



CONTINENTAL PETROLEUMS LIMITED

Regd. Office : A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, JAIPUR - 302 005 Rajasthan (INDIA)
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NOTICE OF 1st BOARD MEETING/F.Y. 2025-26

Date: 07.05.2025

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

Intimation: Board Meeting on Tuesday, 20th May, 2025 at 03.00 P.M

Dear Sir,

Notice is hereby given that meeting of the Board of Directors of the Company is scheduled to be held on Tuesday, 20th May, 2025 at 03.00 P.M at A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur Rajasthan 302005.

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

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

For CONTINENTAL PETROLEUMS LIMITED

MADAN LAL KHANDELWAL
(Managing Director)
DIN: 00414717



AGENDA OF THE 1ST MEETING OF THE BOARD OF DIRECTORS FOR THE F.Y. 2025-26 OF CONTINENTAL PETROLEUMS LIMITED TO BE HELD ON TUESDAY, 20TH MAY, 2025 AT 03.00 P.M AT A-2, OPP. UDYOG BHAWAN, TILAK MARG, C-SCHEME, JAIPUR RAJASTHAN 302005

Item No.	Particulars	Action
1.	To Elect Chairman of the meeting, in case Existing Chairman is not present.	Appointment
2.	To ascertain the requisite Quorum	Ascertainment
3.	To grant Leave of absence	Approval
4.	To confirm and approve the minutes of the previous meeting of Board of directors held on 31 st March, 2025.	Confirmation
5.	To confirm and approve the minutes of the previous meeting of Independent Directors held on 20 th March, 2025.	
6.	To take note of Disclosure of interest by Directors in Form MBP-1 under Section 184(1) of the Companies Act, 2013.	Noting
7.	To take note of declaration of Director's non-disqualification in Form DIR-8 as per the provision of Section 164 of the Companies Act, 2013.	Noting
8.	To take note of declaration of independence received from independent directors.	Noting
9.	To take note of closure of Trading Window under the SEBI (Prohibition of Insider Trading) Regulation, 2015.	Noting
10.	To take note of Regulation 27(2) Integrated Governance for the quarter ended 31 st March, 2025.	Noting
11.	To take note of Shareholding Pattern as per Regulation 31 for the quarter ended 31 st March, 2025.	Noting
12.	To take note of Reconciliation of Share Capital Audit Report as per Regulation 76 of SEBI (Depositories and Participants) Regulation, 2018 for the quarter ended 31 st March, 2025.	Noting
13.	To take note of Investor Complaint as per Regulation 13(3) for the quarter ended 31 st March, 2025.	Noting



14.	To take note of certificate under Regulation 74(5) for the quarter ended 31 st March, 2025.	Noting
15.	To take note of Structured Digital Database (SDD) compliance certificate pursuant to Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations) for the quarter and year ended 31 st March, 2025.	Noting
16.	To consider, approve and take on record the Audited Financial Results of the Company for the quarter and year ended 31 st March 2025, along with Auditors report thereon.	Consider / Approval
17.	To consider and approve the appointment of Mr. Jitendra Shari, Chartered Accountants as an Internal Auditors for the F.Y. 2025-26.	Consider / Approval
18.	To consider and approve the appointment of CS Trishla Gupta, Company Secretary in Practice as Secretarial Auditors for the F.Y. 2025-26.	Consider / Approval
19.	Any other matter with the permission of the Chair	

NOTES TO THE AGENDA

Item No. 1

To Elect Chairman of the Meeting

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

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

Item No. 2

To Ascertain the Quorum for the Meeting

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



Item No. 3

To Grant Leave of Absence

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

Item No. 4

To confirm and approve the minutes of the previous meeting of Board of directors held on 31st March, 2025

The meeting of Board of Directors of the Company was held on 31st March, 2025 at registered office of the Company. The draft minutes of the same were circulated to the Board for its confirmation

The Board is requested to consider and pass the following resolution:

“Resolved that the minutes of the meeting of Board of Directors of the Company held on 31st March, 2025 as circulated earlier and placed before the Board be and are hereby confirmed and approved.”

Item No. 5

To confirm and approve the minutes of the previous meeting of Independent directors held on 20th March, 2025

The proceeding of the meeting of Independent Directors meeting duly held on Thursday, 20th March, 2025 at 11:00 A.M. may considered by the Board. The Board is requested to consider and pass the following resolution:

“RESOLVED THAT the proceeding of the meeting of Audit Committee Members of the Company held on Thursday, 20th March, 2025 at 11:00 A.M..be and are hereby considered.”

Item No. 6

To take note of notice of Disclosure of Interest by Directors under Section 184(1)

The Board may please note that according to Section 184(1) of the Companies Act, 2013 read with rule 9(1) of the Companies (Meeting of Board and its Powers) Rules, 2014, every director of the Company shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures made, then at the first meeting held after such change disclose his concern or interest in any Company, Companies, Body Corporate, Firms or other Association of persons including their shareholding by



giving a notice in writing in Form MBP-1. The Board may take on record the notices from all the directors of the company and pass the following resolution:

“RESOLVED THAT pursuant to Section 184 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meetings of Board And its Powers) Rules, 2014, the Disclosure of interest made by all the directors of the Company in Form MBP -1 for the Financial Year 2025-26, of which copy placed before the meeting be and is hereby taken on record and noted.

RESOLVED FURTHER THAT Board of Director of the Company be and is hereby authorized to take all such actions, matters, writings and things as may be required to give effect to the aforesaid resolution.”

Item No. 7

To take note of declaration of Directors non-disqualification

The Board may please note that as per Section 164 of the Companies Act, 2013 read with Rule 14 of the Companies Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014, all the directors of the Company shall submit a declaration in Form DIR-8 confirming that they are not disqualified to be continued as Director of the Company.

The Board may take on record the declaration received from all the directors of the Company and pass the following resolution:

“RESOLVED THAT on the basis of the written representation received in from all the directors of the Company in Form DIR-8 and as placed before the Board, duly initialed by the Chairman for the purpose of identification, the Board of Directors of the Company be and is hereby state and confirm that none of the Directors of the Company are disqualified pursuant to Section 164 of the Companies Act, 2013 and they may continue as Directors of the Company.”

RESOLVED FURTHER THAT Board of Director of the Company be and is hereby authorized to take all such actions, matters, writings and things as may be required to give effect to the aforesaid resolution.”

Item No. 8

To take note of declaration of Independence received from Independent Directors

The Board may please note that as per Section 149(7) of the Companies Act, 2013, every independent director shall at the first meeting of the Board in which he participates as the director and thereafter in every financial year or whenever there is change in the circumstances which may affect its status as



independent director, give a declaration that he meets the criteria of independence as provided in Section 149(6).

Accordingly, the declaration of Independence received from Independent Directors is being placed before the Board for taking note. Board may take note of the same and passed the following resolution:

“RESOLVED THAT pursuant to the Section 149(7) of the Companies Act, 2013, declaration of Independence received from Independent Director of the company as placed before the Board, be and is hereby taken on record.”

RESOLVED FURTHER THAT Board of Director of the Company be and is hereby authorized to take all such actions, matters, writings and things as may be required to give effect to the aforesaid resolution.”

Item No. 9

To take note of closure of Trading Window under the SEBI (Prohibition of Insider Trading) Regulation, 2015

Board may please note that as per Clause 4 of Schedule B of Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time), the company shall intimate to the stock exchange regarding closure of trading window commence from 1st April, 2025 till 48 hours after the declaration of the financial results for the quarter and year ended on 31st March, 2025. Accordingly, the designated persons and their immediate relatives are advised not to trade in the securities of the Company during the aforesaid period of closure of Trading Window. The board may take note of the same.

Item No. 10

To take note of Regulation 27(2) Integrated Governance Report for the quarter and year ended on 31st March, 2025

Board may please note that as per Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, the listed entity shall require to submit a quarterly Integrated Governance report to stock exchange within 30 days from the end of each quarter. The Integrated Governance report for the quarter and year ended on 31st March, 2025 sent to stock exchange is placed before the board. The board may take note of the same.

Item No. 11

To take note of Shareholding Pattern as per Regulation 31 for the quarter and year ended on 31st March, 2025

Board may please note that as per Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, the listed entity shall require to submit Shareholding Pattern to stock exchange within 21 days from the end of each quarter. The Shareholding Pattern for the quarter and



year ended on 31st March, 2025 sent to stock exchange is placed before the board. The board may take note of the same.

Item No. 12

To take note of Reconciliation of Share Capital Audit Report as per Regulation 76 of SEBI (Depositories & Participants) Regulation, 2018 for the quarter and year ended on 31st March, 2025

Board may please note that as per Regulation 76 of SEBI (Depositories & Participants) Regulation, 2018, the listed entity is require to submit Reconciliation of Share Capital Audit Report to stock exchange within 30 days from the end of each quarter. The Reconciliation of Share Capital Audit Report for the quarter and year ended on 31st March, 2025 sent to stock exchange is placed before the board. The board may take note of the same.

Item No. 13

To take note of Statement of Investor Complaint as per Regulation 13(3) for the quarter and year ended on 31st March, 2025

Board may please note that as per Regulation 13(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, the listed entity is required to submit Statement of Investor Complaint to stock exchange within 21 days from the end of each quarter. The Statement of Investor Complaint for the quarter and year ended on 31st March, 2025 sent to stock exchange is placed before the board. The board may take note of the same.

Item no.14

To take note of certificate by Registrar and Share Transfer Agents under Regulation 74(5) for the quarter and year ended on 31st March, 2025

Board may please note that as per Regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2018, within fifteen days of receipt of the certificate of security from the participant the issuer shall confirm to the depository that securities comprised in the said certificate have been listed on the stock exchange or exchanges where the earlier issued securities are listed and shall also after due verification immediately mutilate and cancel the certificate of security and substitute in its record the name of the depository as the registered owner and shall send a certificate to this effect to the depository and to every stock exchange where the security is listed. The certificate for the quarter and year ended on 31st March, 2025 sent to stock exchange is placed before the board. The board may take note of the same.



Item no.15

To take note of Structured Digital Database (SDD) compliance certificate pursuant to Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations) for the Quarter and year ended on 31st March, 2025

Board may please note that as per Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations), Listed entities shall submit a Quarterly Compliance Certificate to stock exchange for the Quarter and year ended on 31st March, 2025. The Certificate for the quarter and year ended on 31st March, 2025 sent to stock exchange is placed before the board. The board may take note of the same.

Item no.16

To consider, approve and take on record the Audited Financial Results of the Company for the quarter and year ended 31st March 2025, along with Auditors report thereon.

The Board members may please note that as per SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 and subject to such conditions as may be prescribed, the Audited Financial Results for the quarter and year ended 31st March, 2025 along with the Auditors Report thereon as recommended by the Audit committee is placed before the Board for its approval. The Board members may please take note on the same and approve by passing following resolution in this regard:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, the Audited Balance Sheet, Profit and Loss Accounts and Cash Flow Statement for the year ended on 31st March, 2025 along with the Notes to accounts as reviewed and recommended by the Audit committee and as placed before the Board, be and are hereby approved and taken on records.

RESOLVED FURTHER THAT the above results be sent to the Bombay Stock Exchange and be published in the newspaper."

RESOLVED FURTHER THAT Mr. Madan Lal Khandelwal, Managing Director of the Company be and are hereby authorised to sign the same for and on behalf of the board of directors of the company.

RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorised to sign and file e-form MGT-14 with the concerned Registrar of Companies and to do all such acts, deeds, things as may be necessary to give effect to this resolution."

Item no.17

To consider and approve the appointment of Mr. Jitendra Shari, Chartered Accountants as an Internal Auditors for the F.Y. 2025-26

The Board of Directors of the Company may consider the recommendations of the Audit Committee and approves the appointment of Mr. Jitendra Shari, Chartered Accountants as Internal Auditors for the F.Y. 2025-26 by passing following resolution in this regard:



RESOLVED FURTHER THAT pursuant to Section 138 of the Companies Act, 2013 read with Clause 13 of Companies (Accounts) Rules, 2014 and other applicable provisions, if any, Mr. Jitendra Shari, Chartered Accountants be and is hereby appointed as an Internal Auditors of the Company for the financial year 2025-26 on terms and conditions as may be decided by the Board."

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

Item no.18

To consider and approve the appointment of CS Trishla Gupta, Company Secretary in Practice as Secretarial Auditors for the F.Y. 2025-26

The Board of Directors of the Company may consider the recommendations of the Audit Committee and approves the appointment of CS Trishla Gupta, Company Secretary in Practice as Secretarial Auditors for the financial year 2025-26 by passing following resolution in this regard:

RESOLVED FURTHER THAT pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration personnel) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, consent of the Board be and is hereby given for appointment of **CS Trishla Gupta, Company Secretary in Practice** as Secretarial Auditors of the Company for Secretarial Audit for the financial year 2025-26 and Board of Directors be and is hereby authorised to fix the remuneration of the auditor.

RESOLVED FURTHER THAT the engagement letter has been placed before the Board and the same has been signed by the Chairman of the Board for the purpose of identification of appointment of CS Trishla Gupta, Company Secretary in Practice as Secretarial Auditors of the Company.

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

Item no.19

Any Other Matter with the Permission of Chair and majority of directors present at the meeting.

Board Members may discuss any other matter with the permission of the Chair and majority of directors present at the meeting.