



CONTINENTAL PETROLEUMS LIMITED

Regd. Office: A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, JAIPUR - 302 005 Rajasthan (INDIA)
Phone: +91-141-222 2232, 511 1641 Fax : +91-141-222 1961
email : conpetco@gmail.com, Website : www.conpetco.com
CIN No. : L23201RJ1986PLC003704



NOTICE OF 31st ANNUAL GENERAL MEETING

NOTICE is hereby given that 31st Annual General Meeting of the Member of Continental Petroleum Limited will be held on Wednesday, the 27th September 2017, at 2:00 P.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, 2017, together with the Board's Report and Auditors Report thereon of the Companies Act, 2013
2. To appoint Director in place of Smt. Radhika Khandelwal (DIN- 00414678) who retires by rotation and being eligible, offers herself for re-appointment.
3. **Appointment of Auditor:**

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 of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, **M/s. GOPAL SHARMA & CO.**, Chartered Accountants (Firm Registration NO. 002803C), as Statutory Auditors, be and is hereby appointed as Auditor of the company for a term of 1 (one) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 32nd Annual General Meeting to be held for financial year ending on 31st March 2018, at such remuneration as may be determined by the Board of Directors.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to fix the remuneration payable to, **M/s. GOPAL SHARMA & CO.**, (Firm Registration No. 002803C) Statutory Auditors of the Company for the financial year ending on 31st March, 2018.



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ISO 14001:2004 & 9001:2008 Certified

RESOLVED FURTHER THAT The Board Of Directors of the company be and is hereby authorized to sign and file E-Form ADT-1 with concerned Registrar of the Companies and to do all such act, deeds, things as may be necessary to give effect to this resolution.”

SPECIAL BUSINESS :

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

4. Revision in the Remuneration of Mr. Vikrant Khandelwal, Chief Financial Officer

“**RESOLVED THAT** pursuant to the provisions of Section 197 read with part I and Section I of Part II of schedule V and other applicable provision if any, of the Companies Act, 2013 (including any modification or re-enactment thereof) applicable clauses of the Article of Association of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, approval of the “Company be and is hereby accorded for revision in the remuneration of Mr. Vikrant Khandelwal (PAN ACBPK4740N) Chief Financial Officer of the Company on the terms and condition including remuneration which is revised from Rs. 7,80,000/- to Rs. 10,80,000/-

RESOLVED FURTHER THAT pursuant to all the applicable provisions of the Companies Act, 2013, the remuneration, as set out in the annexed Statement to the Notice, be paid as minimum remuneration to Mr. Vikrant Khandelwal, in the event of absence or inadequacy of profits in any Financial Year during the tenure of his appointment, subject to the limits laid down under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this resolution.”



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5. Revision in the Remuneration of Mr. Navneet Khandelwal, Chief Executive Officer

“RESOLVED THAT pursuant to the provisions of Section 196, 197 read with part I and Section I of Part II of schedule V and other applicable provision if any, of the Companies Act, 2013 (including any modification or re-enactment thereof) applicable clauses of the Article of Association of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, approval of the “Company be and is hereby accorded for revision in the remuneration of Mr. Navneet Khandelwal (PAN ACBPK5062D) Chief Executive Officer of the Company on the terms and condition including remuneration which is revised from Rs. 9,00,000/- to Rs. 12,00,000/-

RESOLVED FURTHER THAT pursuant to all the applicable provisions of the Companies Act, 2013, the remuneration, as set out in the annexed Statement to the Notice, be paid as minimum remuneration to Mr. Navneet Khandelwal, in the event of absence or inadequacy of profits in any Financial Year during the tenure of his appointment, subject to the limits laid down under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this resolution.

By Order of the Board of Directors
Continental Petroleum Limited
CIN: L23201RJ1986PLC003704

Balvinder Singh Guleri
Company Secretary

Date: 30th August, 2017

Place: Jaipur

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 **21st September, 2017 to 27th September, 2017** (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 **20th September 2017** 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 cut-off date, i.e. **20th September 2017**, 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 2016-17 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 31st Annual General Meeting (AGM) by electronic means. The members whose names appear in register of members as on **20th September 2017**, 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 22nd September, 2017 and will end at 5.00 P.M. on 26th September, 2017**. The e -voting module shall be disabled by CDSL for voting thereafter. The facility for voting through electronic means system shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through 'insta' poll. The company has appointed Shri Mahendra Prakash Khandelwal, a Practicing Company Secretary to act as scrutinizer to scrutinize the insta poll and remote e- voting process in a fair and transparent manner.

The instructions for 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 to use 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.
- **Shri. Mahendra Prakash Khandelwal** Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer shall within a period not exceeding three working days from the conclusion of 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 Radhika Khandelwal

Radhika Khandelwal has been on the Board of Directors of the Company 30th August 2011 as NON EXECUTIVE DIRECTOR. She is member of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Share Transfer Committee

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

Particulars	Radhika Khandelwal
Date of Birth	01/11/1972
Date of Appointment at Current Designation	30/08/2011
Qualifications	Graduate
Designation	Director
Directorships held in other companies	NIL
Number of shares held in the Company	NIL

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



Balvinder Singh Guleri
Company Secretary

Date: 30th August, 2017

Place: Jaipur

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. 4

The Board of Directors as per recommendation of the Audit Committee and Nomination and Share Transfer Committee hereby revise the Remuneration of Mr. Vikrant Khandelwal, Chief Financial Officer of the Company in accordance with the provision of provisions of Section 197 read with part I and Section I of Part II of schedule V and other applicable provision if any, of the Companies Act, 2013 subject to the approval of Shareholders in the Annual General Meeting .

Further, the remuneration, as set out in the annexed Statement to the Notice, be paid as minimum remuneration to Mr. Vikrant Khandelwal, in the event of absence or inadequacy of profits in any Financial Year during the tenure of his appointment, subject to the limits laid down under Schedule V of the Companies Act, 2013.

Now, the matter is placed before the shareholders for passing the resolution as an Ordinary resolution.

None of the Director(s), Key Managerial Person(s) and any relatives of Director(s)/ Key Managerial Person(s) of the Company is concerned or interested in this Resolution.

ITEM NO. 5

The Board of Directors as per recommendation of the Audit Committee and Nomination and Share Transfer Committee hereby revise the Remuneration of Mr. Navneet Khandelwal, Chief Executive Officer of the Company in accordance with the provision of provisions of Section 197 read with part I and Section I of Part II of schedule V and other applicable provision if any, of the Companies Act, 2013 subject to the approval of Shareholders in the Annual General Meeting .

Further, the remuneration, as set out in the annexed Statement to the Notice, be paid as minimum remuneration to Mr. Navneet Khandelwal, in the event of absence or

inadequacy of profits in any Financial Year during the tenure of his appointment, subject to the limits laid down under Schedule V of the Companies Act, 2013.

Now, the matter is placed before the shareholders for passing the resolution as an Ordinary resolution.

None of the Director(s), Key Managerial Person(s) and any relatives of Director(s)/ Key Managerial Person(s) of the Company is concerned or interested in this Resolution.

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



Balvinder Singh Guleri
Company Secretary

Date: 30th August, 2017

Place: Jaipur

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

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 (Raj.)		
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 First Annual General Meeting of the Company to be held on Wednesday, 27th September at A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur (Raj.) 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, 2017 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.	Appointment of Director in the place of Smt. Radhika Khandelwal (DIN No. 00414678) who retires by rotation and being eligible, offers himself for re-appointment.
03.	Appointment of M/S Gopal Sharma & Co. , Chartered Accountants, as Auditor for the financial Year 2017-2018
04.	Revision in the Remuneration of Mr. Vikrant Khandelwal, Chief Financial Officer
05.	Revision in the Remuneration of Mr. Navneet Khandelwal Khandelwal, Chief Executive Officer

Signed this _____ day of _____ 2017

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.

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

ATTENDANCE SLIP

I/We record my/our presence at the **Thirty First Annual General Meeting** to be held on Wednesday, the 27th September 2017, at 2:00 P.M at A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur-302005 (Rajasthan)

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

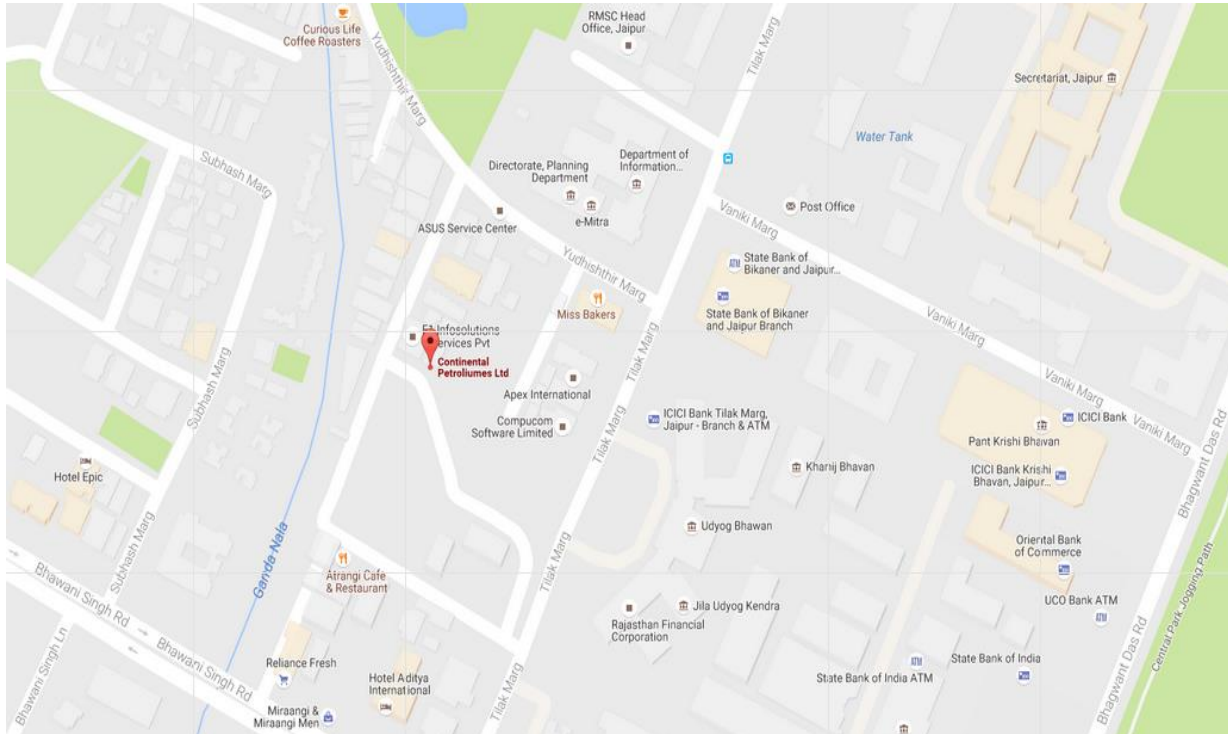
Continental Petroleums Limited

CIN NO.:L23201RJ1986PLC003704

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

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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**