

Continental Petroleums Limited

CIN NO.:L23201RJ1986PLC003704

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

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

Email: conpetco@gmail.com

NOTICE

NOTICE is hereby given that 30th Annual General Meeting of the Member of Continental Petroleums Ltd. will be held on Wednesday, the 28th September, 2016, at 11:30 A.M at Registered office of the company, A-2 Opposite Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2016, together with the Board's Report and Auditors thereon of the Companies Act, 2013
2. No Dividend was declared during the Financial Year.
3. To appoint Director in place of Ram Nath Karol (DIN- 00414741) who retires by rotation and being eligible, offers herself for re-appointment.

4. Re-appointment of Auditor:

To ratify the appointment of Statutory Auditors of the Company, and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the resolution passed by the members at the Annual General Meeting of the Company held on 28th September 2016, the re-appointment of **M/S R.P. Khandelwal & Associates Chartered Accountants (Membership No. 071002)**, be and are hereby appointed Statutory Auditors of the Company to hold office from conclusion of the ensuing Annual General Meeting until the conclusion of the next

Annual General Meeting on such remuneration as may be decided by Board of Directors of the company.

SPECIAL BUSINESS:

5. To Regularize Appointment of Chief Financial Officer

To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution

“RESOLVED THAT Pursuant to the provisions of Section 203 of the Companies Act, 2013 read with Rule 3 of Companies (Appointment and Remuneration Personnel) Rules 2014 and other applicable provisions, if any, of the Companies Act 2013 (“Act”), as amended or re-enacted from time to time the Board of Directors as per recommendation of the Audit Committee in their meeting held on March, 31st 2016 appoints **Mr. Vikrant Khandelwal** as Chief Financial Officer of the Company with effect from March, 31st 2016 subject to the approval of shareholders and upon such terms and conditions including terms of remuneration as recommended by Nomination and Remuneration Committee.

RESOLVED FURTHER THAT remuneration paid to said appointee as minimum remuneration in the event of loss or inadequacy of profits in any year of tenure of his appointment.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby severally authorized to do all such acts, deeds, matters and things as may be required in this matter including filling of forms/returns with Registrar of Companies”

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

Date: 27th August, 2016

Place: Jaipur

Regd. Office: A-2 Opposite Udyog Bhawan,
Tilak Marg C-Scheme,
Jaipur 302005 (Rajasthan)

Sd/-

**Balvinder Singh Guleri
Company Secretary**

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013, A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL VALUE OF SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
2. The instrument appointing proxy must reach the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.
3. Corporate members intending to send their authorized representative to attend the meeting pursuant to Section 113 of Companies Act, 2013 are requested to send to the company a certified copy of the relevant Board resolution together with the specimen signature of their authorized representatives to attend and vote on their behalf at the meeting.
4. The Register of the members and share transfer books of the Company will remain closed from **22nd September, 2016 to 28th September, 2016** (both days inclusive).
5. The Members holding shares in physical form are requested to intimate quoting their Folio Number and the change of address immediately to **M/s Beetal Financial Services and Computers Pvt. Ltd** (the registrar and transfer Agent) Beetal House, 3rd Floor, 99 Madangir, Behind LSC, New Delhi 110062.
6. The shareholders holding shares in demat form and have not registered their e-mail IDs with their Depository Participant are requested to register their e-mail address a, to enable the Company to use the same for serving documents electronically. Shareholders holding shares in physical form shall provide their e-mail address to RTA.
7. Pursuant to Section 72 of Companies Act, 2013, shareholders holding shares in physical form may file nomination in form SH-13 with the Registrar & share transfer agents of the Company .In respect of shares held in electronic /demat form the nomination form may be filed with respective depository participant.
8. Members desirous of obtaining any information required concerning the accounts of the company and any other information are requested to address their queries to the Company at least seven days in advance of the date of meeting.
9. The Securities and exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market .Members

holding shares in electronic form are, therefore, requested to submit their PAN to depository participants with whom they maintain their accounts. Members holding shares in physical form have to submit their PAN number to Registrar and Share Transfer Agents of the company.

10. In accordance with rule 20 of the Companies (Management and Administration) amendment Rules, 2015 the Company has fixed **21st September 2016** as the cutoff date to determine the eligibility to vote by electronic means or in the general meeting. A person, whose name is recorded in register of members or in the register of beneficiary owners maintained by depositories as on the cutoff date, i.e. **21st September, 2016** shall be entitled to avail facility of e-voting as well as voting at the general meeting.
11. Members may note that the notice of the Annual General meeting and Annual Report for the year 2015-16 will also be available on the Company website www.conpetco.com for their download. The physical copies of the aforesaid documents will also be available for inspection at registered office of the company for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive copy of above documents in physical form, upon making a request for the same at free of cost.

12. VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013, the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means. The members whose names appear in register of members as on **21st September, 2016**, 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 24th September, 2016 and will end at 5.00 P.M. on 27th September, 2016**. 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 Khandelwal, a Practicing Company Secretary to act as scrutinizer to scrutinize the insta poll and remote e- voting process in a fair and transparent manner.

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

- The shareholders should Log on to the e-voting website www.evotingindia.com during the voting period.
- Click on "Shareholders" tab.

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

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

- After entering these details appropriately, click on “SUBMIT” tab.
- Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the

new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on EVSN for Continental Petroleums Limited on which you choose to vote.
- On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/
- NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- **Notes for institutional shareholders:**
 - ✓ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to
 - ✓ www.evotingindia.com and register themselves as Corporate. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com

- ✓ After receiving the login details they have to create a compliance user using the admin login and password. The compliance user would be able to link the accounts for which they wish to vote on.
 - ✓ The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - ✓ They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions
 - (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to
 - helpdesk.evoting@cdslindia.com.
 - The shareholders can opt for only one mode of voting i.e. either physically by attending AGM or e-voting. If any shareholders opt for e-voting, he/she will not be eligible to vote physically in AGM.
 - **M/S Mahendra Khandelwal & CO.** Practicing Company Secretary (**Membership No. 6266**) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer shall within a period not exceeding three working days from the conclusion of the e- voting period unlock the votes in presence of two witnesses not in employment of the company make a scrutinizer’s report of the votes casted in favour or against , if any, forthwith to the Chairman of the Company.
 - The Results of shall be declared on or after the AGM of the Company and the Results declared with
 - Scrutinizer Report shall be placed on the Website of the Company i.e. www.conpetco.com and also on the website of CDSL viz. www.cdslindia.com within two days of passing of the Resolution at the AGM of the Company.
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours

(9.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.

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

Re-appointment of Ram Nath Karol

Ram Nath Karol has been on the Board of Directors of the Company 28TH January 2004 as NON EXECUTIVE DIRECTOR. He is member of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

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

Particulars	Vikrant Khandelwal	Ram Nath Karol
Date of Birth	26/12/1974	15/09/1942
Date of Appointment	31/03/2016	28/01/2004
Qualifications	Commerce Graduate	Bachelor of Engineering
Designation	Chief Financial Officer	Director
Directorships held in other companies	NIL	NIL
Number of shares held in the Company	102410	NIL

EXPLANATORY STATEMENT

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

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

Item No. 5

The Board of Directors as per recommendation of the Audit Committee hereby appoint Mr. Vikrant Khandelwal as Chief Financial Officer of the Company with effect from March, 31st 2016 in accordance with the provisions of Section 203 of the Companies Act, 2013 subject to the approval of shareholders in Annual General Meeting.

The Board feels that presence of Mr. Vikrant Khandelwal on the Key Managerial Personnel is desirable and would be beneficial to the company and hence recommend this resolution for adoption.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Vikrant Khandelwal are in any way financially or otherwise, concerned or interested in this resolution.

The Board accordingly recommends the Ordinary Resolution for your approval.

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

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

Date: 27th August, 2016

Place: Jaipur

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

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Form No. MGT-11

PROXY FORM

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

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

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

Name			
Address			
E-mail ID		Signature	

OR FAILING HIM

Name			
Address			
E-mail ID		Signature	

OR FAILING HIM

Name			
Address			
E-mail ID		Signature	

As my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the Thirtieth Annual General Meeting of the Company to be held on Wednesday, 28th September at A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
01.	To receive consider and adopt: the Audited Balance Sheet as on 31 st March, 2016 and Statement of Profit and Loss Account for the year ended on the date and the reports of the Board of Directors and Auditors thereon
02.	No dividend was declared during the Financial Year. Hence no require to pass the resolution.
03.	Appointment of Director in the place of Shri Ram Nath Karol(DIN No. 00414741) who retires by rotation and being eligible, offers himself for re-appointment.
04.	Re-appointment of M/S R.P. Khandelwal & Associate , Chartered Accountants, as Auditors
05.	To regularize the Appointment of Mr. Vikrant Khandelwal as a Chief Financial Officer of the Company

Signed this _____ day of _____ 2016

Signature of Shareholder (s): _____

Signature of Proxy Holder(s): _____

AFFIX REVENUE STAMP

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

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CIN NO.:L23201RJ1986PLC003704

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

Email: conpetco@gmail.com

ATTENDANCE SLIP

I/We record my/our presence at the Thirtieth Annual General Meeting to be held on Wednesday, 28th September, 2016 at A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur-302005 (Rajasthan) at 11:30 a.m.

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

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

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For Further Information Kindly Refer:

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

AGM VENUE ADDRESS

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