

# Confidence Petroleum India Limited

Reg Office: B13, Prabhu Krupa Society, Nanda Patkar Road, Vile Parle (EAST), Mumbai - 400057

Corporate Office: 404, Satyam Apartments, 8 Wardha Road, Dhantoli, Nagpur - 440012

Phone: 07304320190 Fax: 07126612083

Email: [info@confidencegroup.co](mailto:info@confidencegroup.co) Website: [www.confidencegroup.co](http://www.confidencegroup.co)

CIN: L40200MH1994PLC079766



Date: 31/08/2018

To,  
The Bombay Stock Exchange,  
Department of Corporate Services,  
Bombay Stock Exchange Limited,  
25<sup>th</sup> Floor, P.J.Towers,  
Dalal Street, Mumbai - 400001

**Subject: Outcome of Board meeting held on 31/08/2018**

Dear Sir,

We wish to inform you that the Board of Directors in its Meeting held on today i.e Friday, 31st August, 2018 inter alia has discussed and taken following decision.

1. Approved the date of Ensuing 24th Annual General Meeting of the Company, Which is to be held on Friday, September 28, 2018 at 1.00 PM at the Gala No. 11-12, First Floor, Sita Estate, Vashi Naka, Mahul Road, Next to RCF Police Station, Chembur, Mumbai - 400074
2. Approved the Notice of Ensuing 24th Annual General Meeting of the Company
3. Approved the Board's Report For the Financial Year 2017-18
4. Fixed Book Closure of register of Members and Share transfer books for Equity shares of the company from Saturday 22nd September, 2018 to Friday, 28th September, 2018 (both day Inclusive) for the Purpose of Annual General Meeting of the company
5. Approval of Appointment of Scrutinizers for facilitate voting and E-voting Process for ensuing Annual General Meeting of the Company
6. Appointment of M/s. Narendra Peshne & Associates, as Cost Auditor of the company for the FY-2018-19

Kindly take the same on record and facilitate.

For Confidence Petroleum India Limited

Director/Authorized Signatory



ALDS



GAS Storage



CNG Cylinders



Packed Cylinder Marketing





## NOTICE OF TWENTY FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY FOURTH (24TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF CONFIDENCE PETROLEUM INDIA LIMITED, (CIN: L40200MH1994PLC079766) WILL BE HELD ON FRIDAY, THE 28<sup>TH</sup> DAY OF SEPTEMBER 2018 AT 01.00 P.M. AT GALA NO. 11-12, FIRST FLOOR, SITA ESTATE, VASHI NAKA, MAHUL ROAD, NEXT TO RCF POLICE STATION, CHEMBUR, MUMBAI - 400074 TO TRANSACT THE FOLLOWING BUSINESSES :-

### ORDINARY BUSINESS:

#### Item No. 1 – Adoption of Financial Statements:

To receive, consider and adopt:

- the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 and the Reports of the Board of Directors and the Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 and the Report of the Auditors thereon.

#### Item No. 2 – Re-appointment of Director retiring by rotation:

To appoint a Director in place of Mr. Elesh Punamchand Khara (DIN: 01765620) who retires by rotation, and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### Item No. 3–Re-appointment of Cost Auditor for the Financial Year 2018-19

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, **M/s. Narendra Peshne & Associates, Cost Accountants** be and are hereby re-appointed as Cost Auditors of the Company to audit the cost records of the Company for the financial year 2018-19, on such remuneration as may be determined by the Board of Directors.

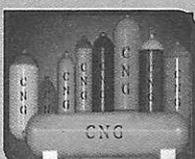
**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”



ALDS



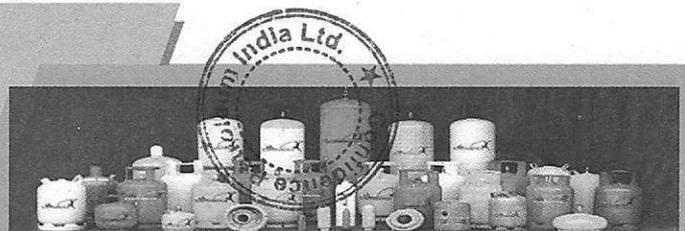
GAS Storage



CNG Cylinders



Packed Cylinder Marketing



**Item No. 4- Appointment of Mr. Vaibhav Pradeep Dedhia (DIN:08068912) as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Vaibhav Dedhia (DIN 08068912), a non executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (five) consecutive years with effect from 28<sup>th</sup> September, 2018 up to 27<sup>th</sup> September, 2023.”

**Item No. 5- Appointment of Mr. Supratim Subimal Basu (DIN: 01910081) as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Supratim Subimal Basu (DIN: 01910081) a non executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (five) consecutive years with effect from 28<sup>th</sup> September, 2018 up to 27<sup>th</sup> September, 2023.”

**Item No. 6 - Revision in terms of remuneration of Mr. Nitin Khara, Managing Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, as amended from time to time, approval of the Company be and is hereby accorded to the payment of the following revised remuneration to Mr. Nitin Khara, Managing Director and CEO of the Company with effect from this general meeting, the revision in the salary scale applicable to Mr. Nitin Khara, as detailed in the statement forming part of this notice.

**RESOLVED FURTHER THAT** the Board of Directors (including the Nomination & Remuneration Committee thereof) be and is hereby authorised to fix his salary within the salary scale approved, increasing thereby, proportionately, all benefits related to the quantum of salary.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”



**Item No. 7 - Revision in terms of remuneration of Mr. Elesh Khara, Director & Chief Financial Officer of the Company**

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

**"RESOLVED THAT** pursuant to Sections 196, 197 and other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, the Company hereby approves with effect from this general meeting, the revision in the salary scale applicable to Mr. Elesh Khara, as detailed in the statement forming part of this notice.

**RESOLVED FURTHER THAT** the Board of Directors (including the Nomination & Remuneration Committee thereof) be and is hereby authorised to fix his salary within the salary scale approved, increasing thereby, proportionately, all benefits related to the quantum of salary.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

Place: Nagpur  
Dated: 31/08/2017

By the order of Board  
Confidence Petroleum India Limited  
SD/-  
Nitin Khara  
(Chairman)

**NOTES:**

1. The explanatory statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting, is annexed hereto.
2. The **book closure** for the purpose of share transfers shall commence from 22/09/2018 to 28/09/2018 (both days inclusive) for annual closing.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
4. **A PROXY FORM IS ENCLOSED. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
5. **A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HERewith. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.**
6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned depository participant and holdings should be verified.



7. 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.

8 Details under the applicable provisions of SEBI Listing Regulations with the stock exchange in respect of the directors seeking appointment/re-appointment at the annual general meeting, forms an integral part of the notice. The directors seeking reappointment have furnished the requisite declarations for their re-appointment as Directors.

9. Electronic copy of the annual report for 2017-18 is being sent to all the members whose email ids are registered with the company/depository participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-18 is being sent in the permitted mode. Complete copy of the annual report for 2017-18 shall be provided on request to members.

10. Electronic copy of the notice of the 24<sup>th</sup> Annual General Meeting of the company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all the members whose email ids are registered with the company/depository participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the notice of the 24<sup>th</sup> Annual General Meeting of the company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.

11. Members may also note that the notice of the 24<sup>th</sup> Annual General Meeting and the Annual Report for 2017-18 will also be available on the company's website [www.confidencegroup.co](http://www.confidencegroup.co) for their download. The physical copies of the aforesaid documents will also be available at the company's registered office and corporate office in Nagpur for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the company's investor email id: [cs@confidencegroup.co](mailto:cs@confidencegroup.co).

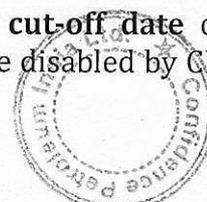
## 12. E-VOTING

In compliance of the provisions of section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Twenty Third Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

**The instructions for shareholders voting electronically are as under:**

(i) The voting period begins on **Tuesday, 25<sup>th</sup> September, 2018 (9.00 A.M. IST)** and ends on **Thursday, 27<sup>th</sup> September, 2018 (5.00 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 of 21st September, 2018** 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) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

(iv) Click on Shareholders.

(v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
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 Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"><li>• 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 as mentioned in instruction (v).</li></ul>

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



(xii) Click on the EVSN for along with “**Confidence Petroleum India Limited**”. This will take you to the voting page.

(xiii) 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.

(xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xviii) 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.

**(xix) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**In case of members receiving the physical copy:**

Please follow all steps from sl. no. (i) to sl. no. (xx) above to cast vote.

The voting period begins on **Tuesday, 25<sup>th</sup> September, 2018 (9.00 a.m. IST)** and ends on **Thursday, 27<sup>th</sup> September, 2018 (5.00 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 of 21<sup>st</sup> September, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**Mr. Siddharth Sipani, Practicing Company Secretary, (Membership No.ACS 28650 & C.P. NO. 11193)** has been appointed as the Scrutinizer to scrutinize the e-voting process (including the ballot cast by the Members at the Annual General Meeting) in a fair and transparent manner.



The Scrutinizer shall within a period not exceeding two working days from the date of close of e-voting unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.

The results of e-voting and poll on resolutions shall be aggregated and declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the resolutions.

The results declared along with the Scrutinizer's report shall be placed on the Company's website www.confidencegroup.co and on the website of CDSL viz www.cdslindia.com within two days of passing of the resolutions at the AGM of the Company and communicated to BSE.

Place: Nagpur  
Dated: 31/08/2018

By the order of Board  
Confidence Petroleum India Limited  
SD/-  
Nitin Khara  
(Chairman)

#### ANNEXURE TO THE NOTICE

#### EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### ITEM NO. 3 : Re-appointment of Cost Auditor for the Financial Year 2018-19

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company. On the recommendation of the Audit Committee, the Board has considered and approved the re-appointment of **M/s Narendra Peshne & Associates**, Cost Accountants as the cost auditor for the financial year 2018-19 on such remuneration as may be determined by the Board of Directors.

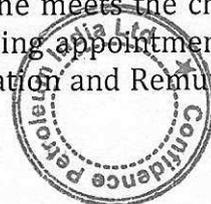
None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

The resolutions as set out in item no. 3 of this Notice are accordingly commended for your approval.

#### ITEM NO. 4 : Appointment of Mr. Vaibhav Pradeep Dedhia (DIN:08068912) as an Independent Director

Mr. Vaibhav Pradeep Dedhia joined the Board of Directors of the Company on 14/02/2018 as an additional director of the Company and is considered as an Independent Director under clause 49 of the Listing Agreement. He is aged about 27 years and is an Graduate in the field of Business Administration..

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term up to 5 consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Vaibhav Pradeep Dedhia has given declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act. The matter regarding appointment of Mr. Vaibhav Pradeep Dedhia as Independent Director was placed before the Nomination and Remuneration



Committee, which commends his appointment as an Independent Director from 28th September, 2018 to 27<sup>th</sup> September, 2023.

The Company has received from Mr. Vaibhav Pradeep Dedhia (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013

In opinion of the Board, Mr. Vaibhav Pradeep Dedhia fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management. In Compliance with the provisions of Section 149 read with Schedule V of the Act, the appointment of Mr. Vaibhav Pradeep Dedhia as Independent Director is now being placed before the Members in General Meeting for their approval. Copy of the Draft letter of appointment of Mr. Vaibhav Pradeep Dedhia Company during normal business hours on any working day, excluding Saturday.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Vaibhav Pradeep Dedhia and his relatives are, in any way, concerned or interested in the said resolutions.

The resolutions as set out in item no. 4 of this Notice are accordingly commended for your approval.

#### **ITEM NO. 5**

#### **Appointment of Mr. Supratim Subimal Basu (DIN: 01910081) an Independent Director of the Company.**

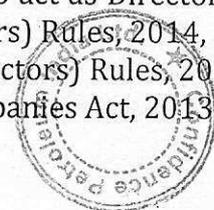
The Board of Directors of the Company at their meeting held on July 25, 2018 based on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Supratim Subimal Basu as an Additional Director on the Board of the Company w.e.f. July 25, 2018 and is considered as an Independent Director under clause 49 of the Listing Agreement. He is aged about 48 years and is an Graduate in the field of Business Administration..

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term up to 5 consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Supratim Subimal Basu has given declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act. The matter regarding appointment of Mr. Supratim Subimal Basu as Independent Director was placed before the Nomination and Remuneration Committee, which commends his appointment as an Independent Director from 28th September, 2018 to 27<sup>th</sup> September, 2023.

Mr. Supratim Subimal Basu holds Bachelors degree in Science (Statistics & Operations Research) from R. Ruia College, Mumbai University and a MBA in Finance from Jamnalal Bajaj Institue of Management Studies, Mumbai.

Mr. Supratim Subimal Basu has over 20 years of experience in Investment Management, Equity Research and Investment Banking, across both public and private markets. He currently acts as Investment Advisor to Americorp Capital group.

The Company has received from Mr. Supratim Subimal Basu (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013



In opinion of the Board, Mr. Supratim Subimal Basu fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management. In Compliance with the provisions of Section 149 read with Schedule V of the Act, the appointment of Mr. Supratim Subimal Basu as Independent Director is now being placed before the Members in General Meeting for their approval. Copy of the Draft letter of appointment of Mr. Supratim Subimal Basu Company during normal business hours on any working day, excluding Saturday

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Supratim Subimal Basu and his relatives are, in any way, concerned or interested in the said resolutions.

The resolutions as set out in item no. 5 of this Notice are accordingly commended for your approval.

#### **ITEM NO. 6 Revision in terms of remuneration of Mr. Nitin Khara, Managing Director of the Company**

The members of the Company at the 20<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014, had approved the appointment of Mr. Nitin Khara (DIN:01670977) as Managing Director of the Company. In the Annual General Meeting for the Financial Year 2015-16 held on 30<sup>th</sup> September, 2016, the members had inter alia approved the revised Remuneration from existing to Rs. 5,00,000 to Rs. 8,00,000 per month.

Taking into consideration his present salary and future revisions, if any, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors on 07<sup>th</sup> August, 2018 decided to revise the salary scale applicable to Mr. Nitin Khara from existing to maximum of Rs. 1,00,00,000 per Annum. All other terms and conditions relating to his appointment and remuneration as approved earlier by the members remain unchanged. Details of remuneration paid to Mr. Nitin Khara during the Financial Year 2016-17 have been disclosed in the annexure to the Directors' Report and in the Corporate Governance Report.

Existing limit of Remuneration : Rs. 96,00,000 ( Maximum)

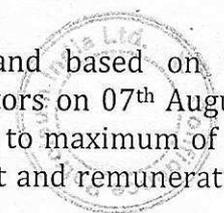
Revised Limit of Remuneration : Rs. 1,00,00,000 ( Maximum)

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Nitin Khara, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No.6 of the Notice.

#### **ITEM NO. 7 Revision in terms of remuneration of Mr. Elesh Khara, Director & Chief Financial Officer of the Company**

The members of the Company at the 21<sup>st</sup> Annual General Meeting held on 30<sup>th</sup> September, 2017 had approved the re-appointment of Mr. Elesh Khara as Executive Director of the Company who was liable to retire by rotation. The Board of Directors at its meeting held on 22<sup>nd</sup> March, 2016 had appointed Mr. Elesh Khara as the Chief Financial Officer of the Company, with remuneration and terms of appointment in consultation with the Nomination & Remuneration Committee. In the Annual General Meeting for the Financial Year 2015-16 held on 30<sup>th</sup> September, 2016, the members had inter alia approved the revised Remuneration to Rs. 8,00,000 per month.

Taking into consideration his present salary and future revisions, if any, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors on 07<sup>th</sup> August, 2018 decided to revise the salary scale applicable to Mr. Elesh Khara from existing to maximum of Rs. 1,00,00,000 per Annum. All other terms and conditions relating to his appointment and remuneration



as approved earlier by the members remain unchanged. Details of remuneration paid to Mr. Elesh Khara during the Financial Year 2016-17 have been disclosed in the annexure to the Directors' Report and in the Corporate Governance Report.

Exiting limit of Remuneration : Rs. 96,00,000 ( Maximum)

Revised Limit of Remuneration : Rs. 1,00,00,000 ( Maximum)

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Elesh Khara, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 8 of the Notice.

The resolutions as set out in item no. 7 of this Notice are accordingly commended for your approval.

Place: Nagpur  
Dated: 31/08/2018

**By the order of Board**  
**Confidence Petroleum India Limited**  
SD/-  
**Nitin Khara**  
**(Chairman)**

**PARTICULARS OF DIRECTORS PROPOSED TO BE APPOINTED /RE-APPOINTED AT THE 24<sup>th</sup> ANNUAL GENERAL MEETING**

Name of Director	Elesh Punamchand Khara	VAIBHAV PRADEEP DEDHIA	SUPRATIM SUBIMAL BASU
DIN	01765620	08068912	01910081
DOB	06/06/1967	08/07/1991	03/02/1970
AGED	52 Years	27 Years	48 Years
Date of Appointment	20/02/2004	14/02/2018	25/07/2018
Qualification	Graduate	Graduate	Graduate
Experience	15 Years	3 YEARS	20 years
Directorship In Listed Companies ( Including Present Appointment)	1 (one)	2 (Two)	1 (one)
Shares Held	9567208	NIL	NIL
Relationship	Promoter & KMP of the company	No relationship with any Director, Manager and other Key Managerial Personnel of the Company	No relationship with any Director, Manager and other Key Managerial Personnel of the Company



**ROUTE MAP FOR THE VENUE OF THE MEETING**  
**VENUE : GALA NO. 11-12, FIRST FLOOR, SITA ESTATE, VASHI NAKA, MAHUL ROAD,**  
**NEXT TO RCF POLICE STATION, CHEMBUR, MUMBAI - 400074**

