



CONTINENTAL PETROLEUMS LIMITED

Regd. Office : A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, JAIPUR - 302 005 Rajasthan (INDIA)
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NOTICE OF 5th BOARD MEETING/F.Y. 2022-23

Date: 27th August, 2022

To,
The Board of Directors
CONTINENTAL PETROLEUMS LIMITED
A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme,
Jaipur, Rajasthan 302005

Intimation: Board Meeting on Monday, 05th September, 2022 at 03:00 P.M.

Dear Sir,

Notice is hereby given that meeting of the Board of Directors of the Company is scheduled to be held on **Monday, 05th September, 2022 at 03:00 P.M.** at A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur, Rajasthan 302005.

The agenda of the business to be transacted at the meeting is enclosed herewith.

You are requested to make it convenient to attend the meeting.

For CONTINENTAL PETROLEUMS LTD.

CIN: L23201RJ1986PLC003704


(MADAN LAL KHANDELWAL)
Managing Director
DIN: 00414717



ISO 14001:2015 & 9001:2015 Certified

AGENDA OF THE 5TH MEETING OF THE BOARD OF DIRECTORS FOR THE F.Y. 2022-23 OF CONTINENTAL PETROLEUMS LTD TO BE HELD ON MONDAY, 05TH SEPTEMBER, 2022 AT 03.00 P.M. AT -2, OPP. UDYOG BHAWAN, TILAK MARG, C-SCHEME, JAIPUR, RAJASTHAN 302005

Item No.	Particulars	Action
1.	To elect Chairman of the meeting, in case Existing Chairman is not present.	Appointment
2.	To ascertain the requisite Quorum	Ascertainment
3.	To grant Leave of absence	Approval
4.	To confirm and approve the minutes of the previous meeting of Board of directors held on 10th August, 2022.	Confirmation
5.	To confirm and approve the minutes of the previous meeting of Audit Committee held on 10th August, 2022.	Confirmation
6.	To approve Board Report along with all other necessary annexures for the financial year ended March 31, 2022.	Consider / Approval
7.	To approve and recommend the appointment of Statutory Auditors of the Company and to fix their remuneration.	Consider / Approval
8.	To approve the appointment of Mr. Rohit Gupta, Practicing Chartered Accountant, as scrutinizer of the company to scrutinize the e-Voting process.	Consider / Approval
9.	To approve notice of 36th Annual General meeting scheduled to be held on Friday, 30th September, 2022 through Video conferencing along with fixation of date of book closure and e-voting period.	Consider / Approval
10.	Any other matter with the permission of the Chair.	

NOTES TO THE AGENDA

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Item No. 1

To Elect Chairman of the Meeting

Board members may please note that Mr. Madan Lal Khandelwal, Chairman of the Company will preside over the Meeting. In case, he is not able to attend the Meeting, the Directors present will have to elect one of them as Chairman of the Meeting by passing the following resolution:

“Resolved ThatMr. Madan Lal Khandelwal be and is hereby appointed as Chairman of the Meeting”.

Item No. 2

To Ascertain the Quorum for the Meeting

Board members may please note that the Chairman of the Meeting will ascertain whether the requisite quorum for the Meeting of the Board of Directors is present or not.

Item No. 3

To Grant Leave of Absence

Board members may consider the matter of granting the leave of absence to the Director(s) who may have sought the leave of absence.

Item No. 4

To confirm and approve the minutes of the previous meeting of Board of Directors held on 10th August, 2022

The meeting of Board of Directors of the Company was held on 10th August, 2022 at registered office of the Company. The draft minutes of the same were circulated to the Board for its confirmation. The Board is requested to consider and pass the following resolution:

“Resolved that the minutes of the meeting of Board of Directors of the Company held on 10th August, 2022 as circulated earlier and placed before the Board be and are hereby confirmed and approved.”

Item No. 5

To confirm and approve the minutes of the previous meeting of Audit Committee held on 10th August, 2022

The meeting of Audit Committee of the Company was held on 10th August, 2022 at registered office of the Company. The draft minutes of the same were circulated to the Board for its confirmation

The Board may consider and pass the following resolution:

"Resolved that the minutes of the meeting of Audit Committee of the Company held on 10th August, 2022 as circulated earlier and placed before the Board be and are hereby confirmed and approved."

Item No. 6

To approve Board Report along with all other necessary annexures for the financial year ended March 31, 2022.

The Board members may please note that as per Section 134 of the Companies Act, 2013, the draft Board Report along with all other necessary annexures for the financial year ended 31st March, 2022 is placed before the Board for its approval. The Board members may please take note on the same and approve by passing following resolution in this regard:

"RESOLVED THAT pursuant to Section 134 of the Companies Act, 2013, the draft Board Report along with all other necessary annexures for the financial year ended 31st March, 2022 as placed before the Board be and is hereby considered and approved and Mr. Madan Lal Khandelwal(DIN: 00414717), Managing Director and Mr. Vikrant Khandelwal(DIN: 01914756), Chief Financial Officer and Director of the Company be and are hereby authorized to sign on behalf of the Board.

"RESOLVED FURTHER THAT Mr. Madan Lal Khandelwal, Managing Director of the Company be and is hereby authorized to file e-form MGT-14 with the concerned Registrar of Companies and to do all such acts, deeds, things as may be necessary to give effect to this resolution."

Item No. 7

To approve and recommend the appointment of Statutory Auditors of the Company and to fix their remuneration.

The Board of Directors of the Company may consider the recommendations of the Audit Committee and approves the appointment of R.P. Khandelwal & Associates, Chartered Accountants as Statutory Auditors of the Company for a term of 5 consecutive years by passing following resolution in this regard:

"RESOLVED THAT pursuant to Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendations of the Audit Committee and subject to the approval of members of the company, consent of the Board of Directors of the Company be and is hereby accorded to appoint M/s. R.P. Khandelwal & Associates, Chartered Accountants, (Firm Registration No.001795C) as the Statutory Auditors of the Company for a term of 5 consecutive years from the conclusion of this 36th Annual General Meeting till the conclusion of the 41st Annual General Meeting to be held in the year 2027, at such remunerations plus Good and Service Tax (GST) as applicable, out of pocket expenses etc. as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

RESOLVED FURTHER THAT any Director of the company be and are hereby authorized to sign and file e-form ADT-1 with the concerned Registrar of Companies and to do all such acts, deeds, things as may be necessary to give effect to this resolution."

Item No. 8

To approve the appointment of Mr. Rohit Gupta, Practicing Chartered Accountant, as scrutinizer of the company to scrutinize the e-Voting process.

The board may please note that in accordance with the provisions of Rule 20(4) of the Companies (Management and Administration) Rules, 2014, a scrutinizer needs to be appointed who can conduct the remote e-voting process in a fair and transparent manner.

Board may consider the same and pass the following resolution:

"RESOLVED THAT Mr. Rohit Gupta, Practicing Chartered Accountant, Partner of M/S Rohit Ram Gupta & Co (FRN 016370C) be and is hereby appointed as the scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

"RESOLVED FURTHER THAT Mr. Madan Lal Khandelwal, Managing Director of the Company be and is hereby authorized to fix the remuneration payable to the Scrutinizer in consultation with him, for the duties performed by him as the scrutinizer and that any out-of-pocket expenses and incidental expenses incurred by him in this connection be reimbursed by the company to him."

Item No. 9

To approve notice of 36th Annual General meeting scheduled to be held on Friday, 30th September, 2022 through Video conferencing along with fixation of date of book closure and e-voting period.

Chairman informed to the Board calling of 36th Annual General meeting of the company. The Board may pass following draft resolution with or without modification:

“RESOLVED THAT an Annual General Meeting of the shareholders of the Company be held on Friday, 30th September, 2022 through video conferencing for seeking the approval of the shareholders of the Company for:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2022 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Navneet Khandelwal (DIN: 00414636) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company and to fix their remuneration.

“RESOLVED FURTHER THAT the draft Notice for calling and convening the Annual General Meeting of the shareholders of the Company, as placed before the meeting, be and is hereby approved and the same be signed and issued by any Director of the Company, to the shareholders and other persons entitled for the same under the Act.”

Item No.10

Any Other Matter with the Permission of Chair

Board Members may discuss any other matter with the permission of the Chair.