity Act, 1972
- M. The Income-tax Act, 1961
- N. The Maternity Benefit Act, 1961
- O. Goods & Services Tax
- P. And other applicable Laws

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

- i. **Secretarial Standards issued by the Institute of Company Secretaries of India; with regard to Meeting of Board Of Directors (SS-1) and General Meetings (SS-2) and Board Report(SS-10).**
- ii. **SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Listing agreements entered into by the company 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.*

We 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. There is no change in the composition of the Board of Directors during the period under review. Beside this,
- 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) All the decisions of the Board and Committees were carried out with requisite majority.

We further report that based on review of compliance mechanism established by the company and on the basis of Compliance Certificate(s) issued by the Company Secretary and taken on record by the board of directors at their meeting(s) , we are opinion 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:-

We further report that during the audit period there were no specific events/ actions which are having major bearing on the Company's affairs in pursuant of the above referred laws, rules, regulations, guidelines, standards.

\*Note: This report is to be read with my letter of even date which is annexed as "**Annexure - A**" which forms an integral part of this report.

**For MKGP & ASSOCIATES  
Company Secretaries**

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

**Date: 30/05/2019  
Place: Jaipur**

## ANNEXURE - A

To,

The Members,

**Continental Petroleums Limited**

Our Secretarial Audit Report of even date is to be read along with this letter.

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

**For MKGP & ASSOCIATES  
Company Secretaries**

Sd/-  
**Mahendra Prakash Khandelwal**  
(Partner)

FCS No.: 6266  
CP No.: 4459

**Date: 30/05/2019**  
**Place: Jaipur**

**FORM NO. MGT-9****EXTRACT OF ANNUAL RETURN****As on financial year ended on March 31, 2019***[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of Company (Management & Administration) Rules, 2014]***I. REGISTRATION AND OTHER DETAILS**

<b>1</b>	<b>Corporate Identity Number</b>	L23201RJ1986PLC003704
<b>2</b>	<b>Registration Date</b>	22/07/1986
<b>3</b>	<b>Name of the Company</b>	CONTINENTAL PETROLEUMS LIMITED
<b>4</b>	<b>Category/Subcategory of the Company</b>	Public Company Limited by Shares
<b>5</b>	<b>Address of the Registered office and contact details</b>	A-2, Opp. Udoyg Bhawan, Tilak Marg, C-Scheme, Jaipur, Rajasthan- 302005 e-mail ID : conpetco@gmail.com Phone No : 0141-222232 Fax No. : 0141-2221961
<b>6</b>	<b>Name Address and Contact Details of Registrar and Transfer Agent</b>	Beetal Financial and Computer Services Private Limited Beetal House, 3 <sup>rd</sup> Floor, 99 Madangir, Behind Local Shopping Centre near Dada Harsukh Das Mandir, New Delhi -110062 E-mail ID: beetal@beetalfinancial.com Phone No: 011-29961281

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

<b>All the business activities contributing 10% or more of the total turnover of the Company shall be stated:</b>			
<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	0610	100	

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

<b>Sr. No.</b>	<b>Name &amp; Address of the Company</b>	<b>CIN/GIN</b>	<b>Holding /Subsidiary / Associate</b>	<b>% of Shares held</b>	<b>Applicable section</b>
--	--	--	--	--	--



<b>Funds</b>									
i) Others (specify)	--	--	--	--	--	--	--	--	--
<b>Sub-total (B)(1):-</b>	--	<b>100</b>	<b>100</b>	<b>0.003</b>	--	<b>100</b>	<b>100</b>	<b>0.003</b>	--
<b>2. NON-INSTITUTIONS</b>	--	--	--	--	--	--	--	--	--
a) Bodies Corp.	--	--	--	--	--	--	--	--	--
i) Indian	21970	10700	32670	1.175	11165	11200	22365	0.8044	<b>(0.3706)</b>
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	1060759	435982	1496741	53.834	972408	508983	1481391	53.28	<b>(0.55)</b>
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	124715	0	124715	4.49	152432	--	152432	5.49	1
<b>C. OTHERS (SPECIFY)</b>	--	--	--	--	--	--	--	--	--
HUF/Trust	13137	--	13137	0.4725	36133	--	36133	1.2996	0.8271
Foreign Nationals	--	--	--	--	--	--	--	--	--
Clearing Members	300	--	300	0.11	--	--	--	--	(0.11)
Trusts	--	--	--	--	--	--	--	--	--
Foreign Bodies - D R	--	--	--	--	--	--	--	--	--
NRI Non - Repatriable	5050	--	5050	0.181	3850	--	3850	0.139	(0.042)
NRI Repatriable	13835	118825	132660	4.77	19586	107825	127411	4.58	(0.19)
<b>Sub-total (B)(2):-</b>	638498	1190284	1828782	65.77	732149	1091433	1823582	--	--
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	638498	1190384	1828882	65.78	732149	1091533	1823682		
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	--	--	--	--	--	--	--	--	--
<b>Grand Total (A+B+C)</b>	1266428	1513884	2780312	100	1365079	1415233	2780312	100	--



b) 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 the Year
1.	<i>Vikrant Khandelwal</i>	201664	61500	263164	9.47	206664	65600	272264	9.79	(0.32)
2.	<i>Navneet Khandelwal</i>	172447	61500	233947	8.41	172447	61500	233947	8.41	--
3.	<i>Radhika Khandelwal</i>	96092	61500	157592	5.67	96092	61500	157592	5.67	--
4.	<i>Anubha Khandelwal</i>	93920	61500	155420	5.59	93920	61500	160020	5.76	0.17
5.	<i>Madan Lal Khandelwal</i>	63807	69000	132807	4.78	63807	63807	132807	4.78	--
6.	<i>Dwarika PD Khandelwal</i>	--	5000	5000	0.18	--	--	--	--	(0.18)
7.	<i>Bhagwati Khandelwal</i>	--	1600	1600	0.06	--	--	--	--	(0.06)
8.	<i>Continental Securities Ltd</i>	--	1100	1100	0.04	--	--	--	--	(0.04)
9.	<i>Krishna Khandelwal</i>	--	500	500	0.02	--	--	--	--	(0.02)
10.	<i>Hemlata Khandelwal</i>	--	300	300	0.01	--	--	--	--	(0.01)

c) CHANGE IN PROMOTERS' SHAREHOLDING

S. No	Shareholder's name	Shareholding		Purchase, transfer, bonus, allotment	Cumulative shareholding during the year	
		No. of shares	% total number of shares		No. of shares	% total number of shares
1.	<b>VIKRANT KHANDELWAL</b>					
	At the beginning of the year	263164	9.46			
	Increase/ decrease during the year					
	02/11/2018	7900	0.28	Purchase	271064	9.74
	14/12/2018	400	0.14		271464	9.76
	21/12/2018	800	0.28		272264	9.79
	At the end of the year	272264	9.79			
2.	<b>NAVNEET KHANDELWAL</b>					
	At the beginning of the year	233947	8.41			
	Increase/ decrease during the year (No changes during the year)					
	At the end of the year	233947	8.41			
3.	<b>ANUBHA KHANDELWAL</b>					
	At the beginning of the year	155420	5.59			
	Increase/ decrease during the year					
	21/12/2018	4600	0.16	Purchase	160020	5.76
At the end of the year	160020	5.76				
4.	<b>RADHIKA KHANDELWAL</b>					
	At the beginning of the year	157592	5.67			
	Increase/ decrease during the year (No changes during the year)					
	At the end of the year	157592	5.67			
5.	<b>MADAN LAL KHANDELWAL</b>					
	At the beginning of the year	132807	4.78			
	Increase/ decrease during the year (No changes during the year)					
	At the end of the year	132807	4.78			
6.	<b>DWARIKA PD KHANDELWAL</b>					
	At the beginning of the year	5000	0.18			
	Increase/ decrease during the year (No changes during the year)					
	03/10/2018	2700	0.097	sale	2300	0.082
	13/10/2018	2000	0.071		300	0.01
	08/12/2018	100	0.003		200	0.007
	04/12/2018	200	0.007		0	0
At the end of the year	00	00				
7.	<b>BHAGWATI KHANDELWAL</b>					
	At the beginning of the year	1600	0.06			
	Increase/ decrease during the year (No changes during the year)					
	03/10/2018	600	0.02	Sale	1000	0.04
	13/10/2018	1000	0.04		0	0
	At the end of the year	0	0			
9.	<b>KRISHNA KHANDELWAL</b>					
	At the beginning of the year	500	0.02			
	Increase/ decrease during the year (No changes during the year)					
	13/10/2018	500	0.02	SALE	0	0
At the end of the year	0	0				

9.	<b>HEMLATA KHANDELWAL</b>					
	At the beginning of the year	300	0.01			
	Increase/ decrease during the year (No changes during the year)					
	30/11/2018	300	0.01	SALE	0	0
	At the end of the year	0	0			

**d) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS)**

Sr.No.	Name & Type Of Transaction	Shareholding at the beginning of the year - 01.04.2018		Transactions During The Year		Cumulative Shareholding at the end of the year - 31.03.2019	
		No. of Shares	% of total Shares of the company	Date of Transaction	No. of Shares	No. of Shares Held	% of total Shares of the company
<b>1</b>	<b>Dheeraj Kumar Lohia</b>	<b>71114</b>	<b>2.56</b>	--	--	<b>71114</b>	<b>2.56</b>
	Purchase	--	--	21/12/2018	126	71240	2.5623
	Purchase	--	--	28/12/2018	284	71524	2.5725
	Purchase	--	--	04/01/2019	190	71714	2.5794
	Purchase	--	--	25/01/2019	64	71778	2.5817
	Purchase	--	--	01/02/2019	300	72078	2.5924
	Purchase	--	--	22/02/2019	27517	99595	3.5822
	Purchase	--	--	01/03/2019	2107	101702	3.6579
	Purchase	--	--	29/03/2019	175	101877	3.6642
	<b>At the end of the year</b>	--	--	--	--	<b>101877</b>	<b>3.6642</b>
<b>2</b>	<b>Ashokkumar Babalbhai Patel</b>	<b>25556</b>	<b>0.9192</b>	--	--	<b>25556</b>	<b>0.9192</b>
	<b>At the end of the year</b>	--	--	--	--	<b>25556</b>	<b>0.9192</b>
<b>3</b>	<b>Babalbhai Manilal Patel</b>	<b>15000</b>	<b>0.5395</b>	--	--	<b>15000</b>	<b>0.5395</b>
	Purchase	--	--	08/06/2018	2999	17999	0.6474
	Sell	--	--	10/08/2018	1000	16999	0.6114
	Purchase	--	--	24/08/2018	2000	18999	0.6833
	Purchase	--	--	31/08/2018	1000	19999	0.7193
	Purchase	--	--	07/09/2018	1270	21269	0.765
	Purchase	--	--	14/09/2018	1384	22653	0.8148
	Sell	--	--	29/09/2018	-50	22603	0.813
	Purchase	--	--	05/10/2018	196	22799	0.82
	Purchase	--	--	19/10/2018	2200	24999	0.8991
	<b>At the end of the year</b>	--	--	--	--	<b>24999</b>	<b>0.8991</b>
<b>4</b>	<b>Raj Kumar Lohia</b>	<b>24483</b>	<b>0.8806</b>	--	--	<b>24483</b>	<b>0.8806</b>
	<b>At the end of the year</b>	--	--	--	--	<b>24483</b>	<b>0.8806</b>
<b>5</b>	<b>Kailashben Ashokkumar Patel</b>	<b>10639</b>	<b>0.3827</b>	--	--	<b>10639</b>	<b>0.3827</b>
	Purchase	--	--	01/06/2018	3511	14150	0.5089
	Purchase	--	--	08/06/2018	489	14639	0.5265
	Purchase	--	--	15/06/2018	1547	16186	0.5822
	Sell	--	--	22/06/2018	-839	15347	0.552
	Sell	--	--	29/06/2018	-495	14852	0.5342
	Purchase	--	--	06/07/2018	453	15305	0.5505
	Purchase	--	--	27/07/2018	300	15605	0.5613
	Purchase	--	--	07/09/2018	700	16305	0.5864
	Purchase	--	--	15/03/2018	421	16726	0.6016
	Purchase	--	--	29/03/2018	725	17451	0.6277
	<b>At the end of the year</b>	--	--	--	--	<b>17451</b>	<b>0.6277</b>
<b>6</b>	<b>Gyan Chand Mutha</b>	<b>13700</b>	<b>0.4928</b>	--	--	<b>13700</b>	<b>0.4928</b>
	<b>At the end of the year</b>	--	--	--	--	<b>13700</b>	<b>0.4928</b>
<b>7</b>	<b>Prakashchandra Anandji Kothari</b>	<b>12000</b>	<b>0.4316</b>	--	--	<b>12000</b>	<b>0.4316</b>
	<b>At the end of the year</b>	--	--	--	--	<b>12000</b>	<b>0.4316</b>
<b>8</b>	<b>Mohd Fareed Tungekar</b>	<b>10000</b>	<b>0.3597</b>	--	--	<b>10000</b>	<b>0.3597</b>
	<b>At the end of the year</b>	--	--	--	--	<b>10000</b>	<b>0.3597</b>

9	Usha Mutha	10000	0.3597	--	--	10000	0.3597
	At the end of the year	--	--	--	--	10000	0.3597
10	Hemant Shah	9500	0.3417	--	--	9500	0.3417
	At the end of the year	--	--	--	--	9500	0.3417

e) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

S. No.	Shareholding of Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Name : Madan Lal Khandelwal				
	At the beginning of the year	132807	4.78	132807	4.78
	Increase/ Decrease during the year ( No changes during the year)				
	At the end of the year	132807	4.78	132807	4.78
2.	Name: Radhika Khandelwal				
	At the beginning of the year	157592	5.67	157592	5.67
	Increase/ Decrease during the year ( No changes during the year)				
	At the end of the year	157592	5.67	157592	5.67
3.	Name: Goverdhan Dass Sethi				
	At the beginning of the year	--	--	--	--
	Increase/ Decrease during the year ( No changes during the year)				
	At the end of the year	--	--	--	--
4.	Name: Ram Nath Karol				
	At the beginning of the year	--	--	--	--
	Increase/ Decrease during the year ( No changes during the year)				
	At the end of the year	--	--	--	--
5.	Name: Vikrant Khandelwal				
	At the beginning of the year	263164	9.46	263164	9.4653
	Purchase	7900	0.28	271064	9.74
	Purchase	400	0.14	271464	9.76
	Purchase	800	0.28	272264	9.79
	At the end of the year	272264	9.79	272264	9.7926
6.	Name: Navneet Khandelwal				
	At the beginning of the year	233947	8.41	233947	8.41
	Increase/ Decrease during the year ( No changes during the year)				
	At the end of the year	233947	8.41	233947	8.41
7.	Name: Sonali jain				
	At the beginning of the year	--	--	--	--
	Increase/ Decrease during the year ( No changes during the year)				
	At the end of the year	--	--	--	--

**(V) INDEBTEDNESS:**

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

(in Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	43195272	22656730	--	65852002
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total ( i+ ii+ iii )	43195272	22656730	--	65852002
<b>Change in Indebtedness during the financial year</b>				
Addition	36314386	1075014	--	37389400
Reduction	--	--	--	--
Net Change	36314386	1075014	--	37389400
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	79509658	23731744	--	103241402
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	79509658	23731744	--	103241402

**(vi) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:****a. Remuneration to Managing Director, Whole-time Directors and/or Manager**

(In Rs.)

S. No	Particulars of Remuneration	Name of MD/WTD/ Manager
		*Madan Lal Khandelwal (Managing Director)
1.	Gross salary	12,00,000
	(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	-
2.	Stock Option	----
3.	Sweat Equity	----
4.	Commission - as % of profit – Others specify	----
5.	Others, please specify	----
	Total(A)	12,00,000
	Ceiling as per the Act	

b. Remuneration to Other Directors

Particulars of Remuneration	Name of Directors	Total Amount
**No remuneration has been paid to any other Director except Mr. Madan Lal Khandelwal, Managing Director, whose remuneration has been mentioned above.		

c. Remuneration to Key Managerial Personnel other than MD/ MANAGER/ WTD

Sr.No.	Particulars of Remuneration	Name of Personnel			Total Amount
		Navneet Khandelwal (CEO)	Vikrant Khandelwal (CFO)	Sonali jain (company secretary (W.E.F 30.06.2018)	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12,00,000	10,80,000	1,90,603	2470603
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--	--
2.	Stock Option	--	--	--	--
3.	Sweat Equity	--	--	--	--
4.	Commission- as % of profit others, specify	--	--	--	--
5.	Others, please specify	--	--	--	--
	<b>Total</b>	12,00,000	10,80,000	1,90,603	2470603

For & on Behalf of Board of Directors  
CONTINENTAL PETROLEUMS LIMITED  
CIN: L23201RJ1986PLC003704

Date: 29/08/2019

Place: Jaipur

Sd/-  
Ram Nath Karol  
Director  
DIN:00414741

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



## ANNEXURE C

### 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 has taken appropriate measures from time to time for conservation of energy in the operation of the plant.

#### ✓ POWER & FUEL CONSUMPTION

Particulars	Unit	2018-2019	2017-2018
I. Electricity own generation by D.G. Set Units	KWH	132	172
II. Unit per Ltr. of Diesel	KWH	0.2	0.260
III. Oil Cost*Unit	Rs.	13.79	11.65
I. Fuel Oil (Diesel LDO / FO / GO) Quantity	Ltr.	1848	2401
Total Amount	Rs.	131178	144088
II. Average Rate/Unit	Rs.	71.00	60.00

#### ✓ TECHNOLOGY ABSORPTION

The Research and Development Department of the Company has 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. 41,96,866/- and the outgo was Rs. 8,84,82,689/-

For & on Behalf of Board of Directors  
CONTINENTAL PETROLEUMS LIMITED  
CIN: L23201RJ1986PLC003704

Date: 29/08/2019

Place: Jaipur

Sd/-  
Ram Nath Karol  
Director  
DIN:00414741

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

**ANNEXURE- D**

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

The information 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 is as under:

Sr. No.	Name of Directors/KMP and its designation	Remuneration to the Director/KMP for the financial year 2018-2019	Percentage increase/ decrease in remuneration the financial year 2018-2019	Ratio of remuneration of each director to the median remuneration of employees
1.	Mr. Madan Lal Khandelwal (Chairman and Managing Director)	12,00,000	--	7.99
2.	Mrs. Radhika Khandelwal (Non- Executive Director)	--	--	--
2.	Mr. Ram Nath Karol (Independent Director)	----	--	--
3.	Mr. Goverdhan Das Sethi (Independent Director)	----	--	---
4.	Mr. Navneet Khandelwal (Chief Executive Officer)	12,00,000	13.92%	7.99
5.	Mr. Vikrant Khandelwal (Chief Financial Officer)	10,80,000/	15.71%	7.19
6.	Ms. Sonali Jain (Company Secretary) (W.E.F 30.06.2018)	1,90,603		1.27
7.	Mr. Balvinder Singh Guleri (Company Secretary)	49937		0.33

**Notes:**

- The numbers of employees on the roll of the Company are 23..
- 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.

**Affirmation:**

It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and other employees is as per the Remuneration Policy of the Company.

**For & on Behalf of Board of Directors  
CONTINENTAL PETROLEUMS LIMITED  
CIN: L23201RJ1986PLC003704**

Date: 29/08/2019

Sd/-  
Ram Nath Karol  
Director  
DIN:00414741

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

Place: Jaipur



# Corporate Governance

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## **REPORT ON CORPORATE GOVERNANCE**

As shareholders across the globe evince keen interest in the practices and performance of companies, Corporate Governance has emerged on the centre stage of the way the corporate world functions. Effective and transparent corporate governance is necessary to maintain public trust and achieve business success. Corporate Governance is about commitment to values and ethical business conduct. It is about how an organisation is managed. This includes its corporate and other structures, its culture, policies and the manner in which it deals with various stakeholders.

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 & of 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 financial results and other items on the agenda and gap between two Board Meetings is not more than 120 Days. The Board is apprised 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, 2019, strength of the Board of Directors was Four (4) whose composition is given below:  
Promoter, Chairman, and 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, 2019, were as under:

The details of attendance of each Director at the Board Meetings, last Annual General Meeting, and number of other directorship and membership in the Committees thereof, are as under

Name of the Director	Category	Designation	No. of Meetings held	Attendance Particulars		Number of other Directorships	Names of Listed Companies in which Director	Number of Committee positions held in other Companies*	
				Board Meetings	Last AGM			Mem ber	Chairm an
Mr. Madan Lal Khandelwal (00414717)	Chairman Executive Director	Managing Director	06	06	Yes	01	01	0	0
Mrs. Radhika Khandelwal (00414678)	Non Independent & Non-Executive Director	Director	06	06	Yes	0	0	0	0
Mr. Ram Nath Karol (00414741)	Independent Director	Director	06	06	Yes	0	0	0	0
Mr. Goverdhan Dass Sethi (01216222)	Independent Director	Director	06	06	Yes	0	0	0	0

List of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business and sector to function effectively and those actually available with the Board

The Company's Board comprises qualified members who bring in required skills, competence and expertise which allow them to make effective contribution to the Board and its Committees. The Board members are committed to ensure that the Company is in compliance with the highest standards of corporate governance.

The below summarizes the list of core skills/ expertise/ competencies identified by the Board of Directors for conducting effectively business of the Company

- Industry knowledge
- Professional approach
- Financial Expertise
- Leadership acumen

### 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 Auditors, the Management and the Board of Directors and oversees the financial reporting process. The Audit Committee interacts with the Internal Auditors, Statutory Auditors, Secretarial Auditors and reviews and recommends their appointment and remuneration, terms of appointment. 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 term of appointment with 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 and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - ✓ Matters required to be included in the director's responsibility statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - ✓ Changes, if any, 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 and other legal requirements relating to financial statements.
- 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

The Audit Committee comprises of three 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 are having experience in finance, law and business. The Statutory Auditors, Internal Auditors and Senior Executives of the Company are invited to attend the meetings of the Committee, whenever necessary. The Company Secretary acts as the Secretary of the Committee.

During the year under review the Audit Committee met 5 times on to deliberate on various matters.

The Composition and Attendance of the Audit Committee Meeting is as follows:

Name	Category	Designation	No. of meetings during F.Y.2018-19	
			Held	Attended
Ram Nath Karol	Non- Executive & Independent Director	Chairman	5	5
Goverdhan Dass Sethi	Non- Executive & Independent Director	Member	5	5
Radhika Khandelwal	Non- Executive Director	Member	5	5

#### 4. NOMINATION AND REMUNERATION COMMITTEE

The terms of reference of the committee inter alia include the following:

- 1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- 2) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- 3) Devising a policy on diversity of Board of Directors;
- 4) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- 5) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- 6) Any other matter as the Board may decide from time to time.

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.



## COMPOSITION

During the year under review the Nomination and Remuneration Committee has met 2 times during the year. Further, the Composition of the Nomination and Remuneration Committee Meeting is as follows:

Name	Category	No. of meetings during F.Y.2018-19		Designation
		Held	Attended	
Ram Nath Karol	Non- Executive & Independent Director	2	2	Chairman
Goverdhan Dass Sethi	Non- Executive & Independent Director	2	2	Member
Radhika Khandelwal	Non- Executive Director	2	2	Member

## APPOINTMENT, REMUNERATION AND EVALUATION OF DIRECTORS

The Board 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
- 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 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 Companies Act, 2013 and SEBI (LODR) Regulations, 2015.
- 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.
- The criteria for performance evaluation cover the areas such as Qualifications, experience, knowledge and competency, fulfillment of functions, ability to function as a team, imitative, availability and attendance, commitment, integrity, preparedness for the meeting, staying updated on developments, active participation at the meetings.

✓ **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.

✓ **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 2018-19	Commission due/paid/payable for 2018-19	Sitting fess (for Board and its Committees)
Madan Lal Khandelwal	Chairman & Managing Director	12,00,000.00	--	--
Radhika Khandelwal	Non-Executive Director	--	--	--
Ram Nath Karol	Independent Director	--	--	--
Goverdhan Dass Sethi	Independent Director	--	--	--

## 5. STAKEHOLDERS RELATIONSHIP COMMITTEE

Stakeholders Relationship Committee comprises of three Directors namely Radhika Khandelwal (Chairman of the Committee), Goverdhan Dass Sethi and Ram Nath Karol.

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 and resolve the grievances of various security holders of the Company. Committee meets time to time as per its requirements. The Committee facilitates prompt and effective redressal of stakeholder/investors complaints.

- Number of complaints received - NIL
- Number of complaints solved to the satisfaction of shareholders - NIL
- Number of pending share transfers - NIL
- As at 31st March, 2019 no shares were pending for transfer.

## 6. SHARE TRANSFER COMMITTEE

Share Transfer Committee hereby constituted 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

During the year under review, the Share Transfer Committee met 8 times on to deliberate on various matters. The Composition and Attendance of the Share Transfer Committee Meeting is as follows:

Name	Category	Designation	No. of meetings during F.Y.2018-19	
			Held	Attended
Ram Nath Karol	Non- Executive & Independent Director	Chairman	8	8
Goverdhan Dass Sethi	Non- Executive & Independent Director	Member	8	8
Radhika Khandelwal	Non- Executive Director	Member	8	8

## GENERAL BODY MEETINGS

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

Financial Year	Date	Time	Venue
2017-18	27th September 2018	2:00 P.M.	A-2, Opp. Udoyg Bhawan, Tilak Marg, C-Scheme, Jaipur, Rajasthan- 302005
2016-17	27th September 2017	2:00 P.M.	A-2, Opp. Udoyg Bhawan, Tilak Marg, C-Scheme, Jaipur, Rajasthan- 302005
2015-16	28th September, 2016	11:30 A.M	A-2, Opp. Udoyg Bhawan, Tilak Marg, C-Scheme, Jaipur, Rajasthan- 302005

- No Special Resolution was passed in the meetings by the shareholders in the Respective year.
- No extraordinary General Meeting was held during the year 2018-2019.
- There was no resolution passed by the shareholders through postal ballot, in the Financial year 2018-19.

## 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.connpetco.com](http://www.connpetco.com)

## 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.

## 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 they are also published in the Newspapers.

Management Discussion & Analysis Report for the year ended March 31, 2019 forms a part of this Annual Report and is given under the section so captioned. Company has created a website addressed as [www.contol.in](http://www.contol.in) Email address of the Company is [conpetco@gmail.com](mailto:conpetco@gmail.com).

International securities identification Number (CIN):

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.

#### SECRETARIAL AUDIT REPORT REGARDING RECONCILIATION OF SHARE CAPITAL

As required by Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, 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 31st, 2019 there was no difference between the Listed capital and the aggregate of shares held by the investors in both physical form and in electronic form with depositories.

Note: Company has total 2780312 Issued Equity Shares and 2465312 Listed Equity Shares there is difference of 315000 Equity Shares due to non listing, Hence for the same, Company has made an application for the same for listing of such shares.

#### GENERAL SHAREHOLDER INFORMATION

Day, Date and Time	Thursday, 26 September 2018, at 01:00 P.M
Venue	A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur Rajasthan- 302005

- Financial Year : 01st April, 2018 to 31st March, 2019
- Date of Book Closure : 20th September, 2019 to 26th September, 2019 (both days Inclusive)
- Listing on Stock Exchange : BSE Limited  
25th floor Phiroze Jeejeebhoy Towers, Dalal Street,  
Fort, Mumbai- 400001
- Stock Codes (for shares) : 523232
- Symbol (for shares) : CONTPTR
- ISIN Number : NE369D01015
- Registrar and Transfer Agents : Beetal Financial & Computer Services Pvt. Ltd  
Share Transfer System : Beetal House, 3rd Floor, 99, Madangir, Near Dada  
Harsukhdas Mandir, New Delhi, Delhi-110062  
Tel No.: 011 - 29961281 / 29961282
- Payment of Listing Fees : Annual Listing fees as applicable have been duly paid.

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.



**STOCK MARKET DATA:**

Market Price Data for FY 2018-19

Year and Month	BSE		
	High (Rs.)	Low (Rs.)	Volume
April 2018	45.15	36.80	7972
May 2018	48.15	38.20	20791
June 2018	62.30	42.45	47931
July 2018	55.60	42.05	19985
August 2018	70.95	45.50	59901
September 2018	52.00	42.00	13002
October 2018	44.85	35.90	7815
November 2018	40.00	34.30	5096
December 2018	37.90	30.40	2330
January 2019	33.70	29.00	5430
February 2019	35.70	30.70	30954
March 2019	33.40	27.55	4698

**SHARE HOLDING PATTERN AS ON MARCH 31, 2019:**

<b>Promoter's holding</b>	956630	34.41
<b>Bank/FIIs</b>	100	0.00359
<b>Body Corporate</b>	22365	0.8044
<b>HUF</b>	36133	1.2996
<b>Clearing Members</b>	--	--
<b>NRIs / OCBs</b>	131261	4.719
<b>Individual</b>	1633823	58.761
<b>Any Other (Trust)</b>	--	--

**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

Continental Petroleums Limited  
 A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme,  
 Jaipur Rajasthan- 302005

#### **DEMATERIALIZATION OF SHARES:**

Total number of Shares held in dematerialized form with CDSL & NSDL as on 31st March, 2019 is 1365079 Shares i.e. 49.09 % of total shares of Company. Members are requested to convert their shares in demat form for easy transaction.

#### **SHARE TRNASFER SYSTEM:**

Shares lodged for transfer and requests for dematerialization of shares are processed within the prescribed time limit. The Company obtains from practicing Company secretary a half-yearly certificate of compliance with the Share transfer formalities as required under Regulation 40 (9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and files a copy of the same to stock exchange.

#### **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. Vikrant khandelwal, CFO, or at the registered office of the Company or M/s Beetal Financial & Computer Services Private Limited (Registrar and Share Transfer Agent).

**For & on Behalf of Board of  
Directors CONTINENTAL  
PETROLEUMS LIMITED CIN:  
L23201RJ1986PLC003704**

**Date:29/08/2019**

**Place: Jaipur**

**Sd/-  
Ram Nath Karol  
Director  
DIN:00414741**

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



**AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF**  
**CORPORATE GOVERNANCE**

**Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To  
The Members,  
**Continental Petroleums Limited**  
**A-2, OPP. Udoyg Bhawan, Tilak Marg,**  
**C-Scheme, Jaipur Rajasthan 302005 IN**

We have examined the compliance of conditions of Corporate Governance by **CONTINENTAL PETROLEUMS LIMITED** ("the Company"), for the financial year ended on March 31, 2019, as stipulated in applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). with respect to Corporate Governance for the year ended March 31, 2019. This report is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company

**Management's Responsibility**

The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as specified under the applicable provisions of the Listing Regulations.

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

**For GOPAL SHARMA & CO.**  
**Chartered Accountants**  
**Firm Registration Number: 002803C**

**Sd/-**  
**CA Abhishek Sharma**  
**(Partner)**  
**(Membership Number: 079224)**

**Place: Jaipur**  
**Date: 29/08/2019**



## *Management Discussion and Analysis*

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### **1. INDUSTRY STRUCTURE & DEVELOPMENT:**

**Continental Petroleum 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 "CONTOL". 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. OPPORTUNITIES AND THREATS:**

The management believes that Government of India's efforts to improve economic growth in the Country by providing opportunities for start-ups and infrastructure development is giving hopes to entrepreneurs for exploring new opportunities. The Company is also looking to tap such opportunity at the right moment.

Any growing economy offers a host of opportunities. The challenge comes from the fact that competition also keeps increasing alongside and this is becoming all the more prominent with the continuous arrival of newer entrepreneurs in the market. While this is good for the larger population and the economy, it does put pressure on profitability of business. Not only newer entrepreneurs, technological advancement and the onset of on-line services have made it much easier to conduct businesses without too much need for supporting brick and mortar infrastructure. Not to mention that there is support from conducive government policies to anybody wanting to start a new business.

### **4. SEGMENT REPORTING'S**

The Company is exclusively engaged in manufacturing of construction equipments and revenues are mainly derived from this activity. Accounting Standard 17 regarding Segment-wise Reporting issued by the Institute of Chartered Accountants of India and notified under the Companies (Accounting Standards) Rules, 2006 does not apply to your Company since revenues are derived from only one segment.

## **5. RISKS AND CONCERNS:**

Your Company is exposed to internal and external risks. The internal risks relates to the risks within the Company due to change in management, personnel and policies, lapses / inadequacy in existing infrastructure facilities, delinquencies on the part of employees, staff attrition, misfeasance etc. The external risks can be associated to those factors which are not within the control of the Company like change in interest rates, government regulations, competition from others operating in similar business etc.

## **6. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

Company has always focused on maintain a strong internal control system which is commensurate with our size and nature of business. The Company's internal controls are structure in a manner that ensure reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, executing transactions with proper authorization and ensuring compliance of corporate policies, laws, accounting standards for ensuring reliability of financial reporting

Company has documented procedures covering all financial and operating functions. Company has robust internal audit program, where the Internal Auditors, an independent firm of chartered accountants, conduct a risk-based audit with a view to not only test adherence to laid down policies and procedures but also to suggest improvements in processes and systems. Internal audit observations and recommendations are reported to the Audit Committee, which monitors the implementation of such recommendations. Suggestions for improvements are considered and the Audit Committee follows up on implementation of corrective actions. The Company also meets the Company's Statutory Auditors to ascertain, inter alia, their views on the adequacy of internal control systems and keeps the Board of Directors posted with its observations.

## **7. RISK MANAGEMENT**

Comprehensive risk management practices form an integral part of the operations of Company. With ups and downs, volatility and fluctuations in the business in which Company operates, is exposed to a slew of complex, variable risks and uncertainties in the normal course of business. Since such variations can cause deviations in the results from operations and affect our financial state, the focus on risk management is high. The rapid and continuous changes in the business environment have ensured that the organization becomes increasingly risk focused to achieve its strategic objectives. Company policies ensure timely identification, management and mitigation of relevant risks, such as credit risk, liquidity risk, interest rate risk, operational risk, reputational and regulatory risks etc., which help the Company move forward with vigour.

## **8. 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.

## **9. HEALTH SAFETY AND ENVIRONMENT:**

The management is aware of all the Health Safety and Environment issues that are relevant to the conduct of oil and gas operations. Hence enforces complete regard to the Health Safety and Environment 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.

## **10. 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 laws 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

Under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,  
The Board of Directors  
**CONTINENTAL PETROLEUMS LIMITED**

We Madan Lal Khandelwal, Managing Director, and Vikrant Khandelwal, CFO of the Company, hereby certify to the Board that-

- A. We have reviewed the Financial Statements and the Cash Flow Statement for the year ended March 31, 2019 and that to the best of my knowledge and belief:
- I. These statements do not contain any materially untrue statement or omit any material fact or Contain statements that might be misleading.
  - II. These statements together present a true and fair view of the listed entity's affairs and are in Compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of their knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and Audit Committee that:
- I. There has not been any significant change in internal control over financial reporting during the year under reference;
  - II. There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - III. There has not been any instance during the year of significant fraud of which we 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.

Sd/-  
**Madan Lal Khandelwal**  
(Managing Director)  
DIN: 00414717

Sd/-  
**Vikrant Khandelwal**  
(Chief Financial Officer)

Date: 30/05/2019  
Place: Jaipur

## 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 and website.

I confirm that Board of Directors and Senior Management Personnel of the Company have, in respect of the financial year ended March 31, 2019, affirmed compliance with the Code of Conduct as applicable to them.

Sd/-

**Madan Lal Khandelwal**

(Managing Director)

DIN: 00414717

Date: 30/05/2019

Place: Jaipur



## INDEPENDENT AUDITOR'S REPORT

To the Members of **CONTINENTAL PETROLEUM 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 31<sup>st</sup> March 2019, the Statement of Profit and Loss and the Statement of Cash Flow for the year then ended, and notes to the financial statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statement give the information required by the companies act, 2013("the act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2019 and its Profits and its cash flows for the year ended on that date.

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the act (SAs). Our responsibilities under those Standards are further described in the "Auditors' Responsibilities for the Audit of the Ind AS Financial Statements" section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India (ICAI) together with ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

### **Information other than the Financial Statements and Auditors' Report Thereon**

The company's Board of Directors is responsible for the other information. The other information comprises the Directors' Report, Management Discussion and Analysis, Report on Corporate Governance and other Annexure to the Directors' report but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. The other information is not available as on date of signing the report, and hence we do not report on the information other than the financial statements and auditor's report thereon.

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

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

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of directors are also responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibility for the Audit of the Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatement can arise from fraud or error and are considered material if, individual or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risk of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transaction and events in a manner that achieves fair presentation.'

Materiality is the magnitude of misstatement in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with statement that we have compiled with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure "A"** a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
  
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it 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 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) In pursuance to the Notification No. G.S.R 463(E) dated 05-06-2015 issued by the Ministry of Corporate affairs, Section 164(2) of the Companies Act, 2013 pertaining to disqualification of Directors, is not applicable to the Government Company.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in **Annexure "B"**
  - (g) In pursuance to the Notification No. G.S.R 463(E) dated 05-06-2015 issued by the Ministry of Corporate affairs, Section 197(16) of the Companies Act, 2013 pertaining to Managerial Remuneration, is not applicable to the Company.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements for the year ended 31<sup>st</sup> March, 2019 under Notes on Accounts "Contingent Liabilities and Capital Commitments to the extent not provided for"
- b. The Company did not have any long - term contracts including derivative contracts for which there were any material force able losses.
- c. The Company is not required to transfer any amount to the Investor Education and Protection Fund.

**FOR: GOPAL SHARMA & COMPANY**  
**Chartered Accountants**  
**FRN No. 002803C**

**Sd/-**  
**Abhishek Sharma,**  
**(Partner)**  
**M. No.:- 079224**

**Place: Jaipur**  
**Date: 30.05.2019**

## Annexure 'A'

### The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".

We report that:

**i. In respect of Company's Fixed Asset**

- a. The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
  - b. As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
  - c. The title deeds of immovable properties are held in the name of the Company.
- ii. In respect of loans, secured or unsecured granted by the Company to companies, firms or other parties in the register maintained under section 189 of the companies Act.
- a. According to the information and explanations given to us, the Company has not granted any loan to the parties listed in the register maintained under section 189 of the Act,
  - b. The Company has also given advances in the nature of loans of its employees which are recovered regularly together with interest if applicable as per Company policy.
- iii. In respect of loans, investments, guarantees, and security, provisions of Section 185 and 186 of the Companies Act, 2013 have been complied with.
- iv. The Company has not accepted any deposits from the public covered under Sections 73 to 76 of the Companies Act, 2013.
- v. As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.

- vi.
  - a. According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues to the extent applicable, have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2019 for a period of more than six months from the date they became payable.
  - b. According to the information and explanations given to us, there is no amount payable in respect of income tax, service tax, sales tax, customs duty, excise duty, value added tax and cess whichever applicable, which have not been deposited on account of any disputes.
- vii. In our opinion and according to the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank, Government or debenture holders, as applicable to the Company.
- viii. Based on our audit procedures and according to the information given by the management, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) or taken any term loan during the year.
- ix. According to the information and explanations given to us, we report that no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- x. According to the information and explanations given to us ,we report that managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act.
- xi. According to the information and explanations given to us,all transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.

- xii. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xiii. Company has not entered into non-cash transactions with directors or persons connected with him and hence provisions of section 192 of the Act are not applicable.

**FOR: GOPAL SHARMA &COMPANY**  
**Chartered Accountants**  
**FRN No. 002803C**

**(Abhishek Sharma, Partner)**  
**M. no.:- 079224**

**Place: Jaipur**  
**Date: 30.05.2019**



## **Annexure 'B'**

### **Report on Internal Financial Controls over Financial Reporting**

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

We have audited the internal financial controls over financial reporting of CONTINENTAL PETROLEUM LIMITED ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' 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 (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and 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 evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and 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 and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that

1. Pertain to the maintenance of records that, in reasonable detail, 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 and expenditures of the Company are being made only in accordance with authorizations of management and 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 effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls 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 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 control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Qualified Opinion**

In our opinion, on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31,2019 , based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note. We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31,2019 financial statements of the Company, and these material weaknesses does not affect our opinion on the financial statements of the Company.

## **AUDITOR'S ADDITIONAL REPORT**

**To,**  
**Board of Directors,**  
**CONTINENTAL PETROLEUM LIMITED**

### **MANAGEMENT'S RESPONSIBILITY**

The Management is responsible for the design and implementation of the internal procedures, systems, processes and controls to ensure compliance with the Directions on an ongoing basis. This responsibility also includes reporting non-compliances, if any, to the Reserve Bank of India, Board of the Company and its Audit Committee.

### **AUDITOR'S RESPONSIBILITY**

Our responsibility is to report on the matters specified in the Directions based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India (ICAI). Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether there are any identified non-compliances. An audit involves performing procedures to obtain audit evidence about the compliance with the Directions. The procedures selected depend on the Auditor's Judgment, including the assessment of the risks of material misstatement of the information and records, whether due to fraud or error. In making those risk assessments, the Auditor considers internal controls relevant to the Company's compliance with the Directions in order to design audit procedures that are appropriate in the circumstances. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our certificate. We conducted our examination in accordance with the Guidance Note on Special Purpose Audit Reports and Certificates issued by the Institute of Chartered Accountants of India.

### **CONCLUSION**

Based on our examination of the books and records of the Company as produced for our examination and the information and explanations given to us we further report that:

**FOR: GOPAL SHARMA &COMPANY**  
**Chartered Accountants**  
**FRN No. 002803C**  
**Sd/-**  
**Abhishek Sharma,**  
**(Partner)**  
**M. No.:- 079224**

**Place: Jaipur**  
**Date: 30.05.2019**

**CONTINENTAL PETROLEUMS LIMITED**

**CIN: L23201RJ1986PLC003704**

**BALANCE SHEET AS AT 31st March 2019**

Particulars	Note No.	As on 31/03/2019	As on 31/03/2018
<b>(1) ASSETS</b>			
<b>Non-current assets</b>			
a. Property, Plant and Equipment	1	39,023,951.00	29,196,483.00
b. Capital Work-in Progress		--	-
c. Intangible assets under development		--	-
d. Financial Assets		--	-
(i) Investments	2	--	-
(ii) Other financial assets	3	6,92,400.00	674,120.00
e. Deferred tax assets (net)		--	-
f. Other Non Current Assets	4	--	-
<b>Current assets</b>			
a. Inventories	5	163,802,329.00	133,901,934.00
b. Financial Assets			-
(i) Trade receivables	6	93,053,689.00	127,073,635.00
(ii) Cash and cash equivalents	7	27,556.00	74,627.00
(iii) Bank balances other than above	7	27,044,851.00	24,088,541.00
(d) Other current assets	8	48,470,459.00	22,387,043.00
<b>Total Assets</b>		<b>372,115,235.00</b>	<b>337,396,383.00</b>
<b>(2) EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital		27,803,120.00	27,803,120.00
(b) Other Equity-Reserve and Surplus	10	69,905,491.00	62,750,475.00
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	11	12,313,617.00	4,677,378.00
(b) Deferred tax liabilities (Net)	11	2,420,474.00	2,199,682.00
(c) Other Non Current Liabilities		--	--
<b>Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	12	67,196,041.00	23,982,017.00
(ii) Trade payables	13	151,536,986.00	141,437,251.00
(iii) Other financial liabilities	14	25,795,042.00	24,864,884.00
(c) Other current liabilities	15	14,021,122.00	47,002,506.00
(d) Provisions	16	1,123,342.00	2,679,070.00
(e) Current Tax Liabilities (Net)		--	--
<b>Total Equity and Liabilities</b>		<b>372,115,235.00</b>	<b>337,396,383.00</b>

See accompanying notes to the financial statements  
For and on behalf of the Board

For GOPAL SHARMA & CO. FOR  
FOR CONTINENTAL PETROLIUMS LIMITED

Chartered Accountants

FRN No. 002803C

Sd/- <b>Madan Lal Khandelwal</b> (Managing Director) DIN: 00414717	Sd/- <b>Ram Nath Karol</b> Director DIN: 00414741	Sd/- <b>Abhishek Sharma,</b> Partner M.no 079224
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Sd/- <b>Sonali Jain</b> Company secretary	Sd/- <b>Vikrant Khandelwal</b> CFO
---	--

Sd/-  
**Navneet Khandelwal**  
CEO

**PLACE: JAIPUR**

**DATE: 30.05.2019**

**CONTINENTAL PETROLEUMS LIMITED**

CIN: L23201RJ1986PLC003704

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31<sup>st</sup> March, 2019**

( in Rs.)

Particulars	Note No.	As at March 31,2019	Figures for the current reporting period ended on 31-03-2018
I. Revenue from operations	18	493,305,650.00	551,850,783.00
II. Other Income	19	5,617,203.00	3,584,372.00
III. Total Revenue (I +II)		498,922,853.00	555,435,155.00
IV. Expenses:			
Cost of materials consumed	20	443,939,546.00	502,054,522.00
Purchase of Stock-in-Trade			
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	21	954,153.00	3,881,030.00
Employee/workers benefit expense	22	8,260,947.00	9,041,807.00
Finance costs	23	20,418,427.00	7,521,408.00
Depreciation and amortization expense	24	3,387,602.00	3,096,712.00
Lease Rent	25	-	-
Other expenses	26	11,103,988.00	15,698,289.00
Total Expenses		488,064,663.00	541,293,768.00
V. Profit before exceptional & extraordinary items & tax (III - IV)		10,858,190.00	14,141,387.00
VI. Exceptional Items	27	268,915.00	87,804.00
VII Profit before extraordinary items and tax (V - VI)		10,589,275.00	14,053,583.00
VIII. Extraordinary Items			
IX. Profit before tax (VII - VIII)		10,589,275.00	14,053,583.00
X. Tax expense:			
(1) Current tax	28	3,213,468.00	4,501,911.00
(2) Deferred tax		220,791.00	108,043.00
		3,434,259.00	4,609,954.00
XI. Profit(Loss) for the period from continuing Operations (IX-X)		7,155,016.00	9,443,629.00
XII. Profit/(Loss) from discontinuing operations		7,155,016.00	9,443,629.00
XIII. Tax expense of discounting operations		7,155,016.00	9,443,629.00
XIV. Profit/(Loss) from Discontinuing operations (after Tax) (XII - XIII)		7,155,016.00	9,443,629.00
XV. Profit/(Loss) for the period (XI + XIV)		7,155,016.00	9,443,629.00
Brought forward from Prev. year		51,025,904.00	41,582,275.00
Balance carried forward to next year		58,180,920.00	51,025,904.00

<b>XVI. Earning per equity share:</b>	<b>29</b>		
<b>(1) Basic</b>		<b>2.90</b>	<b>3.83</b>
<b>(2) Diluted</b>		<b>2.90</b>	<b>3.83</b>

See accompanying notes to the financial statements

For and on behalf of the Board

For GOPAL SHARMA & CO. FOR

FOR CONTINENTAL PETROLIUMS LIMITED

Chartered Accountants

FRN No. 002803C

Sd/-

**Madan Lal Khandelwal**

(Managing Director)

DIN: 00414717

Sd/-

**Ram Nath Karol**

Director

DIN: 00414741

Sd/-

**Abhishek Sharma, Partner**

M.No 079224

Sd/-

**Sonali Jain**

Company secretary

Sd/-

**Vikrant Khandelwal**

CFO

Sd/-

**Navneet Khandelwal**

CEO

PLACE: JAIPUR

DATE: 30.05.2019



## CASH FLOW STATEMENT

PARTICULARS		CURRENT YEAR		PREVIOUS YEAR	
		2018-19		2017-18	
		DETAILS	AMOUNT	DETAILS	AMOUNT
<b>A)</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
	Net Profit before exceptional and tax as Statement Profit & Loss (Increase in Reserves)		7155016		9443629
	<u>Adjusted for :-</u>				
	Finance Cost		20418427		7521408
	Interest received				
	Deferred tax		220791		108043
	income tax		3213438		4501911
	Depreciation		3387602		3096712
	<b>Operating Profit before Working Capital Changes</b>	<b>Total-A</b>	<b>34395274</b>	<b>Total-A</b>	<b>24671703</b>
<b>B)</b>	<u>Adjusted for:-</u>				
	Increase /( Decrease) in Trade Payables		10099735		58420276
	Increase /( Decrease) in Borrowings		43214024		14690166
	Increase /( Decrease) in Other financial liabilities		930158		24864884
	Increase /( Decrease) in Other current liabilities		-32981384		-1478745
	Increase /( Decrease) in Other Non-current liabilities		7636239		-2987697
	Increase /( Decrease) in Provisions (except IT)		-1555728		1580687
	Increase /( Decrease) in Current Tax Liabilities (Net)	Total-B	27343044	Total-B	95089571
<b>C)</b>	(Increase)/Decrease in Inventory		29900395		30150998
	(Increase)/Decrease in Trade receivables		-34019946		58130343
	(Increase)/Decrease in Others current financial assets		18280		3453875
	(Increase)/Decrease in Other current assets		26083416		9743036
	(Increase) / Decrease in Non current Financial Assets		0		-1603390
		Total-C	21982145	Total-C	99874862
	<b>Cash Generated From Operations</b>	-	<b>39756173</b>	-	<b>19886412</b>
	<b>Net Cash used in Operating Activities Before Extraordinary Items</b>	-	<b>0</b>	-	<b>0</b>
	Less:- Extraordinary Items	-	0	-	0
	<b>Cash Generated From Operations</b>	-	<b>39756173</b>	-	<b>19886412</b>
	Less:- Taxes Paid		3213468		4501911
	<b>Net Cash Flow/(used)From Operating Activites</b>		<b>36,542,705</b>		<b>15,384,501</b>
<b>B)</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
	(Increase) / Decrease in Long Term Loans & Advances				
	Purchase of Fixed Assets		14029245		4,860,915
	(Increase)/decrease to CWIP				
	Proceeds From Sales/written off of Fixed Assets		814206		858,803
	<b>Net Cash Flow/(used) in Investing Activities</b>		<b>23,327,666</b>		<b>11,382,389</b>

<b>C)</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
	Procurement of Borrowings				
	Repayment of Borrowings				
	Capital Subsidy under TUF				
	Interest paid		20418427		7,521,408
	<b>Net Cash Flow/(used) From Financing Activities</b>		<b>2,909,239</b>		<b>3,860,981</b>
	Net Increase/(Decrease) in Cash and Cash Equivalent		2,909,239		3,860,981
	Opening balance of Cash and Cash Equivalent		24,163,168		20,302,187
	<b>Closing balance of Cash and Cash Equivalent</b>		<b>27,072,407</b>		<b>24,163,168</b>

See accompanying notes to the financial statements

For and on behalf of the Board

**CONTINENTAL PETROLIUMS LIMITED**

**For GOPAL SHARMA & CO.**

Chartered Accountants

**FRN No. 002803C**

Sd/-

**Madan Lal Khandelwal**

(Managing Director)

DIN: 00414717

Sd/-

**Ram Nath Karol**

Director

DIN: 00414741

Sd/-

**Abhishek Sharma, Partner**

M.No 079224

Sd/-

**Sonali Jain**

Company secretary

Sd/-

**Vikrant Khandelwal**

CFO

Sd/-

**Navneet Khandelwal**

CEO

**PLACE: JAIPUR**

**DATE: 30.05.2019**

## Note-1 Property, Plant & Equipment

S. No.	Description	As On 31/03/2019	As On 31/03/2018
	<b>TANGIBLE ASSETS :</b>		
1	Land	844529	844529
2	Building	4974917	5138071
3	Furniture & Fixtures	952096	1006447
5	Plant & Machinery	11360423	12332015
6	Office Equipments	804483	1063792
7	Computer	448995	743485
8	Motor Vehicle	5917814	8068145
9	Capital work in progress-Building	2387078	0
10	Capital work in progress-P & Machinery	11333616	0
	<b>TOTAL</b>	<b>39023951</b>	<b>29196483</b>

## Note-2 Investments

S. No.	Description	As On 31/03/2019 (As per IND AS)	As On 31/03/2018 (As per IND AS)	As On 31/03/2017 (As per IGAAP)
a	Equity shares in listed companies ( shares at the rate Rs. 10/- each )	0	0	0
	<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>

## Note-3 Other Financial Assets

S. No.	Description	As On 31/03/2019 (As per IND AS)	As On 31/03/2018 (As per IND AS)	As On 31/03/2017 (As per IGAAP)
1	Security Deposit with Parties	692400	674120	2277510
	<b>TOTAL</b>			

## Note-5 Inventories

S. No.	Description	As On 31/03/2019 (As per IND AS)	As On 31/03/2018 (As per IND AS)	As On 31/03/2017 (As per IGAAP)
	Raw Material	147428490	14047658	82541914
	Work in Process	510584	102970654	559254
	Finished Goods	15863255	16883622	20649768
	<b>TOTAL</b>	<b>163802329</b>	<b>133901934</b>	<b>103750936</b>

## Note-6 Trade Receivable

S. No.	Description	As On 31/03/2019 (As per IND AS)	As On 31/03/2018 (As per IND AS)	As On 31/03/2017 (As per IGAAP)
1	Trade Receivables	93053689	127073635	68943292
	<b>TOTAL</b>	<b>93053689</b>	<b>127073635</b>	<b>68943292</b>

Particulars	Land	Building	Furniture & Fixture	Plant & Machinery	Office Equipments	Computer	Motor Vehicles	Net Block
<b>Gross Carrying Amount</b>								
<b>As at April 1, 2017</b>	844,529.00	11,295,910.00	1,903,441.00	50,302,917.00	1,874,042.00	1,330,744.00	9,584,829.00	77,136,412.00
Additions	-	77,500.00	219,334.00	142,514.00	129,210.00	478,151.00	3,814,206.00	4,860,915.00
Disposal		0	0	0		0	-904431	-904,431.00
TED Adjustment	-	-	-	-	-	-	-	-
<b>As at March 31, 2018</b>	844,529.00	11,373,410.00	2,122,775.00	50,445,431.00	2,003,252.00	1,808,895.00	12,494,604.00	81,092,896.00
Additions	-	-	83,728.00	166,057.00		49,958.00		299,743.00
Addition in WIP	-	2,387,078.00		11,291,617.00		-	-	13,678,695.00
Disposals							-814,206.00	-814,206.00
<b>As at March 31, 2019</b>	844,529.00	13,760,488.00	2,206,503.00	61,903,105.00	2,003,252.00	1,858,853.00	11,680,398.00	94,257,128.00
<b>Accumulated Depreciation</b>								-
<b>As at April 1, 2017</b>		6,052,964.00	984,648.00	37,101,722.00	619,413.00	718,836.00	3,368,174.00	48,845,757.00
Additions		182,375.00	131,680.00	1,011,694.00	320,447.00	346,575.00	1,103,912.00	3,096,683.00
Disposals							-45,628.00	-45,628.00
<b>As at March 31, 2018</b>		6,235,339.00	1,116,328.00	38,113,416.00	939,860.00	1,065,411.00	4,426,458.00	51,896,812.00
Additions		163,154.00	138,079.00	1,021,225.00	333,334.00	344,448.00	1,387,362.00	3,387,602.00
Disposals							-51,237.00	-51,237.00
<b>As at March 31, 2019</b>		6,398,493.00	1,254,407.00	39,134,641.00	1,273,194.00	1,409,859.00	5,762,583.00	55,233,177.00
TED Adjustment								-
<b>Net Block</b>								
<b>Net carrying amount</b>								-
As at 01.04.2017	844,529.00	5,242,946.00	918,793.00	13,201,195.00	1,254,629.00	611,908.00	6,216,655.00	28,290,655.00
As at 31.03.2018	844,529.00	5,138,071.00	1,006,447.00	12,332,015.00	1,063,392.00	743,484.00	8,068,146.00	29,196,084.00
As at 31.03.2019	844,529.00	7,361,995.00	952,096.00	22,768,464.00	730,058.00	448,994.00	5,917,815.00	39,023,951.00

**Note-7 Cash & Cash Equivalent**

S. No.	Description	As On 31/03/2019 (As per IND AS)	As On 31/03/2018 (As per IND AS)	As On 31/03/2017 (As per IGAAP)
1	<b>Bank Balance</b>			
	- In Fixed Deposit	26965410	23909356	19499521
	- In Current Account and Deposit A/c	79441	179185	200840
	TOTAL	27044851	24088541	19700361
2	<b>-Cash on Hand</b>			
	In Local Currency	27556	74627	601826
	TOTAL	27556	74627	601826
	<b>TOTAL</b>	<b>27072407</b>	<b>24163168</b>	<b>20302187</b>

**Note-8 Other current assets**

S. No.	Description	As On 31/03/2019 (As per IND AS)	As On 31/03/2018 (As per IND AS)	As On 31/03/2017 (As per IGAAP)
	a) Accrued Interest on FDR	-	1462843	0
	d) Claim Receivable against Stock	7611329	1991777	
	Prepaid Expenses	0	739	
	Advance to Suppliers of Raw Material	10,514,985.00	12208996	8402350
	Advance to Expenses	692,166.00		566024
	Advances to Employees & Workers	-		95880
	Advance Income Tax & TDS Receivable	-	3015229	
	Adv.to excise dept.	412,550.00		
	GST Recievable	27671462	3707459	110880
	Adv.with servcie tax and other govt.receivable	1327530		
	Deposit with Depot	240437		
	Lease Pre Payment	0		15000
	<b>TOTAL</b>	<b>48470459</b>	<b>22387043</b>	<b>9190134</b>

**Note 9: Equity Share capital**

S. No.	Description	As On 31/03/2019 (As per IND AS)	As On 31/03/2018 (As per IND AS)	As On 31/03/2017 (As per IGAAP)
1	<b>Authorised :</b>			
	3000000 Equity Shares of Rs.10/-each at par value	30,000,000	30,000,000	30,000,000
2	<b>Issued &amp; Subscribed</b>			
	2780312 Equity Shares of Rs.10/-each at par value	27,803,120	27,803,120	27,803,120
3	<b>Paid Up</b>			
	2780312 Equity Shares of Rs.10/-each at par value	27,803,120	27,803,120	27,803,120
	<b>TOTAL</b>	<b>27,803,120</b>	<b>27,803,120</b>	<b>27,803,120</b>

**Note10: Other Equity**

S. No.	Description	As On 31/03/2019 (As per IND AS)	As On 31/03/2018 (As per IND AS)	As On 31/03/2017 (As per IGAAP)
	<b>Reserves and Surplus</b>	-	-	-
<b>1</b>	<b>General Reserve</b>			
	At the beginning of the year	7,462,071	7,462,071	7,462,071
	Add; Additions during the year			-
	Less: withdrawals/transfer			-
	Balance at the year end	<b>7,462,071</b>	<b>7,462,071</b>	<b>7,462,071</b>
<b>2</b>	<b>Capital Reserve</b>	35,200	35,200	<b>35,200</b>
<b>3</b>	<b>Security Premium Account</b>	4,227,300	4,227,300	<b>4,227,300</b>
<b>4</b>	<b>Surplus</b>			
	At the beginning of the year	51,025,904	41,582,275	36,861,674
	Add/(Less): Additions during the year	7,155,016	9,443,629	4,720,601
		<b>58,180,920</b>	<b>51,025,904</b>	<b>41,582,275</b>
	<b>Less: Appropriations</b>	-	-	
	Transfer to General Reserve	-	-	-
	<b>Balance at the year end</b>	<b>58,180,920</b>	<b>51,025,904</b>	<b>41,582,275</b>
	<b>TOTAL</b>	<b>69,905,491</b>	<b>62,750,475</b>	<b>53,306,846</b>

**Note11:Deferred tax liabilities (Net)**

S. No.	Description	As On 31/03/2019 (As per IND AS)	As On 31/03/2018 (As per IND AS)	As On 31/03/2017 (As per IGAAP)
	Major components of deferred tax balances			
<b>1</b>	<b>Deferred Tax Liabilities</b>	<b>2420474</b>	<b>2199683</b>	2091639
	Deferred Tax Liabilities			
	<b>TOTAL</b>	<b>2420474</b>	<b>2199683</b>	<b>2091639</b>

**Note12: Borrowings-Long term**

S. No.	Description	As On 31/03/2019 (As per IND AS)	As On 31/03/2018 (As per IND AS)	As On 31/03/2017 (As per IGAAP)
	<b>Working Capital Loan repayable on demand from Banks :</b>			
	<b>Secured</b>			
<b>1</b>	HDFC Bank - Term loan for P&M-New	8911168	-	-
<b>2</b>	HDFC Bank - vehicle	2481085	3,269,278	-
<b>3</b>	YES Bank -Vehicle Loan	921364	1,408,100	-
	<b>TOTAL</b>	<b>12313617</b>	<b>4,677,378</b>	-

**Note13: Borrowings-Short term**

S. No.	Description	As On 31/03/2019 (As per IND AS)	As On 31/03/2018 (As per IND AS)	As On 31/03/2017 (As per IGAAP)
	<b>Working Captital Loan repayable on demand from Banks :</b>			
	<b>Secured</b>			
1	HDFC Bank - Cash Credit Limit	45402517	23,982,017	13,969,229
2	HDFC Bank - L.C. Limit	21793524	14,535,877	
	<b>TOTAL</b>	<b>67196041</b>	<b>38,517,894</b>	<b>13,969,229</b>

**Note14: Trade Payables**

S. No.	Description	As On 31/03/2019 (As per IND AS)	As On 31/03/2018 (As per IND AS)	As On 31/03/2017 (As per IGAAP)
1	Trade Payables	151,536,986	126,901,374	83,016,975
	<b>TOTAL</b>	<b>151,536,986</b>	<b>126,901,374</b>	<b>83,016,975</b>

**Note15: Other Financial Liabilities**

S. No.	Description	As On 31/03/2019 (As per IND AS)	As On 31/03/2018 (As per IND AS)	As On 31/03/2017 (As per IGAAP)
1	Current maturities of long term borrowings (refer Note No. 2.3)			
2	Outstanding liabilities/Deposit from customers	1969489	1,500,000.00	-
3	Unsecured Loan	23731744	22,656,730	-
4	Other out standing liab.	93809	486,379	-
	<b>TOTAL</b>	<b>25,795,042</b>	<b>24,643,109</b>	<b>-</b>

**Note16: Other Current Liabilities**

S. No.	Description	As On 31/03/2019 (As per IND AS)	As On 31/03/2018 (As per IND AS)	As On 31/03/2017 (As per IGAAP)
1	Statutory Liabilities/Duties and taxes	13055547	1,990,818	1,335,442
2	Payable with Depot	360466	--	--
3	Other Liabilities/Adv.from Customers	605109	44,209,335	46,343,456
	<b>TOTAL</b>	<b>14,021,122</b>	<b>46,200,153</b>	<b>47,678,898</b>

**Note17: Provisions**

S. No.	Description	As On 31/03/2019 (As per IND AS)	As On 31/03/2018 (As per IND AS)	As On 31/03/2017 (As per IGAAP)
1	Provision for Income Tax	110150	2,679,070	1,098,386
2	Provision for bonus	210839	221,775	-
3	Provision for Doubt.debtors	802353	802,353	802,353
	<b>TOTAL</b>	<b>1,123,342</b>	<b>3,703,198</b>	<b>1,900,739</b>

**NOTE 18: REVENUE FROM OPERATIONS**

Particulars		For the period ended 31.03.2019	For the period ended 31.03.2018	For the period ended 31.03.2017 (As per IGAAP)
(a)	Sale of products			
	(i) Export Sales	-		
	Lubricants	4,196,866	2512593	0
	(ii) Local Sales	-		
	Lubricants	346,153,850	375320798	200351702
(b)	Other Operating Income			
	Incineration of Hazardous waste	<b>26867545</b>	22138973	28792198
©	Contract of Supply & Errecation work	116087389	151878419	0
<b>Total</b>		<b>493,305,650</b>	<b>551850783</b>	<b>229143900</b>

**19 Other Income**

Particulars		For the period ended 31.03.2019	For the period ended 31.03.2018	For the period ended 31.03.2017 (As per IGAAP)
(a)	<b>Other non operating revenue</b>			
	Interest on FDR	1824421	1950242	105279
	Exchange Rate Difference	3336394	1633855	0
	Ins.claim and other income	456388	275	0
<b>Total</b>		<b>5617203</b>	<b>3584372</b>	<b>105279</b>

**20 Cost of Material Consumed :**

Particulars	For the period ended 31.03.2019	For the period ended 31.03.2018	For the period ended 31.03.2017 (As per IGAAP)
Opening Stock	116573942	82541914	29072963
Add: Purchase of Raw Material	409524479	466310962	246698507
Add: Freight/Duty and other exp.	64305310	69099116	0
Add: Electric and Power	964305	676472	3603644
	<b>591368036</b>	<b>618628464</b>	<b>279375114</b>
Less: Closing Stock	147428490	116573942	82541914
Total	<b>443939546</b>	<b>502054522</b>	<b>196833200</b>



21 **Changes in inventories of Finished Goods & WIP:**

Particulars	For the period ended 31.03.2019	For the period ended 31.03.2018	For the period ended 31.03.2017 (As per IGAAP)
<b><u>Opening Inventories</u></b>		-	-
Finished Goods	16883622	20649768	16662602
Work in progress	444370	559254	619965
	<b>17327992</b>	<b>21209022</b>	<b>17282567</b>
<b><u>Less: Closing Inventories</u></b>	-	-	
Finished Goods	15863255	16883622	20649768
Work in progress	510584	444370	559254
	<b>16373839</b>	<b>17327992</b>	<b>21209022</b>
<b>INCREASE/(DECREASE)</b>	<b>954153</b>	<b>3881030</b>	<b>-3926455</b>

22 **Employee benefits expense:**

Particulars	For the period ended 31.03.2019	For the period ended 31.03.2018	For the period ended 31.03.2017 (As per IGAAP)
(i) Salaries & Other Allowance	7620064	8448997	5453016
Contribution to Provident Fund	185241	143035	45528
(ii) Bonus	160000	200000	200000
(iii) Contribution to ESIC	167962	129366	72449
(iv) Staff welfare Expenses	127680	120409	127312
<b>Total</b>	<b>8260947</b>	<b>9041807</b>	<b>5898305</b>

23 **Financial expense:**

Particulars	For the period ended 31.03.2019	For the period ended 31.03.2018	For the period ended 31.03.2017 (As per IGAAP)
(i) Bank Charges	2996421	1191792	3756500
(ii) Interest on CC Limit	3506590	1943543	907715
(iii) Interest paid on other loans & Brokerage	13915416	4386073	251877
<b>Total</b>	<b>20418427</b>	<b>7521408</b>	<b>4916092</b>

24 **Depreciation & Amortisation Expenses**

Depreciation on Tangible Assets	3387602	3096712	2320979
<b>TOTAL</b>	<b>3387602</b>	<b>3096712</b>	<b>2320979</b>

25 **Lease Rental**

Lease Rent for Immovable Property	0	0	0
Lease Rent for Supply of Manpower	0	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>

26 **Other expenses**

Particulars		For the period ended 31.03.2019	For the period ended 31.03.2018	For the period ended 31.03.2017 (As per IGAAP)
(a)	<b>MANUFACTURING EXPENSES</b>			
	Insurance Premium (Comprehensive & Others)	358797	744746	226131
	Power, Fuel & Water	333800	456425	0
	Repairs & Maintenance	0	0	0
	-Machinery & Electricals	313445	0	0
	<b>Total</b>	<b>1006042</b>	<b>1201171</b>	<b>226131</b>
(b)	<b>SELLING EXPENSES</b>			
	Advertisement Expenses	183095	554688	67547
	Discount on Sales	370672	11718	278652
	Exchange Rate difference foreign currency	0	0	0
	coupon Scheme	9150	145560	991266
	Freight & Cartage Outward	1614169	1124417	1717308
	Sales Promotion Expenses	116477	661672	45848
	Sales Commision	885362	997760	1060056
	Tender Application fee	0	0	0
	<b>Total</b>	<b>3178925</b>	<b>3495815</b>	<b>4160677</b>
(c)	<b>ADMINISTRATION EXPENSES</b>			
	Conveyance Expenses	423645	733540	383776
	Postage & Courier Expenses	49706	49519	41913
	<b>Payment to Auditors</b>	-		
	-Statutory Audit Fees	30000	0	28000
	-Tax Audit	7500	0	7500
	-Other Services	45000	15000	24000
	Legal & Professional Expenses	392777	2180035	437847
	Listing Fees & Secretarial Comp. Expenses	279375	308200	264018
	Membership Fees & subscription	93074		
	Miscellaneous Expenses	751371	690458	6836369
	Miscellaneous Balances Writen Off			
	Printing and Stationery	196533	220230	177296
	Rent, Rates & Taxes	2379397	3724084	2615063
	Repairs & Maintenance -General	294381	1228309	275311
	Repair & Maintenance-Vehicle	339053	460495	216972
	Interest on Vehicle loan			
	Telephone and internet Expenses	255444	284327	318235
	Service Tax on Transport and Rent			
	TDS Expenses		11021	
	<b>Travelling Expenses</b>	-		
	-Foreign	232162	121402	
	-Local	1149603	974683	550595
	<b>Total (C)</b>	<b>6919021</b>	<b>11001303</b>	<b>12176895</b>
	<b>Total (A+B+C)</b>	<b>11103988</b>	<b>15698289</b>	<b>16563703</b>

## 27 Exceptional Items

Particulars	For the period ended 31.03.2019	For the period ended 31.03.2018	For the period ended 31.03.2017 (As per IGAAP)
Loss on Sale of Fixed Assets	268915	<b>87804</b>	190321
Loss of material in transit	--	--	0
<b>Total</b>	<b>268915</b>	<b>87804</b>	<b>190321</b>

## 28 Income Tax Expenses

Tax expense recognized in the Statement of Profit and Loss			
Particulars	For the period ended 31.03.2019	For the period ended 31.03.2018	For the period ended 31.03.2017 (As per IGAAP)
<b>Current Tax</b>			
Provision for Income Tax (Current Year)	1000000	4501911	1803213
Short /(Excess) Provision for income tax of earlier Years Adjusted	0	0	0
<b>Total</b>	1000000	4501911	<b>1803213</b>
<b>Deferred Tax</b>			
Deferred Tax charge/(credit)	220791	108043	-70781
<b>Total Deferred Income Tax expense/(benefit)</b>	<b>220791</b>	<b>108043</b>	<b>-70781</b>
Tax in respect of earlier years	0	<b>0</b>	<b>0</b>
<b>Total income tax expense</b>	<b>1220791</b>	<b>4609954</b>	<b>1732432</b>

## 29 Earning Per Share

Description	As On 31/03/2019	As On 31/03/2018
Net Profit after Tax	7155016	9443629
Number of Shares used in computing (EPS)	2465312	2465312
Earning per share after tax (Basic)	2.90	3.83
Face value per share	10	10

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. 14,29,54,934/- (Previous year Rs 2,21,38,973/-) 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.8,84,82,689/- on account of lubricants imported and the foreign currency incoming was Rs. 41,96,866/-

#### **CLASS OF GOODS MANUFACTURED**

S. No.	Particulars	Unit	Current Year		Previous Year	
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	6070.858		8369.983	
			Current Year		Previous Year	
			QTY.KL	Value (Rs. In Lacs)	QTY.KL	Value (Rs. In Lacs)
c.	Opening Stock- Lube oil/Grease /others	337.672	168.836	217.35	206.49	
d.	Sales - Lube Oil/Grease/others	5805.000	3503.510	8249.661	3778.333	
e.	Closing stock (Lube Oil/Grease/Others )	603.530	163.730	337.672	168.836	

#### **\*\*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	6460.000	3106.256	8404.150	2850.350
	Chemicals & Stores	--	112.348	--	97.548
	Packing Materials	--	185.885	--	171.923
	<b>Total</b>	<b>6460.000</b>	<b>3404.489</b>	<b>8404.150</b>	<b>3119.821</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)	884.820	18.67%	1426.060	45.70%
	Indigenous	3853.470	81.33%	1693.761	54.30%
	<b>Total</b>	<b>4738.290</b>	<b>100</b>	<b>1823.74</b>	<b>100</b>

## **SIGNIFICANT ACCOUNTING POLICIES**

Notes on accounts forming part of the Ind AS financial statements as at end for the year ended 31.03.2019

### **NOTE '1': COMPANY OVERVIEW**

Continental Petroleums Limited is a listed public limited Company incorporated on 22/07/1986, having registered office at A-2, Opp. UdayBhawan, TilakMarg, C- Scheme, Jaipur- 302005. It's Corporate Identification Number is (CIN) **L23201RJ1986PLC003704**. The Company is engaged in production of liquid or gaseous fuels, illuminating oils, lubricating oil, or Greases or other products from crude petroleum or bituminous minerals, and government order supplier and contractor

### **NOTE '2': BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES:**

#### **2.1 Statement of Compliance**

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 01, 2017. These financial statements comprising of Balance Sheet, Statement of Profit and Loss (including Other Comprehensive Income), Statement of Cash Flows and Statement of Changes in Equity for the year ended March 31, 2019 have been prepared in accordance with Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

#### **2.2 Basis of Preparation of Accounts**

The financial statements are prepared on going concern, accrual and historical cost basis except certain financial assets and liabilities which have been measured at fair value.

The Company has adopted all the Ind AS and that was carried out in accordance with Ind AS 101 "First time adoption of Indian Accounting Standards". The transition was carried out from Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, which was the previous GAAP. Reconciliations and descriptions of the effect of the transition have been summarized in Note 23(12)(ii) and 23(12)(iii).

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements for the year ended March 31, 2019 were approved by the Board of Directors and authorize for issue on May 30, 2019.

### **2.3 Functional and Presentation Currency**

The financial statements are prepared in Indian Rupees ("INR") which is the Company's presentation currency and the functional currency for all its operations. All financial information presented in INR has been rounded to the nearest Lakh with two decimal places unless stated otherwise.

### **2.4 Use of Estimates**

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

The Company based its assumptions and estimates or parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

#### **Property, Plant & Equipment and Intangible Assets**

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

### **2.5 Classification of Assets and Liabilities as Current and Non Current**

All Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of product & activities of the Company and their realization in cash and cash equivalent, the Company has determined its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

### **2.6 Revenue Recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made.

## **Sale of Goods**

Revenue from the sale of goods is recognised, when all the significant risks and rewards of ownership of the goods have passed to the buyer, the Company no longer has effective control over the goods sold, the amount of revenue and costs associated with the transaction can be measured reliably and no significant uncertainty exists regarding the amount of consideration that will be derived from the sales of goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

## **2.7 Inventory**

Inventories are valued at the lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

## **2.8 Property, Plant & Equipment**

Property, Plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the costs to the item can be measured reliably. Repairs and maintenance costs are recognized in the statement of profit and loss when incurred.

The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset only if the recognition criteria for a provision are met and amount is considered material.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

## Depreciation

Depreciation is calculated on Straight Line basis over the useful lives of the assets as prescribed in Schedule II of the Companies Act, 2013.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

### 2.9 Intangible Assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. Amortization methods and useful lives are reviewed periodically including at each financial year end.

### Research and Development Costs

Research costs are expensed as incurred. Development expenditures are recognised as an intangible asset when they meet necessary recognition criteria.

### 2.10 Leases

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognised as operating lease. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term, unless the lease agreement explicitly states that increase is on account of inflation.

### 2.11 Impairment of Assets

#### Non-financial asset

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.



If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

## **Financial Assets**

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

## **2.12 Financial Assets & Liabilities**

### **Financial Instruments**

#### **a) Initial Recognition**

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

#### **b) Subsequent Measurement**

##### **(i) Financial assets carried at amortized cost**

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**(ii) Financial assets at fair value through other comprehensive income**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**(iii) Financial assets at fair value through profit or loss**

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

**(iv) Financial liabilities**

Financial liabilities are subsequently carried at amortized cost using the effective interest rate method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**c) Derecognition**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

**d) Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

## **2.13 Foreign Exchange Transactions/Translations**

Financial statements are presented in INR, which is Company's functional currency. Monetary assets and liabilities denominated in foreign currencies (except financial instruments designated as Hedge Instruments) are translated at the functional currency spot rates of exchange at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item.

All exchange differences are included in profit or loss except any exchange differences on monetary items designated as an effective hedging instrument of the currency risk of designated forecasted sales or purchases, which are recognized in the other comprehensive income.

#### **2.14 Employee Benefits**

Short-term Employee Benefits are recognised as an expense on accrual basis. The Company does not have any liability towards long-term employee benefits.

#### **2.15 Taxation**

##### **Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be paid to or recovered from to the taxation authorities in accordance with Income Tax Act 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized either in other comprehensive income or in equity.

##### **Deferred Tax**

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

## **2.16 Provision, Contingent Liabilities & Contingent Assets**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingent Liability is disclosed after careful evaluation of facts, uncertainties and possibility of reimbursement, unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent liabilities are not recognised but are disclosed in notes.

Contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent assets are not recognised in financial statements and are disclosed in notes when it is virtually certain that economic benefits will inflow to the Company.

## **2.17 Segment Reporting**

Identification of Segments: An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the Company's chief operating decision maker to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the chief operating decision maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

## **2.18 Earnings Per Share**

The Company presents basic and diluted earnings per share (EPS) data for its equity shares. Basic EPS is calculated by dividing the profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

## **2.19 Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

## 2.20 Cash and Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

## 2.21 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

## 2.22 Fair Value Management

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

## 2.23 Recent accounting pronouncements

Appendix B to Ind AS 21, Foreign currency transactions and advance consideration:

On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency.

The amendment will come into force from April 01, 2018. The Company is evaluating the requirement of the amendment and the impact on the financial statements. The effect on adoption of Ind AS 21 is expected to be insignificant.

Ind AS 115, Revenue from Contract with Customers:

Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The new revenue standard is applicable to the Company from April 01, 2018.

The standard permits two possible methods of transition:

- a. Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors
- b. Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach)

The Company is evaluating the requirement of the amendment and the impact on the financial statements. The effect on adoption of Ind AS 115 is expected to be insignificant.

As per our Audit Report of even date Annexed

**For and on behalf of the Board**  
**FOR CONTINENTAL PETROLIUMS LIMITED**

Sd/-  
**MadanLalKhandelwal**  
(Managing Director)  
DIN: 00414717

Sd/-  
**Ram Nath Karol**  
Director  
DIN: 00414741

Sd/-  
**SONALI JAIN**  
Company secretary

Sd/-  
**Vikrant Khandelwal**  
CFO

Sd/-  
**NavneetKhandelwal**  
CEO

**For GOPAL SHARMA & CO.**  
Chartered Accountants  
FRN no. 002803C

Sd/-  
**Abhishek Sharma, Partner**  
M.no 079224

**PLACE: JAIPUR**  
**DATE: 30.05.2019**

## **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](http://www.conpetco.com);

**Email:** [conpetco@gmail.com](mailto:conpetco@gmail.com)

### **NOTICE**

**NOTICE** is hereby given that 33<sup>rd</sup> Annual General Meeting of the Members of Continental Petroleum Limited will be held on Thursday, 26<sup>th</sup> September, 2019, at 01:00 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, 2019, together with the Board's Report and Auditor's Report thereon of the Companies Act, 2013

**"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2019 and the reports of the Board of Directors and the Auditors thereon laid before this Meeting, be and are hereby considered and adopted."

2. To appoint Director in place of Mrs. Radhika Khandelwal (DIN: 00414678) who retires by rotation and being eligible, offers herself for re-appointment.

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Radhika Khandelwal (DIN: 00414678), who retires by rotation at the 33<sup>rd</sup> Annual General Meeting, and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation.

#### **SPECIAL BUSINESS:**

3. **Re-appointment of Mr. Madan Lal Khandelwal as Managing Director.**

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

**"RESOLVED THAT** pursuant to the provisions under Sections 117(3), 196, 197, 198, 203, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") including any statutory amendments, modifications or re-enactment thereof and further subject to such other requisite approvals, as may be required in this regard, the consent of the Shareholders be and is hereby accorded for the re-appointment of Mr. Madan Lal Khandelwal as Managing Director of the Company for a further period of 5 (Five) years with effect from 29<sup>TH</sup> September, 2019 on the

terms and conditions including the remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement forming part of this resolution.

**RESOLVED FURTHER THAT** any of the Director be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

**4. Re-appointment of Mr. Goverdhan Dass Sethi (DIN: 01216222) as an Independent Director of the Company for a second term.**

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

**"RESOLVED THAT** pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification (s) or re-enactment thereof, for the time being in force), Mr. Goverdhan Dass Sethi (DIN: 01216222), 78 years of age, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire

by rotation, to hold office for a second term of five years commencing with effect from 29<sup>th</sup> September 2019 till 28<sup>th</sup> September, 2024.

**RESOLVED FURTHER THAT** any of the Director be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

**5. Re-appointment of Mr. Ram Nath Karol (DIN: 00414741) as an Independent Director of the Company for a second term.**

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

**"RESOLVED THAT** pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification (s) or re-enactment thereof, for the time being in force), Mr. Ram Nath Karol (DIN: 00414741), 77 years of age, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 29<sup>th</sup> September 2019 till 28<sup>th</sup> September, 2024.



**RESOLVED FURTHER THAT** any of the Director be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

**For & on Behalf of Board of Director  
CONTINENTAL PETROLEUMS LIMITED  
CIN: L23201RJ1986PLC003704**

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

**Place: Jaipur  
Date 29/08/2019**

**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. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto**
- 3. The Register of Members and Share Transfer Books of the Company will remain closed from 20<sup>th</sup> September, 2019 to 26<sup>th</sup> September, 2019 (both days inclusive).**

- 4. The instrument appointing proxy must reach the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.**
- 5. The shares of the Company are mandated by the Securities and Exchange Board of India for trading in dematerialized form by all investors. Members holding shares in physical form are advised to dematerialize their shares to avoid the risks associated with the physical holding of such share certificates. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.**
- 6. Members holding Shares in electronic form are requested to register their e-mail address**

with their respective depository participants and members holding shares in Physical form are requested to register their e-mail address with the Company's Registrar and Transfer Agents and participate in the "Green initiative" launched by the Ministry of Corporate Affairs in future. As per rule 3 of Companies (Management & Administration) Rules, 2014, Registers of Members of all the Companies now should have additional details pertaining to e-mail, PAN / CIN, UID, Occupation, Status, Nationality. We request all the Members of the Company to update their details with their respective depository participants in case of shares held in electronic form and with the Company's Registrar and Transfer Agents in the case of physical holding immediately

7. Members holding shares in physical form are requested to notify to the Company's Registrar and Transfer Agent of any change in their address and update their Bank account details. Members holding Shares in electronic form are requested to notify any change of address and update bank account details to their respective depository participants directly
8. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding Shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of Shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant
9. Electronic copy of the Notice of the 33rd Annual General Meeting of the Company

inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 33rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection during normal business hours on all working days except Saturdays, up to and including the date of the Meeting

10. 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.
11. 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.
12. In accordance with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 the Company has

fixed **19<sup>th</sup> September, 2019** as the cut off 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. **19<sup>th</sup> September 2019**, shall be entitled to avail facility of e-voting as well as voting at the General Meeting.

13. Members may note that the notice of the Annual General Meeting and Annual Report for the year 2018-19 will also be available on the Company website [www.conpetco.com](http://www.conpetco.com) /[www.contol.in](http://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.

#### **14. 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 33<sup>rd</sup> Annual General Meeting (AGM) by electronic means. The members whose names appear in register of members as on **19<sup>th</sup> September 2019**, 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 23<sup>rd</sup> September, 2019 and will end at 5.00 P.M.**

**on 25<sup>th</sup> September, 2019.** 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 e-voting are as under:**

- a. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- b. Click on Shareholders / Members.
- c. Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,.
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. 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.
- f. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<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>
Dividend Bank Details <b>Or</b> Date Of Birth	<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>

g. After entering these details appropriately, click on "SUBMIT" tab.

voting on the resolutions contained in this Notice.

h. 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.

j. Click on EVSN for "**Continental Petroleum 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.

i. For Members holding shares in physical form, the details can be used only for e-

k. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

l. 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.

m. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

n. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

o. If a 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.

p. 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.

➤ 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"

➤ 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" 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 favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

#### **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.

(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)

**Other instructions:**

- a. The voting rights of Members shall be in proportion to their shares of the paid – up equity share capital of the Company as on July 24, 2018.
- b. 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
- c. 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

d. 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.

e. 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.

**REGISTRAR & SHARE TRANSFER AGENT**

Beetal Financial & Computer Services Pvt. Ltd  
Beetal House, 3rd Floor, 99, Madangir, Near Dada  
Harsukhdas Mandir, New Delhi,  
Delhi,110062

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As required by the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business mentioned under item no. 3 to item no. 5 of the accompanying Notice dated 29/08/2019.

**ITEM NO.3**

In appreciation of contributions and continuing commendable leadership of Mr. Madan Lal Khandelwal, Managing Director and pursuant to provisions of 196, 197, 198, 203, Schedule V as applicable and other applicable provisions, if any of the Companies Act, 2013, the Board has proposed to re-appoint him as Managing Director of the Company for a further period of 5 (Five) years, not be liable to retire by rotation on the terms and conditions as set out below as recommended by the Nomination and Remuneration Committee in

its Meeting held on 29 August, 2019 and further approved by the Board of Directors in its meeting held on 329 August, 2019:

A. Basic Salary 12, 00,000 P.A

B. Perquisites: Nil

Further, pursuant to the provisions of Sections 117(3), 197, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of appointment shall be placed for the approval of the Shareholders in the Annual General Meeting.

Therefore, the Board of Directors of your Company recommends the passing of Special Resolution as set out at Item No. 03 of the Notice.

Except Mr. Madan Lal Khandelwal himself, no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution as set out in Item No. 03 of the notice.

#### **ITEM: 4**

Mr. Goverdhan Dass Sethi is acting as an Independent Director of the Company. His current term will expire on 28<sup>th</sup> September, 2019. The Company has received a notice in writing under the provisions of Section 160(1) of the Companies Act, 2013 (the Act) from a member proposing the candidature of Mr. Goverdhan Dass Sethi as an Independent Director of the Company. As per Section 149(10) of the Act an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment for further term of five years on passing a Special Resolution by the Company.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of the long and rich experience and continued valuable guidance to the management and strong Board performance of Mr. Goverdhan Dass Sethi and on the recommendation of the Nomination and Remuneration Committee and Board, it is proposed to re-appoint him as an Independent Director on the Board for a further term of five years commencing from 29<sup>th</sup> September 2019 till 28<sup>th</sup> September, 2024.

The Company has received the consent in writing from him to act as Director of the Company and a declaration that he is not disqualified to act as Director under Section 164(2) of the Act and meet the criteria of independence as provided in Section 149(6) of the Act .In the opinion of the Board, Mr. Goverdhan Dass Sethi fulfils the conditions specified in the Act and he is independent of the management. The profile and specific areas of his expertise as required under SEBI (LODR) Regulations, 2015, is provided at the end of this notice.

The Board recommends the given resolution for approval of the Members. No Director, Key Managerial Personnel and their relatives, except Mr. Goverdhan Dass Sethi being appointee, is in any way, concerned or interested in the resolution.

#### **ITEM: 5**

Mr. Ram Nath Karol is acting as an Independent Director of the Company. His current term will expire on 28<sup>th</sup> September, 2019. The Company has received a notice in writing under the provisions of

Section 160(1) of the Companies Act, 2013 (the Act) from a member proposing the candidature of Mr. Ram Nath Karol as an Independent Director of the Company. As per Section 149(10) of the Act an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment for further term of five years on passing a special resolution by the Company.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of the long and rich experience and continued valuable guidance to the management and strong Board performance of Mr. Ram Nath Karol and on the recommendation of the Nomination and Remuneration Committee and Board, it is proposed to re-appoint him as an Independent Director on the Board for a further term of five years commencing from 29th September 2019 till 28th September, 2024

The Company has received the consent in writing from him to act as Director of the Company and a declaration that he is not disqualified to act as Director under Section 164(2) of the Act and meet the criteria of independence as provided in Section

149(6) of the Act .In the opinion of the Board, Mr. Ram Nath Karol fulfils the conditions specified in the Act and he is independent of the management. The profile and specific areas of his expertise as required under SEBI (LODR) Regulations, 2015, is provided at the end of this notice.

The Board recommends the given resolution for approval of the Members. No Director, Key Managerial Personnel and their relatives, except Mr. Ram Nath Karol being appointee, is in any way, concerned or interested in the resolution.

**For & on Behalf of Board of Directors  
CONTINENTAL PETROLEUMS LIMITED  
CIN: L23201RJ1986PLC003704**

**Sd/-**

**Madan Lal Khandelwal  
(Chairman and Managing Director)  
DIN: 00414717**

**Place: Jaipur  
Date: 29/08/2019**



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:

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

Particulars	Radhika Khandelwal	Madan Lal Khandelwal	Ram Nath Karol	Goverdhan Dass Sethi
Date of Birth	01/11/1972	02/03/1945	15/09/1942	01/09/1941
Date of Appointment	13/11/2010	01/04/2010	28/01/2004	29/09/2007
Qualification	Graduate	M.Tech	M.Tech	M.Tech
Designation	Non- executive Non Independent Director	Chairman cum managning director	Independent director	Independent director
Age	47	74	77	78
Disclosure of Relationships Between Directors/ KMP inter-se;	Madan Lal Khandelwal, and Navneet Khandelwal is relative of Radhika Khandelwal	Madan Lal Khandelwal is relative of Navneet Khandelwal and Radhika Khandelwal	--	--
Directorships held in other Public Companies	0	1	0	0
Memberships/ Chairmanships of Committees of other Public Companies	0	0	0	0
No. of Shares held in the Company	157592	132807	0	0

For & on Behalf of Board of Directors  
CONTINENTAL PETROLEUMS LIMITED  
CIN: L23201RJ1986PLC003704

Date: 29/08/2019

Place: Jaipur

Sd/-  
Madan Lal Khandelwal  
( Chairman and Managng Director)  
DIN: 00414717

**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 rule 19(3) of the Companies (Management and Administration) Rules, 2014 - Form No. MGT-11]]

Name of the member(s): .....

Registered Address: .....

E-mail ID: .....

Folio No. / Client ID No: .....

I/We, being the member(s) of Blue Dart Express Ltd. holding ..... Shares of the above named company, hereby appoint

1. Name: ..... Email ID: .....  
Address.....  
Signature: ..... or failing him/her

2. Name: ..... Email ID: .....  
Address.....  
Signature: ..... or failing him/her

3. Name: ..... Email ID: .....  
Address.....  
Signature: ..... or failing him/her

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 33<sup>rd</sup> Annual General Meeting of the Company, to be held on Thursday 26<sup>th</sup> September, 2019 at 01.00 p.m at **A-2, OPP. UDOYG BHAWAN, TILAK MARG, C-SCHEME, JAIPUR RJ 302005 IN** and at any adjournment thereof in respect of such resolutions as is indicated below:

S. No	Resolutions
	<b>ORDINARY BUSINESS</b>
01.	Adoption of Audited Financial Statements of the Company for the year ended March 31, 2019, along with Report of Board of Directors and Auditors
02.	Appointment of Mrs. Radhika Khandelwal (DIN No. 00414678) who is liable to retire by rotation and being eligible, offers herself for re-appointment.
	<b>SPECIAL BUSINESS</b>
03.	Re-appointment of Mr. Madan Lal Khandelwal as Managing Director.
04.	Re-appointment of Mr. Goverdhan Dass Sethi (DIN: 01216222) as an Independent Director of the Company for a second term.
05.	Re-appointment of Mr. Ram Nath Karol (DIN: 00414741) as an Independent Director of the Company for a second term.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

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

<b>AFFIX REVENUE STAMP</b>
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1. 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.
2. A Proxy need not be a member of the Company.
3. \*It is optional to put (✓) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 33<sup>rd</sup> Annual General Meeting.
5. The Company reserves its right to ask for identification of the Proxy.
6. The proxy form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company /depository participant

**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

**ATTENDANCE SLIP**

I/We record my/our presence at the **Thirty Third (33<sup>rd</sup>) Annual General Meeting** to be held on Thursday, 26<sup>th</sup> September 2019, at 01:00 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

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

For Further Information Kindly Refer:

<https://www.google.com/maps/place/Continental+Petroleum+Ltd/@26.9022987,75.7953914,17z/data=!3m1!4b1!4m5!3m4!1s0x396db4199053a3e9:0x57a97e07a1abacd3!8m2!3d26.9022987!4d75.7975801>



### AGM VENUE ADDRESS:

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