

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 Website: www.confidencegroup.co

CIN: L40200MH1994PLC079766



Date: 06th June, 2018

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

Subject: EXTRA - ORDINARY GENERAL MEETING

Dear Sir,

This is to Inform to the Exchange that, Extra - Ordinary General Meeting of the Members of company Will Be Held On Monday, the 02nd Day Of July 2018 At 1.00 P.M. At Dragonfly Hotel, New Chakala Link Rd, Opposite Solitaire Corporate Park, Near JB Nagar Gurudwara, Andheri East, Mumbai - 400093. (Copy of notice attached Herewith).

Further, The E-Voting period begins on **Friday, 29th June, 2018 (9.00 A.M. IST)** and ends on **Sunday, 01st July, 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 25th June, 2018**, may cast their vote electronically

The above is for your information & record.

Thanking You,
Yours truly,
For Confidence Petroleum India Limited

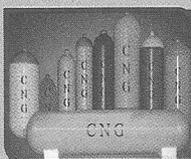

Prity Bhabhra
Company Secretary



ALDS



GAS Storage



CNG Cylinders



Packed Cylinder Marketing



CONFIDENCE PETROLEUM INDIA LIMITED

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NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA - ORDINARY GENERAL MEETING OF THE MEMBERS OF CONFIDENCE PETROLEUM INDIA LIMITED, (CIN: L40200MH1994PLC079766) WILL BE HELD ON MONDAY, THE 02ND DAY OF JULY 2018 AT 1.00 P.M. AT DRAGONFLY HOTEL, NEW CHAKALA LINK RD, OPPOSITE SOLITAIRE CORPORATE PARK, NEAR JB NAGAR GURUDWARA, ANDHERI EAST, MUMBAI – 400093 TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:

SPECIAL BUSINESS:

1. ISSUE OF EQUITY SHARES ON A PREFERENTIAL ALLOTMENT / PRIVATE PLACEMENT BASIS:

To consider and, if thought fit, to pass with or without modification, the following Resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to: (i) the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “**CA 2013**”); and in accordance with the provisions of the Memorandum and Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, as amended (“**ICDR Regulations**”);iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015, (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, stock exchange and/or any other statutory / regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot **1,50,00,000 (One Crore Fifty Lakhs)** Equity shares of the Company of the face value of Rs. 1 (Rupees One) each (“**Equity Shares**”) on preferential allotment/private placement basis, **at a price of Rs. 52 (Rupees Fifty Two)** (including a premium of Rs. 51 (Rupees Fifty One) per Equity Share aggregating to Rs. 78,00,00,000 (Rupees Seventy Eight Crores) in accordance with ICDR Regulations, to the following subscribers:.”

Sr. No	Details of Subscriber	No. of Equity Shares	Consideration
01	JASOL INVESTMENT & TRADING CO. PVT. LTD.	20,00,000	10,40,00,000
02	GLOBAL STRONG GROWTH FUND	1,30,00,000	67,60,00,000
TOTAL		1,50,00,000	78,00,00,000

(collectively known as “**Subscribers**”), on a preferential basis through private placement.

“**RESOLVED FURTHER THAT** in accordance with the provisions of ICDR Regulations, the “**Relevant Date**” for the purpose of determination of the price of the Equity Shares to be issued and allotted as above shall be June 02, 2018, being the date falling 30 (thirty) days prior to the date of this Extraordinary General Meeting being held on July 02, 2018 to approve this offer.”

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“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects.”

“RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the statutory auditors of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.”

“RESOLVED FURTHER THAT pursuant to the provisions of the CA 2013, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscribers inviting the Subscribers to subscribe to the Equity Shares.”

“RESOLVED FURTHER THAT the monies received by the Company from the Subscriber for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company with ICICI BANK, Nagpur Ramdaspath Branch and shall be utilized by the Company in accordance with Section 42 of the CA 2013.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the Equity Shares, Mr. Nitin Khara, Managing Director and Mr. Elesh Khara, Executive Director of the Company, be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, stabilizing agent, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

2. TO CONSIDER AND APPROVE ISSUE OF WARRANTS ON PREFERENTIAL BASIS TO THE MEMBERS OF PROMOTERS AND NON-PROMOTER:

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

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“RESOLVED THAT pursuant to Sections 62(1)(c) read with Section 42 of the Companies Act, 2013 and applicable provisions of Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, provisions on preferential issue as contained in Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (**“SEBI ICDR Regulations”**), and the enabling provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution), consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, up to **2,00,00,000 (Two Crores)** convertible warrants (**“Warrants”**) on preferential basis to promoters and non-promoters (**“Warrant Holder”/“Proposed Allottee”**), each convertible into, or exchangeable for, one equity share of face value of Re. 1/- each (the **“Equity Shares”**) fully paid-up against every Warrant held, in one or more tranches within a period of 18 (eighteen) months from the date of allotment of Warrants, in such manner, at Rs. 52 (Rupees Fifty Two) (including a premium of Rs. 51 (Rupees Fifty One) per Share Warrant in accordance with ICDR Regulations. The details in relation to the Warrant Holders are mentioned hereinbelow:

Sr. No	Name of the Proposed Allottee	No. of Warrant Proposed to be allotted
01	GASPOINT PETROLEUM INDIA LIMITED	1,29,00,000
02	ALPI PARWAL	7,50,000
03	JITENDER JAIN	7,50,000
04	PRATIK KHARA	7,50,000
05	SATISH CHANDAK	7,50,000
06	MURTHY AKELLA	80,000
07	MVNV TRADERS PVT LTD	15,00,000
08	NMV TRADERS PVT LTD	15,00,000
09	VINOD TIWARI	20,000
10	RAJESH VIJAYWARGI HUF	10,00,000
Total		2,00,00,000

RESOLVED FURTHER THAT the members hereby approve the issuance of a private placement offer letter (Form PAS- 4) to the aforesaid allottees in connection with the issue and allotment of the Warrants.

RESOLVED FURTHER THAT the aforesaid issue of the Warrants shall be on the following terms:

(i) The ‘Relevant Date’ in relation to this preferential issue of Warrants as per the provisions of SEBI ICDR Regulations, would be Saturday, 02nd June 2018, being the date 30 days prior to the date of passing of this Resolution by the Members of the Company.

(ii) In accordance with the provisions of Chapter VII of SEBI ICDR Regulations, 25% (Twenty Five Per Cent) of the consideration payable for the Warrants (and the equity shares into which they are converted), shall be paid by the Warrant Holder to the Company upfront i.e. on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy Five Per Cent) shall be paid at the time of allotment of equity shares pursuant to exercise of option against each such Warrant.

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(iii) The tenure of Warrants shall not exceed eighteen (18) months from the date of allotment.

(iv) The Warrant Holder shall be entitled to exercise any or all of the warrants in one or more tranches by way of a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of shares to the Warrant Holder.

(v) If the entitlement against the Warrants to apply for the equity shares is not exercised within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire (and any amount paid on such Warrants shall stand forfeited).

(vi) In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, Warrant Holder: (i) receives such number of Equity Shares that Warrant Holder would have been entitled to receive; and (ii) pays such consideration for such Equity Shares to the Company which Warrant Holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring.

(vii) Upon exercise by Warrant Holder of the Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to Warrant Holder, evidence of the credit of the Equity Shares to the depository account of Warrant Holder and entering the name of Warrant Holder in the records of the Company (including in the Register of Members of the Company) as the registered owner of such Equity Shares.

(viii) Subject to applicable laws, it is hereby expressly agreed that where pursuant to a scheme of arrangement, a company issues shares or similar securities to the Company's shareholders, then Warrant Holder shall be entitled to receive in lieu of the Warrants held by Warrant Holder such number of shares, warrants or similar securities issued by such company, on the same terms and conditions and with the same rights as the Warrants, and at such effective price that Warrant Holder would have been entitled to receive immediately after the occurrence of such scheme of arrangement had the Warrants been exercised immediately prior to the occurrence of such scheme of arrangement.

(ix) The amount paid on issue of warrants shall be forfeited if the warrants are not exercised within a period of 18 months from the date of issue of warrants.

(x) The Warrants by itself until exercised and equity shares allotted, does not give to the Warrant Holder thereof any rights with respect to that of a shareholder of the Company.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Proposed Allottee, the aforesaid Warrants allotted in terms of this Resolution and the resultant Equity Shares arising on exercise of rights attached to such Warrants shall be subject to lock-in requirements as per the provisions of Chapter VII of the SEBI ICDR Regulations.

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RESOLVED FURTHER THAT the equity shares allotted on exercise of warrants in terms of this resolution shall rank *pari passu* in all respects (including as to entitlement to voting powers and dividend) with the then existing fully paid-up equity shares of face value of Re. 1/- each of the Company, subject to the relevant provisions contained in the Articles of Association of the Company.

RESOLVED FURTHER THAT the Warrants shall be issued and allotted by the Company to the Subscribers within 15 (fifteen) days of the passing of this resolution provided where the allotment of the Warrants in pending on account of pendency of any approval by any regulatory authority or the Central Government or any relaxation has been granted in relation thereto.

RESOLVED FURTHER THAT all or any of the powers conferred on the Company and the Board of Directors vide this resolution may be exercised by the Board or a Special Committee named as the "Allotment Committee" of the Board or any other Committee of the Board (with power to delegate to any Officer of the Company), as the Board or such Allotment Committee or such other Committee, for the purpose of giving effect to this resolution, may in its absolute discretion deem necessary, desirable or expedient, including the Listing Application to the Stock Exchange(s), filing of requisite forms with Registrar of Companies and to resolve and settle any questions and difficulties that may arise in the proposed offer, issue and allotment of aforesaid securities, utilization of issue proceeds, signing of all deeds and documents as may be required and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Place: Nagpur
Dated: 05/06/2017

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

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. **A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, 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 Member.** In order to become valid, the proxy forms should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting. The proxy form is enclosed.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.

3. The notice of Extraordinary General Meeting is being sent by Electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their Email addresses physical copies of the notice of Extraordinary General Meeting are being sent by the permitted mode. Details of the process and the manner of E-voting along with the User ID and Password are being sent separately to all the members along with the Notice.

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4. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.

5. A Member cannot exercise his vote by proxy on e-voting

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 Extra-Ordinary 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 **Friday, 29th June, 2018 (9.00 A.M. IST)** and ends on **Sunday, 01st July 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 25th June, 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.

(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 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:

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	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 shareholders as well as physical shareholders) <ul style="list-style-type: none">• 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.• 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.
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">• 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).

(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.

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(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 and register themselves as Corporates.
- 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 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, under help section or write an email to 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 member who do not have access to e-voting are requested to fill in the Physical Ballot form enclosed with the notice and submit the same in sealed envelope to the scrutinizer. Unsigned, incomplete or incorrect ticked forms shall be rejected. The ballot must be received by the Scrutinizer on or before **1st July, 2018 (5.00 P.M)**. The Scrutinizer’s decision on the validity of the forms will be final. Members are required to vote only through the electronic system or through ballot and on no other form. In the event the member cast his votes through both the process, the votes in theelectronic system would be considered and the ballot vote would be ignored.

Mr. Siddharth Sipani, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process (including the ballot cast by the Members at the Extra-Ordinary General Meeting) in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three 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 EGM of the Company and the resolutions will be deemed to be passed on the EGM date subject to receipt of the requisite numbers of votes in favour of the resolutions.

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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 EGM of the Company and communicated to BSE.

Place: Nagpur
Dated: 05/06/2018

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following explanatory statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special business mentioned in the accompanying notice for convening the EGM of the Company.

Item No. 1

The Company proposes to make a preferential allotment of equity shares to:

Sr. No	Details of Subscriber	No. of Equity Shares	Consideration
01	JASOL INVESTMENT & TRADING CO. PVT. LTD.	20,00,000	10,40,00,000
02	GLOBAL STRONG GROWTH FUND	1,30,00,000	67,60,00,000
TOTAL		1,50,00,000	78,00,00,000

(collectively known as "**Subscribers**"), on a private placement basis, which has been approved by the Board of Directors of the Company at its meeting held on 05.06.2018)

Approval of the members by way of special resolution is required inter alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the "**CA 2013**") as well as the Securities and Exchange Board of India, as amended (Issue of Capital and Disclosure Requirement) Regulations, 2009 ("**ICDR Regulations**")

Therefore, in terms of said sections, rules and regulations, consent of the Members is being sought for the issue and allotment of 1,50,00,000 (One Crore Fifty Lakhs) Equity shares of the Company, having a face value of Rs. 1 (Rupees One only) each at a price of Rs. 52 (Rupees Fifty Two) (including a premium of Rs. 51 (Rupees Fifty One) per Equity Share aggregating to Rs. 78,00,00,000 (Rupees Seventy Eight Crores Only) ("**Equity Shares**"), on a preferential basis to the Subscribers, entitling the Subscribers to subscribe to and be allotted the Equity Shares, not later than 15 (fifteen) days from the date of passing of this special resolution by the members and approval of any other authority if required.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given below:

Objects of the Preferential Issue: To meet general business requirements addressing Working Capital needs as well as expansion of Business activities. Therefore, the Company has proposed the Issue of Shares on Preferential Basis to selected person to meet its capital requirements in due course

The total number of equity shares to be issued : 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares.

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CORP OFF : 404, SATYAM APARTMENT, 8 WARDHA ROAD DHANTOLI, NAGPUR-440012 (M.S.)

Tel: 07304320190 E-mail: cs@confidencegroup.co CIN No.: L40200MH1994PLC079766

Terms of Issue of the Equity Shares, if any. : The Equity Shares allotted in terms of this resolution shall rank pari passu with existing equity shares of the Company in all respects.

Relevant Date : The relevant date as per the ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is June 02, 2018 ("Relevant Date") (i.e. 30 days prior to the date of proposed EGM which is July 02, 2018, to approve the proposed preferential issue).

Pricing of Preferential Issue: The price of equity shares to be issued is fixed at Rs. 52 (Rupees Fifty Two) per equity share of Rs. 1/- each in accordance with the price determined in terms of Regulation 76 of the ICDR Regulations.

Basis on which the price has been arrived at: The Company is listed on BSE Limited and the equity shares of the Company are frequently traded in accordance with Regulation 71A of the ICDR Regulations.

In terms of ICDR Regulations, the equity shares shall be allotted at a price not less than higher of the following:

- Average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the stock exchange, during the twenty six weeks preceding the Relevant Date or
- Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the two weeks preceding the Relevant Date.

Accordingly, price per equity share is higher which has been calculated in accordance with the above provisions with additional premium.

Since the equity shares of the Company have been listed on the recognized stock exchange for a period of more than 26 weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share.

Intention of promoters / directors / key managerial personnel to subscribe to the offer: None of the promoters, directors or key managerial personnel intend to subscribe to the proposed issue.

The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control :-

Sr. No	Details of Subscriber	Category / Class of Subscriber	Pre Issue % holding	Number of Equity Shares proposed to be allotted	Post Issue % holding	Beneficial Ownership
01	JASOL INVESTMENT & TRADING CO. PVT. LTD.	Institutional Investors	0 (0.00%)	20,00,000	20,00,000 (0.73%)	Harish Fabiani
02	GLOBAL STRONG GROWTH FUND	Institutional Investors	1,20,367 (0.046%)	1,30,00,000	1,31,20,367 (4.79%)	Ban Su Mein.

The pre issue and post issue shareholding pattern of the Company:

Sr. No	Category	Pre Issue		Post Preferential Issue	
		No. of Shares	%	No. of Shares	%
A	Promoters' holding :				
1	Indian				
a	Individual	6,02,56,845	23.28	6,02,56,845	22.00
	Nitin Khara	2,33,95,637	9.04	2,33,95,637	8.54
	Elesh Khara	95,67,208	3.70	95,67,208	3.49
	Alpa Nitin Khara	54,42,350	2.10	54,42,350	1.99

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	Vipin Khara	3,80,000	0.15	3,80,000	0.14
	Harsha Khara	44,16,378	1.71	44,16,378	1.61
	Neela Nalin Khara	22,82,070	0.88	22,82,070	0.83
	Rasilaben Khara	29,69,698	1.15	29,69,698	1.08
	Nalin Punamchand Khara	1,15,07,504	4.45	1,15,07,504	4.20
	Ilesp P Khara (Huf)	2,96,000	0.11	2,96,000	0.11
B	Body Corporate	7,90,58,138	30.54	7,90,58,138	28.87
	Gaspoint Petroleum India Ltd	6,62,10,598	25.58	6,62,10,598	24.18
	Khara Software Services Ltd	76,00,000	2.94	76,00,000	2.78
	N. N. V. Finance Limited	49,53,040	1.91	49,53,040	1.81
	Essenn LPG Bottling Prt Ltd	2,94,500	0.11	2,94,500	0.11
	Sub Total 1 (a+b)	13,93,14,983	53.82	13,93,14,983	50.88
2	Foreign Promoter	0	0	0	0
	Sub Total (A)	13,93,14,983	53.82	13,93,14,983	50.88
B	Non-Promoters' holding :				
1	Institutional Investors	30,00,000	1.16	1,80,00,000	6.57
	Jasol Investment & Trading Co. Pvt. Ltd.	0	0	20,00,000	0.73
	Global Strong Growth Fund	1,20,367	0.05	1,31,20,367	4.79
	Others	28,79,633	1.11	28,79,633	1.05
2	Non-Institution Investors	11,65,20,017	45.02	11,65,20,017	42.55
	Private Corporate Bodies	1,95,44,411	7.55	1,95,44,411	7.14
	Directors and Relatives	9380	0.00	9380	0.00
	Indian Public	9,43,79,117	36.46	9,43,79,117	34.47
	Others (Including NRIs)	25,87,109	1.00	25,87,109	0.94
	Sub Total B(1+2)	11,95,20,017	46.18	13,45,20,017	49.12
	GRAND TOTAL (A+B)	25,88,35,000	100.00	27,38,35,000	100.00

Proposed time within which the allotment shall be completed: As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price: During the year, no preferential allotment has been made to any person.

Change in control, if any, in the Company that would occur consequent to the preferential offer: There shall be no change in management or control of the Company pursuant to the issue of the equity shares.

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable.

Lock in period: The proposed allotment of the equity shares, shall be subject to a lock-in as per the requirements of ICDR Regulations.

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Auditors certificate: A certificate from Statutory Auditors of the Company, certifying that the issue of equity shares is being made in accordance with requirements of ICDR Regulations shall be placed before the general meeting of the shareholders.

Relevant documents are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting. Additionally, copies of the relevant documents are available for inspection at the corporate office of the Company and will also be made available at the Meeting.

The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company

Item No. 2

With a view to augment long-term resources for its business, the Board of Directors of the Company, at its meeting held on Tuesday, 05th June, 2018, approved the issue of 2,00,00,000 (Two Crore) warrants, convertible into equivalent number of equity shares of Re. 1/- each to the members of promoters ("Warrant Holder" / "Proposed Allottee") on preferential basis, in one or more tranches, at a Rs. 52 (Rupees Fifty Two) (including a premium of Rs. 51 (Rupees Fifty One) per Share Warrant in accordance with ICDR Regulations." as amended from time to time.

Pursuant to the provisions of Sections 62(1)(c) and 42 of Companies Act, 2013 (the "Act") any preferential allotment of Securities needs to be approved by the Members of the Company by way of a Special Resolution. Further, in terms of Regulation 73 of the SEBI ICDR Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement to the Notice.

The issue and allotment of Warrants including resultant equity shares arising out of exercise of option attached to Warrants to the Proposed Allottee has been approved by the Board of the Company on 05th June, 2018, subject to the approval of Members of the Company and other necessary approval(s) and shall be on the terms and conditions, as mentioned below:

- a. Pursuant to Regulation 74(4) of the SEBI ICDR Regulations, the allotment shall be made only in dematerialised form;
- b. In accordance with the provisions of Regulation 71 and 76(1) of Chapter VII of the SEBI ICDR Regulations, the Relevant Date for the issue would be Saturday, 02nd June, 2018 i.e. 30 days prior to the date of passing of this Resolution by the Members of the Company;
- c. In accordance with the provisions of Charter VII of SEBI ICDR Regulations, 25% (Twenty-Five Per Cent) of the consideration payable for the warrants (and the equity shares into which they are converted), shall be paid by the Warrant Holder on or before the allotment of Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) shall be paid at the time of allotment of equity shares pursuant to exercise of option against each such Warrant;
- d. The consideration for allotment of Warrants and/or equity shares arising out of exercise of option attached to Warrants shall be paid to the Company from the Bank Account of the Proposed Allottee;

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e. In case the option to subscribe to equity shares against such Warrants is not exercised by the Proposed Allottee within 18 months, the consideration paid by such Allottee in respect of such Warrants shall be forfeited by the Company;

f. The warrants and the equity shares allotted pursuant to exercise of options attached to Warrants issued on preferential basis shall remain locked-in from such date and for such periods as specified under Chapter VII of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval granted by the Stock Exchange(s);

g. The equity shares allotted on exercise of Warrants shall rank pari passu in all respects (including with respect to voting rights and dividend), with the then existing fully paid up equity shares of the Company.

h. The proposed issue and allotment of the Warrants and the exercise thereof will be governed by the applicable provisions of the Companies Act, 2013, rules made thereunder, the Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI ICDR Regulations or any other laws applicable in this respect

Details of the Issue :

1. The allotment of the Warrants is subject to the Proposed Allottee not having sold any equity shares of the Company during the 6 (Six) months preceding the Relevant Date. The Proposed Allottee has represented that the allottee has not sold any equity shares of the Company during the 6 (Six) months preceding the Relevant Date.

2. The relevant disclosures as required under Chapter VII of the SEBI ICDR Regulations are set out below:

(a) Objects of the Preferential Issue

The proceeds of the preferential issue of Warrants will be used by the Company as long term resources for its business purposes and general corporate purposes and for any other purpose as approved by the Board.

(b) Proposal of the Directors / Promoters / Key Managerial Personnel of the Company to subscribe to the preferential issue

No warrants are being offered to Directors, Key Managerial Personnel or relatives of the Directors or Key Managerial Personnel of the Company. However warrants are proposed to be issued to M/s- Gaspoint Petroleum India Limited an Existing Promoters of the company.

(c) Relevant Date

The Relevant date for the purpose of this issue shall be Saturday, 02nd June, 2018, being the date 30 days prior to the date of passing of special resolution by the Members of the Company through EOGM to approve the proposed preferential issue, in accordance with the SEBI ICDR Regulations. Where the Relevant Date falls on a weekend / holiday, the day preceding the weekend / holiday will be reckoned to be the Relevant Date.

(d) Basis or Justification of Price:

The issue price will be determined in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations. Since the Company is listed on BSE Limited, the trading volume of Securities of the Company on both the Stock Exchanges will be considered to determine the higher trading volume for computation of issue price. The issue of equity shares arising out of exercise of Warrants issued on preferential basis shall be made at a price not less than higher of the following or as per the law prevailing at the time of allotment of Warrants:

(a) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date; or

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(b) The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date. The 'Recognized Stock Exchange' referred to above means any of the recognized Stock Exchanges in which the equity shares of the Company are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 26 weeks prior to the Relevant Date.

(e) Undertaking- Requirement as to re-computation of price and lockin of specified securities

- i. The issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- ii. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees

(f) Shareholding pattern of the Company before and after the proposed issue

Sr. No	Category	Pre Issue		Post Preferential Issue		Post Warrant Issue	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
A	Promoters' holding :						
1	Indian						
A	Individual	6,02,56,845	23.28	6,02,56,845	22.00	6,02,56,845	20.51
1	Nitin Khara	2,33,95,637	9.04	2,33,95,637	8.54	2,33,95,637	7.96
2	Elesh Khara	95,67,208	3.70	95,67,208	3.49	95,67,208	3.26
3	Alpa Nitin Khara	54,42,350	2.10	54,42,350	1.99	54,42,350	1.85
4	Vipin Khara	3,80,000	0.15	3,80,000	0.14	3,80,000	0.13
5	Harsha Khara	44,16,378	1.71	44,16,378	1.61	44,16,378	1.50
6	Neela Nalin Khara	22,82,070	0.88	22,82,070	0.83	22,82,070	0.78
7	Rasilaben Khara	29,69,698	1.15	29,69,698	1.08	29,69,698	1.01
8	Nalin Punamchand Khara	1,15,07,504	4.45	1,15,07,504	4.20	1,15,07,504	3.92
9	Ilesp P Khara (Huf)	2,96,000	0.11	2,96,000	0.11	2,96,000	0.10
B	Body Corporate	7,90,58,138	30.54	7,90,58,138	28.87	9,19,58,138	31.30
1	Gaspoint Petroleum India Ltd	6,62,10,598	25.58	6,62,10,598	24.18	7,91,10,598	26.92
2	Khara Software Services Ltd	76,00,000	2.94	76,00,000	2.78	76,00,000	2.59
3	N. N. V. Finance Limited	49,53,040	1.91	49,53,040	1.81	49,53,040	1.69
4	Essenn LPG Bottling Prt Ltd	2,94,500	0.11	2,94,500	0.11	2,94,500	0.10
	Sub Total 1 (a+b)	13,93,14,983	53.82	13,93,14,983	50.88	15,22,14,983	51.80
2	Foreign Promoter	0	0	0	0	0	0
	Sub Total (A)	13,93,14,983	53.82	13,93,14,983	50.88	15,22,14,983	51.80
B	Non-Promoters' holding :						
1	Institutional Investors	30,00,000	1.16	1,80,00,000	6.57	1,80,00,000	6.13
	Jasol Investment & Trading Co. Pvt. Ltd.	0	0	20,00,000	0.73	20,00,000	0.68
	Global Strong Growth Fund	1,20,367	0.05	1,31,20,367	4.79	1,31,20,367	4.47
	Others	28,79,633	1.11	28,79,633	1.05	28,79,633	0.98
2	Non-Institution Investors	11,65,20,017	45.02	11,65,20,017	42.55	12,36,20,017	42.07
a	Private Corporate Bodies	1,95,44,411	7.55	1,95,44,411	7.14	2,25,44,411	7.67
	NMV Traders Pvt Ltd	0	0	0	0	15,00,000	0.51
	MVNV Traders Pvt Ltd	0	0	0	0	15,00,000	0.51
	Other Companies	1,95,44,411	7.55	1,95,44,411	7.14	1,95,44,411	6.65

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b	Directors and Relatives	9380	0.00	9380	0.00	9380.00	0.0
c	Indian Public	9,43,79,117	36.46	9,43,79,117	34.47	9,84,79,117	33.52
	Alpi Parwal	0	0	0	0	7,50,000	0.26
	Jitender Jain	0	0	0	0	7,50,000	0.26
	Pratik Khara	0	0	0	0	7,50,000	0.26
	Satish Chandak	7,600	0.00	7,600	0.00	7,57,600	0.26
	Murthy Akella	0	0	0	0	80,000	0.03
	Vinod Tiwari	0	0	0	0	20,000	0.01
	Rajesh Vijaywargi (Huf)	0	0	0	0	10,00,000	0.34
	Other Indian Public	94,371,517	36.46	94,371,517	34.47	94,371,517	32.12
d	Others (Including NRIs)	25,87,109	1.00	25,87,109	0.94	25,87,109	0.88
	Sub Total B (1+2)	11,95,20,017	46.18	13,45,20,017	49.12	14,16,20,017	48.20
	GRAND TOTAL (A+B)	25,88,35,000	100.00	27,38,35,000	100.00	29,38,35,000	100

(g) The time within which the preferential issue shall be complete

As required under the SEBI ICDR Regulations, the allotment of the Warrants on preferential basis will be completed within a period of 15 days from the date of passing of the special resolution. Provided that where any approval or permission by any regulatory or statutory authority for allotment is pending, the allotment of the Warrants shall be completed within 15 days from the date of receipt of such approval or permission.

(h) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post-preferential issued capital that may be held by the said allottee and change in control, if any, in the Company consequent to the preferential issue

Name of Allottee	Ultimate Beneficial Owners	Pre Issue Equity Holding		No. of Warrants to be allotted	Post Issue Equity Holding	
		No.	%		No.	%
GASPOINT PETROLEUM INDIA LIMITED	NITIN KHARA, NALIN KHARA, ELESH KHARA, NITIN KHARA HUF, ALPA KHARA, NEELA KHARA, HARSHA KHARA	6,62,10,598	25.58	1,29,00,000	7,91,10,598	26.923
ALPI PARWAL	-	0	0	7,50,000	7,50,000	0.255
JITENDER JAIN	-	0	0	7,50,000	7,50,000	0.255
PRATIK KHARA	-	0	0	7,50,000	7,50,000	0.255
SATISH CHANDAK	-	7600	0.03	7,50,000	7,57,600	0.258
MURTHY AKELLA	-	0	0	80,000	80,000	0.03
MVNV TRADERS PVT LTD	NITESH VIJAYWARGI, MUKESH VIJAYWARGI	0	0	15,00,000	15,00,000	0.51
NMV TRADERS PVT LTD	NITESH VIJAYWARGI, MUKESH VIJAYWARGI	0	0	15,00,000	15,00,000	0.51
VINOD TIWARI	-	0	0	20,000	20,000	0.006
RAJESH VIJAYWARGI (HUF)	RAJESH VIJAYWARGI	0	0	10,00,000	10,00,000	0.340

There shall be no change in control of the Company pursuant to the issue of Warrants.

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i. Auditor's Certificate

A copy of the certificate from the Statutory Auditor of the Company, certifying that the proposed preferential issue of Warrants is being made in accordance with the requirements contained in Chapter VII of the SEBI ICDR Regulations, shall be available for inspection at the Registered Office of the Company during office hours on all working days, except Saturday/ Sunday and other holidays, between 10:00 a.m. and 1:00 p.m. up to the last date for voting i.e. Sunday, 01st July, 2018.

j. Lock-in Period

The Warrants and the equity shares allotted pursuant to exercise of options attached to Warrants issued on preferential basis will be subject to lock-in as provided in the SEBI ICDR Regulations. The entire pre preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval granted by the Stock Exchange(s).

The Board recommends passing of the resolution set out at Item No.2 as a Special Resolution.

Except Executive Director, none of the Directors or Key Managerial Personnel of the Company including their relatives are in anyway, concerned or interested in the resolution.

Place: Nagpur

Dated: 05/06/2018

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

ROUTE MAP FOR THE VENUE OF THE MEETING

VENUE: DRAGONFLY HOTEL, NEW CHAKALA LINK RD, OPPOSITE SOLITAIRE CORPORATE PARK, NEAR JB NAGAR GURUDWARA, ANDHERI EAST, MUMBAI - 400093

