

NOTICE OF 38th ANNUAL GENERAL MEETING

NOTICE is hereby given that 38th Annual General Meeting of the Members of Continental Petroleums Limited will be held on Saturday 28th September 2024, at 03:00 P.M. IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2024, together with the Reports of the Board of Directors and the Auditors thereon.

2. Re-appointment of Ms. Radhika Khandelwal (DIN: 00414678) as a director, liable to retire by rotation

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to re-appoint Ms. Radhika Khandelwal (DIN: 00414678) as a director, who is liable to retire by rotation, and offered herself for re-appointment.”

SPECIAL BUSINESS:

3. APPOINTMENT OF MR. RAVI JAIN (DIN: 10750509) AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT Mr. Ravi Jain (DIN: 10750509), who was appointed as an Additional Director of the Company with effect from September 4, 2024 by the Board of Directors, based on recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Article 132 of the Articles of Association of the Company, who is eligible for appointment and consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, the appointment of Mr. Ravi Jain having DIN (10750509), who had submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, *i.e.*, from 28th September 2024 to 3rd September, 2029 (both days inclusive), be and is hereby approved.”

4. APPOINTMENT OF MR. SHAMBHU LAL GUPTA (DIN: 10749486) AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT Mr. Shambhu Lal Gupta (DIN: 10749486), who was appointed as an Additional Director of the Company with effect from September 4, 2024 by the Board of Directors, based on recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Article 132 of the Articles of Association of the Company, who is eligible for appointment and consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable Regulations of the

Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'),as amended from time to time, the appointment of Mr. Shambu Lal Gupta having DIN (10749486), who had submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, *i.e.*, from 28th September 2024 to 3rd September, 2029 (both days inclusive), be and is hereby approved."

5. REVISION IN THE TERMS OF REMUNERATION OF MR. VIKRANT KHANDELWAL (DIN: 01914756), EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel)Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force],the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015, ('SEBI Listing Regulations') as amended and to the extent applicable, and based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the consent of the Members be and is hereby accorded to the revised terms of remuneration of Mr. VIKRANT KHANDELWAL (DIN: 01914756), with effect from April 1, 2024 for remainder of the tenure of his present term of appointment (including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during his tenure) within the overall limits of Section 197 of the Act, specifically described in the Explanatory Statement attached herein below, with other terms and conditions of his appointment remaining the same and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors.

RESOLVED FURTHER that the Board of Directors or a Committee thereof be and is hereby authorized to take all such steps as may be necessary for obtaining necessary approvals- statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

6. REVISION IN THE TERMS OF REMUNERATION OF MR. NAVNEET KHANDELWAL (DIN: 00414636), EXECUTIVE DIRECTOR

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel)Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force],the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015, ('SEBI Listing Regulations') as amended and to the extent applicable, and based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the consent of the Members be and is hereby accorded to the revised terms of remuneration of MR. NAVNEET KHANDELWAL (DIN: 00414636), [presently designated as Executive Director ('ED') of the Company], with effect from April 1, 2024 for remainder of the tenure of his present term of appointment, (including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during his tenure) within the overall limits of Section 197 of the Act, specifically described in the Explanatory Statement attached herein below, with other terms and conditions of his appointment remaining the same and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and the ED

RESOLVED FURTHER that the Board of Directors or a Committee thereof be and is hereby authorized to take all such steps as may be necessary for obtaining necessary approvals- statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

7. APPROVAL FOR APPOINTMENT OF MR. SHREYANSH KHANDELWAL AS CHIEF OPERATIONAL OFFICER AND HOLDING AN OFFICE OR PLACE OF PROFIT IN THE COMPANY

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

RESOLVED FURTHER that pursuant to section 188(1)(f) and other applicable provisions of Companies Act 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the rules made thereunder, approval of the shareholders be and is hereby accorded for appointment of Mr. Shreyansh Khandelwal, holding an office or place of profit in the company as computed under applicable provisions of Companies Act, 2013 and its allied rules for a salary of Rs. 60,000/- per month and such other perquisites in accordance with the Company rules.

RESOLVED FURTHER THAT the Board of Directors and of the Company be and is hereby authorised to do, all such acts, matters, deeds and things, settle any queries/difficulties/doubts arise from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental there to in the best interest of the company”

8. RE-APPOINTMENT OF MR. MADAN LAL KHANDELWAL. (DIN: 00414717), MANAGING DIRECTOR OF THE COMPANY FOR A TERM OF FIVE YEARS.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V, the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), applicable provisions of SEBI (LODR) Regulations, 2015, based on recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company relevant provisions of the Articles of Association of the Company and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded for the re-appointment of MR. MADAN LAL KHANDELWAL. (DIN: 00414717) as Managing Director of the Company for a period of five years effective from September 28, 2024 i.e., from the expiry of her present term of office to September 28, 2029, not liable to retire by rotation.

RESOLVED FURTHER THAT, the Board of Directors or its duly constituted committee be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration including annual increments based on the performance appraisal, provided the same are not exceeding the limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any of its duly constituted committee thereof) and / or Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution.

9. ALTERATION IN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND ADOPTION OF NEW MEMORANDUM OF ASSOCIATION IN CONFORMITY WITH THE COMPANIES ACT, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof consent of the members be and is hereby accorded to adopt the new Memorandum of Association in place of the existing Memorandum of Association and the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

A. Clause III(A) of the Objects clause of the Memorandum of Association of the Company be titled as 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION'.

B. The existing Main Objects of Clause III (A) be altered by replacing the same with the following new Clause III(A) as under:

1) To carry on the business of manufacturing, converting, exporting, importing, trading, marketing, dealing, stocking, acquiring, processing, reprocessing, refining, re-refining, treating, re-treating, reducing, distilling, blending, reclaiming, transporting, experimenting, synthesising, exploring, preserving, OEM services, private labelling, toll blending, and chemically treating of all natural spirits, lubricating oils, waste lubricating oils, refined lubricating oils, re-cycled lubricating oils, petrochemical, grease, waxes, mineral turpentine oils, calcined petroleum cake, naphtha, fuller earth and all other items of allied nature and all sorts of products, by-products, derivatives and concrete thereof.

- 2) To carry on Collection, Generation, Incineration, reception, recycling, storage, transport of hazardous waste viz solid, liquid and aqueous waste generated by various industries and units, also Pre-processing of hazardous waste for use as Alternate fuel resource (AFR), to refurbish or reuse discarded containers in India.
- 3) To construct, build, develop, maintain, operate, own and transfer infrastructure facilities including housing, road, highways, flyovers, bridges, airports, ports, rail systems, water supply projects, power projects, rural electrification projects, solar power projects, irrigation projects, inland water ways and inland ports, water treatment systems or any other facility of similar nature, any project for generation and/or distribution of electricity or any other form of power; including carrying the business of builders, engineers, general construction, civil contractors, mechanical contractors, design engineers, turnkey contractors, real estates and all other engineering work as may be necessary or incidental.
- 4) To construct, build, develop, maintain, operating, managing, owning, controlling, erecting, Engineering, Procurement, Construction, Commissioning (EPCC), running, leasing, transferring or establishing, purchasing, selling, developing, re-purchasing power plants, projects based on thermal power plants, atomic power plants, solar energy, wind energy plants, rural electrification or plants based on any conventional/non-conventional energy source or to undertake for and on behalf of others all these activities in any manner through contract, sub-contract, bidding, joint venture, partnership and or in any manner whatsoever of any work in connection therewith, whether in India or outside India.
- 5) To generate, accumulate, transmit, distribute, purchase, sell and supply electric power or any other energy from conventional/non-conventional energy by Bio-mass, Hydro, Solar, Thermal, Gas, Air through renewable energy sources or another means/source on a commercial basis and to construct, lay down, establish, operate and maintain power/energy generating stations, including buildings, structures, works, machineries, equipment, cables, wires, lines, accumulators, lamps, and to undertake or to carry on the business of managing, owning, controlling, erecting, commissioning, engineering, operating, running, leasing, transferring or establishing power plants and plants based on conventional or non-conventional energy source, thermal power plants, atomic power plants, solar energy plants, wind energy plants, mechanical, electrical, hydel, civil engineering works, steam turbines, switch yards, transformer yards, sub stations, transmission lines, accumulators, workshops and to carry on the business of energy generation, transmission, distribution, manufacturing, trading, import, export, installation, and operation of solar systems for energy generation including solar photovoltaic, solar thermal and any other solar based devices used in households, industry and commercial establishments.
- 6) To carry on in India or abroad the business of establishing, generating, storing, accumulating, supplying, transmitting, distributing, transferring, purchasing, manufacturing, trading, selling, managing, supervision, bidding, acquiring, getting into JV/partnership, controlling and dealing in all forms and types of electricity or power generated, including but not limited to thermal, hydro, nuclear, solar, wind, hybrid, geo-thermal, tidal, biomass, or by any other source whether conventional, non-conventional and renewable energy sources.
- 7) To own, plan, develop, build, construct, lay down, establish, set up, manufacture, erect, improve, enlarge, demolish, re-erect, alter, repair, remodel, acquire, run, manage, hire, lease, buy, sell, renovate and modernize, operate and maintain all types of power plants, power substations, transmission lines, transmission towers, switch yards, power system networks of all types, including but not limited to, ultra-high voltage(UHV), extra-high voltage(EHV), high-voltage(HV), high voltage direct current(HVDC), medium voltage(MV), and low voltage(LV) lines and associated stations, sub-stations, transmission or any work of structural, architectural, civil or other allied/ancillary services connected with generating, transmission, supply and other ancillary activities relating to the electrical power whether thermal, hydro, nuclear, solar, wind, hybrid, geo-thermal, tidal, biomass and power generated through any conventional/non-conventional/Renewable energy sources, power supply or any work of structural, architectural, civil or any other allied/ancillary services or to undertake for and on behalf of others all these activities in any manner or through contract, sub-contract, bidding, joint venture, partnership and or in any manner whosoever of any work in connection therewith, whether in India or outside.

By Order of the Board
For Continental Petroleums Limited

Madan Lal Khandelwal

(Chairman and Managing Director)

DIN: 00414717

Date: 04th September, 2024

Place: Jaipur

Notes

1. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its with General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 respectively issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 dated May 12, 2020 and subsequent circulars issued in this regard, the latest being Circular No. SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India (“SEBI Circulars”) has permitted the holding of the annual general meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 (“the Act”), the SEBI Circulars and the MCA Circulars, the 38th Annual General Meeting (“AGM/Meeting”) of the Company is being held through VC/ OAVM on Saturday, 28th September 2024 at 03.00 P.M. IST. The registered office of the Company shall be deemed venue for the AGM.

2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.

3. As per the provisions of clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matters of Special Business as appearing at Item Nos. 3 to 9 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.

4. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item Nos. 3 to 9 set out above and relevant details in respect of the Directors seeking appointment/re-appointment at this AGM as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“Secretarial Standard”) are annexed hereto. Requisite declarations have been received from the Directors seeking appointment/re-appointment.

5. Pursuant to Section 113 of the Companies Act, 2013, Corporate Members (i.e. other than Individuals / HUF, NRI, etc.) can appoint their representatives to attend the AGM through VC/OAVM and vote through e-voting. They are requested to send the scanned copy (PDF/JPEG Format) of their Board or governing body Resolution/ Authorization etc., authorizing their representative such as the President of India or the Governor of a State or body corporate to attend the AGM through VC/OAVM.

6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014(as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015(as amended), the SS-2, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

7. The Board of Directors of the Company has appointed Mr. Rohit Gupta, Practicing Chartered Accountant as Scrutinizer to scrutinize the remote e-voting in a fair and transparent manner.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
9. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
10. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and The Register of Contract or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available electronically for inspection by the members.
13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.contol.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
14. The Register of Members and Transfer Books of the Company will be closed from Thursday, 18th September, 2024 to Wednesday, 25th September, 2024 (both days inclusive).
15. The Shares of the Company are mandated by 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 (R&T).
16. The Registrar and Transfer Agent: Beetal Financial & Computer Services Pvt. Ltd, Beetal House, 3rd Floor, 99, Madangir, Near Dada Harsukhdas Mandir, New Delhi, Delhi, 110062 is handling registry work in respect of Shares held both in physical form and in electronic/demat form.
17. Members may refer Additional Information on Directors recommended for appointment/re-appointment under the provisions

of Listing Regulations.

18. 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.

19. 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.

20. 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.

21. Electronic copy of the Notice of the 38th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting is being sent only to all the Members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes. 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, upto and including the date of the Meeting.

22. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

23. The Company has appointed M/s Beetal Financial & Computer Services Pvt. Ltd, Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.

24. Members, who are holding shares in identical order of names in more than one folio, are requested to write to the Company enclosing their share certificates to consolidate their holdings in one folio.

25. Statement giving details of the Director's seeking re-appointment is also annexed with this Notice pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(hereinafter referred to as "Listing Regulations") and Secretarial Standard on General Meeting ("SS-2").

26. Members holding shares of the Company as on Tuesday, 17th September, 2024 shall be entitled to vote at the Annual General Meeting of the Company. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins Wednesday, 25thSeptember, 2024 (9:00 A.M. IST) and ends on Friday, 27thSeptember, 2024 (05:00 P.M. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Saturday, 21st September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e- Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to log into Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System My easi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e- Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p>

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL Ide AS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL:https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS ’section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “ Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e- Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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Individual Shareholders (holding securities in Demat mode) log in through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800990 and 1800 22 44 30

v.Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

Particulars	For Physical Shareholders and other than individual shareholders holding shares in Demat
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PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details or Date Of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu where in 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.

viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

ix. Click on the EVSN for the relevant CONTINENTAL PETROLEUMS LIMITED on which you choose to vote.

x. 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.

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

xii. 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.

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

xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvi. Facility for Non – Individual Shareholders and Custodians –Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- 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 a Compliance User should be created using the admin login and password. The Compliance User would

be able to link the account(s) for which they wish to vote on.

- 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.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs.conpetco@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs.conpetco@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@sigachi.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM& e-Voting from the CDSL e- Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022- 23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022- 23058542/43.

Other instructions:

- a. The voting rights of Members shall be in proportion to their shares of the paid-up equity shares capital of the Company as Saturday, 21st September, 2024.
- 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. Mr. Rohit Gupta, Practicing Chartered Accountant has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unlock the votes in presence of two witnesses not in employment of the Company make a scrutinizer's report of the votes casted in favor or against, if any, forthwith to the Chairman of the Company.
- d. 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 or 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.

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

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned at Item Nos. 3 to 9 of the accompanying Notice dated 04th September, 2024.

Item No. 3. - Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board approved Ravi Jain (DIN: 10750509) as an Independent Director not liable to retire by rotation, for a term of five years, *i.e.*, from 28th September 2024 upto 3rd September, 2029 (both days inclusive), subject to approval by the Members.

The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Ravi Jain are provided as an Annexure to this Notice.

Mr. Ravi Jain has given his declaration to the Board, *inter alia*, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and the rules made thereunder, and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act and (iv) he is not aware of any circumstance which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Ravi Jain is a person of integrity, possesses relevant expertise / experience and fulfils the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the Management. Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Ravi Jain on the Board of the Company and accordingly the Board recommends the appointment of Mr. Ravi Jain as an Independent Director, as proposed in the Special Resolution set out at Item No. 3 of the accompanying Notice for approval by the Members.

Except for Mr. Ravi Jain and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item No. 4. - Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board approved Shambhu Lal Gupta (DIN: 10749486) as an Independent Director not liable to retire by rotation, for a term of five years, *i.e.*, from 28th September 2024 upto 3rd September, 2029 (both days inclusive), subject to approval by the Members.

The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Shambhu Lal Gupta are provided as an Annexure to this Notice.

Mr. Shambhu Lal Gupta has given his declaration to the Board, *inter alia*, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and the rules made thereunder, and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act and (iv) he is not aware of any circumstance which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Shambhu Lal Gupta is a person of integrity, possesses relevant expertise / experience and fulfils the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the Management. Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Shambhu Lal Gupta on the Board of the Company and accordingly the Board recommends the appointment of Mr. Shambhu Lal Gupta as an Independent Director, as proposed in the Special Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members.

Except for Mr. Shambhu Lal Gupta and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item No. 5.

The Members at the 35th AGM held on September 29, 2021 approved the appointment and terms of remuneration of Mr. Vikrant Khandelwal (DIN: 01914756) as the Chief Financial Office of the Company with effect from September 29, 2021 by way of an ordinary resolution ('the said Resolution of 2021').

For details of Mr. Vikrant's terms of appointment as approved by the Members in the said Resolution of 2021, a copy of the Notice of the AGM held on September 29, 2021, can also be accessed by the members on the website of the Company.

Based on the recommendation of the NRC and in view of Mr. Vikrant's strategic leadership for the Business leading to improved performance, warranting adjustments to fairly reflect his contributions, the Board have approved Mr. Vikrant's revised terms of remuneration, subject to approval of the Members as below:

Mr. Vikrant Khandelwal (DIN: 01914756), CFO of the company and holding a place of profit under Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), is appointed at a salary of Rs. 2 lakh per month. The annual increment which will be effective from 1st April 2024, as decided by the Board based on the recommendation of the NRC in consonance with individual performance and the performance of the Company, within the aforementioned maximum basic salary limit. The company to seek fresh approval of the members of the company in the event of increase in salary in excess of the aforesaid limit.

In compliance with the provisions of section 188(1)(f) of Companies Act, 2013 that govern the related party's appointment to any office or place of profit in the company, its subsidiary company or associate company and Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the approval of the Members is sought for the revised terms of remuneration of Mr. Vikrant, Executive Director.

Except for Mr. Vikrant and/or his respective relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Ordinary Resolution set out at Item No 5 of the Notice for approval by the Members

Item No. 6. –

The Members at the 35th AGM held on September 29, 2021 approved the appointment and terms of remuneration of Mr. Navneet Khandelwal (DIN: 00414636) as the Chief Executive Officer of the Company with effect from September 29, 2021 by way of an ordinary resolution ('the said Resolution of 2021').

For details of Mr. Navneet's terms of appointment as approved by the Members in the said Resolution of 2021, a copy of the Notice of the AGM held on September 29, 2021, can also be accessed by the members on the website of the Company.

Based on the recommendation of the NRC and in view of Mr. Navneet's strategic leadership for the Business leading to improved performance, warranting adjustments to fairly reflect his contributions, the Board have approved Mr. Navneet's revised terms of remuneration, subject to approval of the Members as below:

Mr. Navneet Khandelwal (DIN: 01914756), Executive Director of the company and holding a place of profit under Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), is appointed at a salary of Rs. 2 lakh per month. The annual increment which will be effective from 1st April 2024, as decided by the Board based on the recommendation of the NRC in consonance with individual performance and the performance of the Company, within the aforementioned maximum basic salary limit. The company to seek fresh approval of the members of the company in the event of increase in salary in excess of the aforesaid limit.

In compliance with the provisions of section 188(1)(f) of Companies Act, 2013 that govern the related party's appointment to any office or place of profit in the company, its subsidiary company or associate company and Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the approval of the Members is sought for the revised terms of remuneration of Mr. Navneet, Executive Director.

Except for Mr. Navneet and/or his respective relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Ordinary Resolution set out at Item No 6 of the Notice for approval by the Members

Item No. 7. -

The provisions of section 188(1)(f) of Companies Act, 2013 that govern the related party's appointment to any office or place of profit in the company, its subsidiary company or associate company

Mr. Shreyans Khandelwal has been appointed as Chief Operational Officer in the company. Mr Shreyans Khandelwal is son of Mr Navneet Khandelwal (DIN: 00414636).

The Board of Directors of the Company on the recommendation of the Audit and NRC Committee had recommended a ceiling on remuneration of 12,00,000/- (Rupees Twelve Lakh only) per annum, payable to Mr. Shreyans Khandelwal. The Board approved appointed Mr. Shreyans Khandelwal w.e.f. 1st April, 2024, subject to approval of the Shareholders by way of an Ordinary Resolution at a remuneration of 60,000/- per month.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives thereof except Mr. Navneet Khandelwal (Chief Executive officer & KMP) and his relatives is concerned or interested financially or otherwise in the resolution at Item no. 7 of this notice.

The Board recommends the Ordinary Resolution set out at Item No.7 of the Notice for approval by the members of the Company

Item No. 8. –

In appreciation of contributions and continuing commendable leadership of Mr. Madan Lal Khandelwal, Managing Director and pursuant to provisions of Section 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 liable to retire by rotation on terms and conditions as set out below as recommended by the Nomination and Remuneration in its meeting held on September 4,2024 and further approved by the Board of Directors in its meeting held on September 4,2024:

- 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. 08 of the Notice. Except Mr. Madan Lal Khandelwal himself and/or his respective relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

Item No. 9. - Change of Object Clause of the Memorandum of Association of the Company

Your Board has to consider from time-to-time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company.

The “Main Object” clause of the Memorandum of Association of the Company is being amended by deletion of Clause III (A) and with insertion of New Clause III (A).

The Board at its meeting held on 04th September, 2024 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

The object clause (Clause III) of the Memorandum of Association (“MOA”) of the Company, as presently in force, is based on the erstwhile Companies Act, 1956. According to the Companies Act, 2013, the companies are required to have only “matters which are necessary for furtherance of the objects specified in clause III (A)”. Further in terms of provisions of the Companies Act, 2013, MOA shall not consist of other object clause.

In view of the above, it is considered necessary to change the name of existing clause III (B) i.e. “The objects incidental or ancillary to the attainment of the above main objects are” to “matters which are necessary for furtherance of the objects specified in clause III (A)” and replace the existing MOA by a new set MOA as per the Companies Act, 2013

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item 8 and 9 of the Notice for approval of the Members.

For & on Behalf of Board of Directors
CONTINENTALPETROLEUMSLIMITED

Madan Lal Khandelwal
Chairman & Managing Director
DIN: 00414717

Date: 04th September, 2024
Place: Jaipur

Additional Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2:

DETAILS OF DIRECTORS SEEKING APPOINTMENT AND REAPPOINTMENT AT THE ANNUAL GENERAL MEETING:

Name	Radhika Khandelwal
Date of Birth	01-Nov-1972
Date of First Appointment on Board	13-Nov-2010
Qualification	Graduate
Designation	Non- executive Non-Independent Director
Brief Profile and Expertise in specific functional Areas	She has an experience of 15 years. She has an expertise in managing costs. Expertise in Environmental, Health and Safety.
Terms and Conditions of Appointment or Re-appointment Along with Details of Remuneration Sought to be Paid	Re-appointment as a Director, liable to retire by rotation.
The number of Meetings of the Board Attended during the year	05
Age	52
Disclosure of Relationships Between Directors/KMP inter- se;	Madan Lal Khandelwal and Navneet Khandelwal is relative of Radhika Khandelwal
Directorships held in other Public Companies	--
Memberships/Chairmanships of Committees of other Public Companies	--
No. of Shares held in the Company	3,15,184

Name	Shambhu Lal Gupta
Date of Birth	06-08-1964
Date of First Appointment on Board	NA
Qualification	M.COM, FCA, ISA(DISA)
Designation	Non- executive Independent Director
Brief Profile and Expertise in specific functional Areas	He has more than 30 years of experience in the field of Audit and Finance and is Promotor Partner in M/S Shambhu Gupta & Co (Chartered Accountants)
Terms and Conditions of Appointment or Re-appointment Along with Details of Remuneration Sought to be Paid	Appointment as an Independent Director, not liable to retire by rotation.
The number of Meetings of the Board Attended during the year	-
Age	60

Disclosure of Relationships Between Directors/KMP inter- se;	NIL
Directorships held in other Public Companies	--
Memberships/Chairmanships of Committees of other Public Companies	--
No. of Shares held in the Company	--

Name	Ravi Jain
Date of Birth	12-Jan-1954
Date of First Appointment on Board	NA
Qualification	Commerce Graduate & Masters from Delhi University
Designation	Non- executive Independent Director
Brief Profile and Expertise in specific functional Areas	He has an experience of more than 40 years. He has an expertise in Sales, Marketing and Corporate management. Expertise in Oil, petroleum and Chemical products.
Terms and Conditions of Appointment or Re-appointment Along with Details of Remuneration Sought to be Paid	Appointment as an Independent Director, not liable to retire by rotation.
The number of Meetings of the Board Attended during the year	NA
Age	70
Disclosure of Relationships Between Directors/KMP inter- se;	NIL
Directorships held in other Public Companies	--
Memberships/Chairmanships of Committees of other Public Companies	--
No. of Shares held in the Company	--

Name	MADAN LAL KHANDELWAL
Date of Birth	02-Mar-1945
Date of First Appointment on Board	01-April-2010
Qualification	M. Tech
Designation	Chairman cum Managing Director
Brief Profile and Expertise in specific functional Areas	Being the founder chairman of the company, he has more than 50 years of industrial and petroleum industry experience with mechanical engineering degree from IIT Delhi, his expertise with machineries and engineering is commendable.

Terms and Conditions of Appointment or Re-appointment Along with Details of Remuneration Sought to be Paid	Re-appointment as a Managing Director
The number of Meetings of the Board Attended during the year	05
Age	80
Disclosure of Relationships Between Directors/KMP inter- se;	Navneet Khandelwal, Radhika Khandelwal, Vikrant Khandelwal are relative of Madan Lal Khandelwal
Directorships held in other Public Companies	01
Memberships/Chairmanships of Committees of other Public Companies	--
No. of Shares held in the Company	265614

For & on Behalf of Board of Directors
CONTINENTAL PETROLEUMS LIMITED

Madan Lal Khandelwal
Chairman & Managing Director
DIN: 00414717

Date: 04th September, 2024
Place: Jaipur

NOTES TO MEMBERS

To the kind attention of the Members of the Company holding shares in physical form: As you all aware, the shares of the Company are mandated by the Securities and Exchange Board of India (SEBI) for trading in dematerialized form by all Members. Members may please note that with effect from April 1, 2019, shares held in physical form cannot be transferred. Members in their own interest are requested to have their physical holdings dematerialized through a Depository Participant by opening a demat account.

We give below a brief overview of Depository, Depository Participants and Dematerialization (Demat) of Shares in order to encourage Members of the Company to convert their physical holdings to Demat form. Depository/Depository Participant:

A Depository can be compared to a bank. A Depository holds securities (like shares, debentures, bonds, Government Securities, units etc.) of Members in electronic form. Besides holding securities, a Depository also provides services related to transactions in securities. In India National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) are the 2 Depositories.

A Depository interfaces with the members through its agents called Depository Participants (DPs). If a member wants to avail the services offered by the Depository, the member has to open an account with a DP. This is similar to opening an account with any branch of a bank in order to utilize the bank's services. NSDL/CDSL provides its services to members through its agents called Depository Participants (DPs). These agents are appointed by NSDL/CDSL with the approval of SEBI. According to SEBI Regulations, amongst others, 3 categories of entities i.e .Banks, Financial Institutions and Members of Stock Exchanges [brokers] registered with SEBI can become DPs. You can get a list of DPs from NSDL's/CDSL's office or from their respective websites viz., at www.nsd.co.in and www.cdslindia.com.

You can select your DP to open a Demat account just like you select a bank for opening a savings account. Some of the important factors for selection of a DP can be: Convenience - Proximity to your office/residence, business hours; Comfort - Reputation of the DP, past association with the organization, whether the DP is in a position to give the specific service you may need? ; Cost - The service charges levied by DP and the service standards. You can approach any DP of your choice and fill up an account opening form. At the time of opening an account, you may have to sign an agreement with the DP in a

NSDL/CDSL prescribed standard agreement, which details you and your DPs rights and duties. You will have to submit the documents relating to Proof of Identity, Proof of Address, Passport size photographs etc., with the prescribed account opening form.

Procedure and Benefits of Dematerialization (Demat) of shares are given below:

1. Demat is a process by which shares/securities held in physical form are cancelled and destroyed and the ownership thereof is retained in fungible form in a Depository by way of electronic balances.

2. The benefits of Demat are: Elimination of bad deliveries; Elimination of all risks associated with physical certificates; No stamp duty on transfers; Immediate transfer and trading of shares; Faster disbursement of non-cash corporate benefits like rights, bonus etc.; Periodic status reports and information available on internet; Ease related to change of address of member; Elimination of problems related to transmission of demat shares and ease in pledging the shares.

3. Procedure for getting demat shares in the name of legal heirs in the event of death of sole beneficial owner with nomination: - If the value of shares of the Company as on date of application is up to Rs. 5 Lakhs, the legal heirs should submit the following documents to the DP: Notarized copy of the death certificate; Transmission Request Form (TRF); Affidavit - to the effect of the claim of legal ownership to the shares; Deed of indemnity-Indemnifying the depository and DP; NOC from legal heirs, if applicable or family settlement deed duly executed by all legal heirs of the deceased beneficial owner. - If the value of the shares of the Company as on date of application is more than Rs. 5 Lakhs, the legal heirs should additionally submit one of the following documents to the DP: Surety Form; Succession certificate; Probated will and Letter of administration. 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.

SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent (R&T): Beetal Financial & Computer Services Pvt. Ltd, Beetal House, 3rd Floor, 99, Madangir, Near Dada Harsukhdas Mandir, New Delhi, Delhi,110062.