



## **NOTICE OF TWENTY EIGHTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE TWENTY EIGHTH (28TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF CONFIDENCE PETROLEUM INDIA LIMITED (CIN: L40200MH1994PLC079766) WILL BE HELD ON FRIDAY, THE 30TH DAY OF SEPTEMBER, 2022 AT 01.00 P.M. THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO VISUAL MEANS ('OAVM') FACILITY TO TRANSACT THE FOLLOWING BUSINESS:-**

### **ORDINARY BUSINESS:**

#### **ITEM NO. 1 - Adoption of Financial Statements and Reports of the Auditors & Directors thereon for the Financial Year 2021-22**

To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022 and the Reports of the Board of Directors and the Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022 and the Report of the Auditors thereon.

#### **ITEM NO. 2 - Declaration of Final Dividend**

To Declare a Final Dividend of Rs. 0.10/- (10%) per Equity Share for the Financial Year ended on March 31, 2022.

#### **ITEM NO. 3 - Re-appointment of Mr. Elesh Khara (DIN-01765620) as Director liable to retire by rotation.**

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

### **SPECIAL BUSINESS:**

#### **ITEM NO. 4 - Ratification of Remuneration Payable to Cost Auditors.**

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 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. Narendra Peshne & Associates, Cost Accountants, Nagpur, appointed by the Board of Directors as Cost**





Auditors to conduct the audit of the cost records of the Company for the financial year 2022-23 at a remuneration determined by the Board of Directors be and is hereby ratified.

**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.”

**ITEM NO. 5 - ISSUE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO THE MEMBERS OF PROMOTERS AND OTHERS.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”) and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI (ICDR) Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time, the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended, the Securities and Exchange Board of India (“SEBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the “Board”) and all such other approvals, consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, in one or more tranches, up to 2,00,00,000 (Two Crore only) Convertible Warrants (the “Warrants”) on a preferential basis to the promoters/promoter group and others i.e. persons/entities not forming part of the promoter and promoter group (“Warrant Holder(s)”/“Proposed Allottee(s)”), as mentioned in the statement setting out material facts, entitling the Warrant Holder(s) to apply for and get allotted one Equity Share of the face value of Re. 1/- (the “Equity Shares”) each fully paid-up against each Warrant within a period of 18 (eighteen) months from the date of allotment of Warrants, in such manner and at Rs.63.50/- (Rupees Sixty Three and Fifty Paise) arrived at in accordance with the SEBI (ICDR) Regulations and upon such terms and conditions as maybe deemed appropriate by the Board in accordance with the





provisions of SEBI (ICDR) Regulations (including Chapter V thereof) or other applicable laws in this respect. The details in relation to the Warrant Holders are mentioned hereinbelow.

Sr No.	Name of the proposed Allottees	Category	Ultimate Beneficial Owner	No. of Warrants to be allotted
1	ESSENN LPG BOTTLING PRIVATE LIMITED	PROMOTER	NITIN KHARA,ELESH KHARA	1,10,00,000
2	YOGITA GANDHI	NON-PROMOTER	NA	35,20,000
3	M/S. CHOICE STRATEGIC ADVISORS LLP	NON-PROMOTER	KAMALPODDAR , ARUN KUMAR PODDAR	13,67,000
4	QUANT MUTUAL FUND ( QUANT VALUE FUND)	NON-PROMOTER	NA	8,80,000
5	MBRD INVESTMENT	NON-PROMOTER	BIMLA BAJAJ, RITESH DALMIA	5,87,000
6	PRANAV MUKUND SHAH	NON-PROMOTER	NA	4,89,000
7	BHAGAT JITENDRA KUMAR	NON-PROMOTER	NA	3,91,000
8	ANKIT MODI	NON-PROMOTER	NA	2,93,500
9	OCULUS CAPITAL GROWTH FUND	NON-PROMOTER	MAYANK BAJAJ	2,93,500
10	SUNIL KUMAR BAGARIA	NON-PROMOTER	NA	1,95,500
11	RATIRAJ TIBREWAL	NON-PROMOTER	NA	1,95,500
12	ABHISEK BHUTRA	NON-PROMOTER	NA	1,47,000
13	ANKIT SONKHIYA	NON-PROMOTER	NA	1,47,000
14	MEENAKSHI AGARWAL	NON-PROMOTER	NA	98,000
15	PAYAL S AGARWAL	NON-PROMOTER	NA	98,000
16	AMIT HARIPRASAD KARIWALA	NON-PROMOTER	NA	98,000
17	UJJAWAL BHORKAR	NON-PROMOTER	NA	50,000
18	HIRAL YATIN KHARA	NON-PROMOTER	NA	50,000
19	NEHA SATISH CHANDAK	NON-PROMOTER	NA	50,000
20	AKANKSHA JAIN	NON-PROMOTER	NA	25,000
21	YASH JAIN	NON-PROMOTER	NA	25,000
	<b>TOTAL</b>			<b>2,00,00,000</b>

**RESOLVED FURTHER THAT** the resultant Equity Shares to be allotted on conversion of the Warrants in terms of this resolution shall rank Pari passu in all respects with the existing Equity Shares of the Company.





**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue including reduction of the size of the issue, as it may deem expedient, in its discretion.

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

- i. The “relevant date” for the purpose of determining the minimum price of the Warrants under the SEBI (ICDR) Regulations is Tuesday, 30th August 2022, being the date 30 (thirty) days prior to the date of passing of this Resolution by the Members of the Company.
- ii. The price of each equity share to be issued in lieu of the Warrants will be calculated in accordance with the provisions of Regulation 164 of Chapter V of the SEBI (ICDR) Regulations on the basis of the relevant date.
- iii. In accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 25% (Twenty five percent) of the consideration payable against the Warrants, shall be paid by the warrant holder(s) to the Company on or before allotment of the Warrants and the balance consideration i.e., 75% (Seventy five percent) shall be paid at the time of allotment of Equity Shares pursuant to exercise of option of conversion against each such Warrant.
- iv. The tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants.
- v. The warrant holder(s) shall be entitled to exercise the option of conversion of 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 of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the warrant holder(s).
- vi. 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(s) 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.
- vii. 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: a) receives such number of Equity Shares that Warrant Holder would have been entitled to receive; and b) 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;

- viii. Upon exercise by warrant holder the option of conversion of any or all 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(s), evidence of the credit of the Equity Shares to the depository account of Warrant Holder(s) and entering the name of Warrant Holder(s) in the records of the Company (including in the Register of Members of the Company) as the registered owner of such Equity Shares;
- ix. The warrants by itself until exercise of conversion option and Equity Shares allotted, does not give to the Warrant Holder(s) thereof any rights with respect to that of a shareholder(s) of the Company; and
- x. The warrants and equity shares allotted pursuant to conversion of such warrants shall be subject to lock-in as stipulated under the SEBI (ICDR) Regulations.

**RESOLVED FURTHER THAT** the Warrants shall be issued and allotted by the Company to the Warrants Holders within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

**RESOLVED FURTHER THAT** the Board of Directors do hereby authorise to avail extension of the conversion of warrants into shares from SEBI and other authorities as applicable.

**RESOLVED FURTHER THAT** for the purpose of giving effect to above resolution, any one of the Directors and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the Warrants and upon conversion of the Warrants into Equity Shares, listing of the said Equity Shares with the Stock Exchange and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, sign all such undertakings and documents as may be required, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date thereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its





absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any duly constituted and authorized Committee of Directors or any one or more Directors/officials of the Company to give effect to this Resolution.”

**ITEM NO. 6 - MATERIAL RELATED PARTY TRANSACTION(S) WITH GAS POINT BOTTLING PRIVATE LIMITED**

To consider and, if thought fit, to pass the following resolution as a special resolution:

**“RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted/empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with GAS POINT BOTTLING PRIVATE LIMITED, an subsidiary company of the Company, on such terms and conditions as may be agreed between the parties, for an aggregate value of up to Rs. 700 Crore to be entered during FY 2022-23, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise





to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects.”

#### **ITEM NO. 7 - CHANGE IN PLACE OF KEEPING REGISTERS AND RECORDS**

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

**“RESOLVED THAT** in supersession of all Resolutions passed earlier in this regard and pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Management and Administration) Rules, 2014, consent of the Members of the Company be and is hereby accorded to keep the Registers as prescribed under Section 88 of the Act, and copies of all Annual Returns under Section 92 of the Act, together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at 404/405, SATYAM APARTMENT, 8 WARDHA ROAD, DHANTOLI, NAGPUR, MH-440012, INDIA.

**RESOLVED FURTHER THAT** the Board of Directors and/or any person authorised by the Board, be and is hereby authorized to take all such actions and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution.”

By the order of Board

**Place: Nagpur**  
**Dated: 06/09/2022**

**Confidence Petroleum India Limited**

**Prity Bhabhra**  
(Company Secretary)





**NOTES:**

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, MCA General Circular No. 19/2021 dated December 08, 2021 and 21/2021 dated December 14, 2021 and MCA General Circular No. 02/2022 Dated May 05th, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.





6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.confidencegroup.co](http://www.confidencegroup.co). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021, MCA General Circular No. 19/2021 dated December 08, 2021 and 21/2021 dated December 14, 2021 and MCA General Circular No. 02/2022 Dated May 05th, 2022.

8. Statement pursuant to section 102 of the Act forms a part of this Notice. The Board of Directors, at their meeting held on 06<sup>th</sup> September, 2022 has decided that the special business set out under item nos. 4 to 6, be transacted at the Twenty Eighth (28th) AGM of the Company.

9. Brief details of the directors, who are being appointed/re-appointed, are annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations and as per provisions of the Act.

10. Pursuant to the provisions of the Section 91 of the Act, the Register of Members and Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September, 2022 to 30<sup>th</sup> September, 2022 (both days are inclusive) for annual closing and determines the name of members eligible for Final dividend on Equity Shares for the FY 2021-22 if declared at 28th Annual General Meeting.

11. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, M/s. Adroit Corporate Services Private Limited, Mumbai for share transfer process.

12. Pursuant to the provisions of Section 124 & 125 of the Companies Act, 2013 the amount of dividend not en-cashed or claimed within 7(seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. The company does not have any unclaimed dividend which will be required to transfer in IEPF.

13. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, Board's





report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated May 12, 2020, Notice of Twenty Eighth (28th) AGM along with the Annual Report for F.Y. 2022 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ depositories. Members may note that the Notice and Annual Report for F.Y. 2022 will also be available on the Company's website and the website of the stock exchanges.

**14. Registrar and Share Transfer Agent:**

M/s. Adroit Corporate Services Private Limited, 1st Floor, 19/20, Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Mumbai - 400059 (Maharashtra) is Registrar and Share Transfer Agents. Therefore Shareholders of the Company are advised to send all future documents/ correspondence such as request for Dematerialization of Shares, Transfers of Shares, Change of Address, Change of Bank Mandate/ ECS and other Share related matters to M/s. Adroit Corporate Services Private Limited at above mentioned address only.

**15. Change of Information/ Bank Mandate:**

The members/ shareholders holding shares in physical form are requested to notify/ update any change in their address, Bank Mandate e. g. Name of bank, account number, branch address and ECS number to Registrar and Share Transfer Agent and/ or the Company or to their respective Depository Participants (DP), if the shares are held in electronic form.

16. Since the AGM will be held through "VC"/ "OAVM", the Route Map is not annexed in this Notice.

**17. INSTRUCTIONS FOR REMOTE E-VOTING AND JOINING THE E-AGM ARE AS FOLLOW:**

(1) The remote e-voting period begins **on Tuesday, 27th September, 2022 at 9.00 A.M. IST and ends on Thursday, 29th September, 2022 at 5.00 P.M. IST.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of **23rd September, 2022**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2022.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat





account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDEAS’</b> section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDEAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>
	<ol style="list-style-type: none"> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under <b>‘Shareholder/Member’</b> section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e- Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during</li> </ol>





	<p>the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store     Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> </ol>
	<ol style="list-style-type: none"> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>
	<ol style="list-style-type: none"> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>





<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*





4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**





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| <p>6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:</p> <ul style="list-style-type: none"><li>a) Click on <b>“Forgot User Details/Password?”</b> (If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</li><li>b) <b>“Physical User Reset Password?”</b> (If you are holding shares in physical mode) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</li><li>c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</li><li>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</li></ul> |
| <p>7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.</p>  |
| <p>8. Now, you will have to click on “Login” button.</p>  |
| <p>9. After you click on the “Login” button, Home page of e-Voting will open.</p>   |

**Details on Step 2 is given below:**

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| <ul style="list-style-type: none"><li>1. <b><u>How to cast your vote electronically and join General Meeting on NSDL e-Voting system</u></b></li><li>2. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.</li><li>3. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.</li><li>4. Now you are ready for e-Voting as the Voting page opens.</li><li>5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.</li><li>6. Upon confirmation, the message “Vote cast successfully” will be displayed.</li><li>7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.</li><li>8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.</li></ul> |
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**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs.siddharth@yahoo.in](mailto:cs.siddharth@yahoo.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company’s email address [pritybhabhra@confidencegroup.co](mailto:pritybhabhra@confidencegroup.co)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@confidencegroup.co](mailto:cs@confidencegroup.co).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@confidencegroup.co](mailto:cs@confidencegroup.co). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.





3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**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 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 declared along with the Scrutinizer's report shall be placed on the Company's website [www.confidencegroup.co](http://www.confidencegroup.co) within two days of passing of the resolutions at the AGM of the Company and communicated to Stock Exchanges.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/ OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/ OAVM will be available in shareholder/ members login where the EVEN of Company will be displayed. Please note that the





members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at [pritybhabhra@confidencegroup.co](mailto:pritybhabhra@confidencegroup.co). The same will be replied by the company suitably.
6. AGM Questions prior to e-AGM: Members who would like to express their views or ask questions during the e-AGM may write to us at our E-mail Id i. e. [pritybhabhra@confidencegroup.co](mailto:pritybhabhra@confidencegroup.co). This facility shall commence at 09:00 a.m. on September 26, 2022 and will be available till 05:00 p.m. on September 28, 2022. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the e-AGM.

**Place: Nagpur**  
**Dated: 06/09/2022**

By the order of Board  
**Confidence Petroleum India Limited**

**Prity Bhabhra**  
(Company Secretary)





**ANNEXURE TO THE NOTICE**

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

**ITEM NO. 4 - Ratification of Cost Auditor’s Remuneration.**

The Board of Directors at their meeting held on 06th September, 2022, on recommendation of the Audit Committee, approved the appointment of **M/s. Narendra Peshne & Associates**, Cost Accountants, Nagpur, Firm Registration No. 11192, as Cost Auditors of the Company to conduct the audit of the cost records of the Company in respect of products manufactured by the Company for the financial year 2022-23 on a remuneration as approved by Board. Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, approval of the members is sought by way of an ordinary resolution as set out at item no. 4 of the notice ratifying the remuneration payable to the Cost Auditors for the financial year 2022-23

The Board, based on the recommendation of the Audit Committee, unanimously, recommends the ordinary resolution as set out in item no. 4 of this notice.

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

**ITEM NO. 5 - Issue of Convertible warrants on Preferential Basis to the Members of Promoters and others.**

The Board of Directors of the Company at its meeting held on 06th September, 2022 had approved issue of convertible warrants by way of preferential issue to the following promoters/promoter group and others, subject to approval of members of the Company:

Sr No.	Name of the proposed Allottees	Category	Ultimate Beneficial Owner	No. of Warrants to be allotted
1	ESSENN LPG BOTTLING PRIVATE LIMITED	PROMOTER	NITIN KHARA,ELESH KHARA	1,10,00,000
2	YOGITA GANDHI	NON-PROMOTER	NA	35,20,000
3	M/S. CHOICE STRATEGIC ADVISORS LLP	NON-PROMOTER	KAMALPODDAR , ARUN KUMAR PODDAR	13,67,000
4	QUANT MUTUAL FUND ( QUANT VALUE FUND)	NON-PROMOTER	NA	8,80,000
5	MBRD INVESTMENT	NON-PROMOTER	BIMLA BAJAJ, RITESH	5,87,000





Sr No.	Name of the proposed Allottees	Category	Ultimate Beneficial Owner	No. of Warrants to be allotted
			DALMIA	
6	PRANAV MUKUND SHAH	NON-PROMOTER	NA	4,89,000
7	BHAGAT JITENDRA KUMAR	NON-PROMOTER	NA	3,91,000
8	ANKIT MODI	NON-PROMOTER	NA	2,93,500
9	OCULUS CAPITAL GROWTH FUND	NON-PROMOTER	MAYANK BAJAJ	2,93,500
10	SUNIL KUMAR BAGARIA	NON-PROMOTER	NA	1,95,500
11	RATIRAJ TIBREWAL	NON-PROMOTER	NA	1,95,500
12	ABHISEK S. BHUTRA	NON-PROMOTER	NA	1,47,000
13	ANKIT SONKHIYA	NON-PROMOTER	NA	1,47,000
14	MEENAKSHI AGARWAL	NON-PROMOTER	NA	98,000
15	PAYAL S AGARWAL	NON-PROMOTER	NA	98,000
16	AMIT HARIPRASAD KARIWALA	NON-PROMOTER	NA	98,000
17	UJJWAL BHORKAR	NON-PROMOTER	NA	50,000
18	HIRAL YATIN KHARA	NON-PROMOTER	NA	50,000
19	NEHA SATISH CHANDAK	NON-PROMOTER	NA	50,000
20	AKANKSHA JAIN	NON-PROMOTER	NA	25,000
21	YASH JAIN	NON-PROMOTER	NA	25,000
	TOTAL			2,00,00,000

The allotment of the Warrants is subject to the proposed allottees not having sold any Equity Shares of the Company during the 90 trading days preceding the 'relevant date'. The proposed allottees have represented that they have not sold any equity shares of the Company during the 90 trading days preceding the relevant date.

**The relevant disclosures as required in terms of the Act and Regulation 163 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“SEBI (ICDR) Regulations”) are as under:**

**a) Object(s) of the issue through preferential issue:**

To augment the long-term funding needs of the Company viz. to meet the working capital requirement and support the expansion of the business and for general corporate purposes.





**b) Number of warrants to be issued:**

It is proposed to issue of 2,00,00,000 warrants convertible into 2,00,00,000 equity shares of Rs. 10/- each on preferential basis, to promoter/promoter group and others.

**c) Intent of the Promoters / Directors / Key Management Persons of the Company to subscribe to the preferential issue:**

The preferential issue of the Warrants is being made to the Promoters and relatives of Promoters as specified above along with other entities (i.e., entities not forming part of the promoter and promoter group).

**d) Shareholding Pattern of the Company before and after the Preferential Issue:**

The shareholding pattern before and after the Preferential Issue offer would be as under:

Category	Pre-issue Shareholding		Post issue of equity shares after issue of equity shares under the proposed preferential issue #	
	Total No. of Shares	% Of Shareholding	Total No. of Shares	% Of Shareholding
<b>I) Shareholding of Promoter and Promoter Group</b>				
<b>Individual:</b>				
NITIN PUNAMCHAND KHARA	2,35,32,987	8.29	2,35,32,987	7.74
ELESH PUNAMCHAND KHARA	96,21,251	3.39	96,21,251	3.16
<b>Any Other (PROMOTER GROUPS &amp; RELATIVES OF DIRECTORS)</b>				
GASPOINT PETROLEUM INDIA LIMITED	7,08,60,975	24.95	7,08,60,975	23.31
KHARA SOFTWARE SERVICES LIMITED	76,00,000	2.68	76,00,000	2.50
N. N. V. FINANCE LIMITED	49,53,040	1.74	49,53,040	1.63
ESSENN LPG BOTTLING PRIVATE LIMITED	1,94,37,981	6.84	3,04,37,981	10.01
CONFIDENCE LPG BOTTLING PVT LTD	69,74,207	2.46	69,74,207	2.29
ALPA NITIN KHARA	54,86,750	1.93	54,86,750	1.80
VIPIN KHARA	3,80,000	0.13	3,80,000	0.12
HARSHA KHARA	44,77,456	1.58	44,77,456	1.47





Category	Pre-issue Shareholding		Post issue of equity shares after issue of equity shares under the proposed preferential issue #	
	Total No. of Shares	% Of Shareholding	Total No. of Shares	% Of Shareholding
NEELA NALIN KHARA	23,01,855	0.81	23,01,855	0.76
RASILABEN KHARA	29,69,698	1.05	29,69,698	0.98
NALIN PUNAMCHAND KHARA	1,16,11,044	4.09	1,16,11,044	3.82
ILESP P KHARA (HUF)	2,96,000	0.10	2,96,000	0.10
<b>Total shareholding of Promoter and Promoter Group (I)</b>	<b>17,05,03,244</b>	<b>60.03</b>	<b>18,15,03,244</b>	<b>59.70</b>
<b>II A) Institutions</b>				
Mutual Fund	0	0	11,73,500	0.39
Venture Capital Funds	-	-	-	-
Alternate Investment Funds	-	-	-	-
Foreign Venture Capital Investors	-	-	-	-
Foreign Portfolio Investor	1,19,52,661	4.21	1,19,52,661	3.93
Financial Institutions / Banks	-	-	-	-
Insurance Companies	-	-	-	-
Provident Funds/ Pension Funds	-	-	-	-
Central Government/ State Government(s)/ President of India	-	-	-	-
<b>Sub Total II (A)</b>	<b>1,19,52,661</b>	<b>4.21</b>	<b>13126161</b>	<b>4.32</b>
<b>B) Non-Institutions</b>				
Individuals share capital up to Rs. 2 Lacs	6,28,70,381	22.14	6,40,49,381	21.07
Individuals share capital excess of Rs. 2 Lacs	1,67,62,996	5.90	2,14,56,496	7.06
NBFCs registered with RBI	-	-	-	-
Employee Trusts	-	-	-	-
Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-





Category	Pre-issue Shareholding		Post issue of equity shares after issue of equity shares under the proposed preferential issue #	
	Total No. of Shares	% Of Shareholding	Total No. of Shares	% Of Shareholding
<b>Any Other (specify)</b>				
Trusts	-	-	-	-
Hindu Undivided Family	68,99,049	2.43	68,99,049	2.27
Non-Resident Indians	19,40,859	0.68	19,40,859	0.64
Clearing Member	10,55,294	0.37	10,55,294	0.35
Bodies Corporate	1,20,27,439	4.23	1,39,81,439	4.60
<b>Sub Total II (B)</b>	<b>10,15,56,018</b>	<b>35.76</b>	<b>2,38,76,641</b>	<b>7.86</b>
<b>Total Public Shareholding (A+B) II</b>	<b>11,35,08,679</b>	<b>39.97</b>	<b>12,25,08,679</b>	<b>40.30</b>
<b>Total Shareholding (I+ II)</b>	<b>28,40,11,923</b>	<b>100.00</b>	<b>30,40,11,923</b>	<b>100</b>

#Assuming exercising conversion of all the Warrants by the proposed allottees.

**e) The time within which the preferential allotment shall be completed:**

The warrants shall be allotted within a period of 15 (fifteen) days from the date of passing of the Resolution by the Shareholders of the Company provided where the allotment is pending on account of any approval from any regulatory authority / Central Government the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

**f) The identity of the natural person(s) who are the ultimate beneficial owner(s) of the shares proposed to be allotted and/or who ultimately control the proposed allottee(s), the percentage of post-preferential issued capital that may be held by the said allottee(s) and change in control, if any, in the Company consequent to the preferential issue:**





Sr. No	Name Of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre-Issue Shareholding as on (26.08.2022)		No. Of Convertible Warrants to Be Allotted	Post Issue Shareholding (Post Exercising Of Conversion)	
				NO. OF SHARES	%		NO. OF SHARES	%
1	ESSENN LPG BOTTLING PRIVATE LIMITED	PROMOTER	NITIN KHARA, ELESH KHARA	19437981	6.84	1,10,00,000	30437981	10.01
2	YOGITA GANDHI	NON PROMOTER	NA	0	0	3520000	3520000	1.16
3	M/S. CHOICE STRATEGIC ADVISORS LLP	NON PROMOTER	Kamal Poddar , Arun Kumar Poddar	0	0	1367000	1367000	0.45
4	QUANT MUTUAL FUND ( QUANT VALUE FUND)	NON PROMOTER	NA	0	0	880000	880000	0.29
5	MBRD INVESTMENT	NON PROMOTER	Bimla Bajaj, Ritesh Dalmia	0	0	587000	587000	0.19
6	PRANAV MUKUND SHAH	NON PROMOTER	NA	0	0	489000	489000	0.16
7	BHAGAT JITENDRA KUMAR	NON PROMOTER	NA	0	0	391000	391000	0.13
8	ANKIT MODI	NON PROMOTER	NA	0	0	293500	293500	0.10
9	OCULUS CAPITAL GROWTH FUND	NON PROMOTER	MAYANK BAJAJ	0	0	293500	293500	0.10
10	SUNIL KUMAR BAGARIA	NON PROMOTER	NA	0	0	195500	195500	0.06
11	RATIRAJ TIBREWAL	NON PROMOTER	NA	0	0	195500	195500	0.06
12	ABHISEK S. BHUTRA	NON PROMOTER	NA	0	0	147000	147000	0.05
13	ANKIT SONKHIYA	NON PROMOTER	NA	0	0	147000	147000	0.05
14	MEENAKSHI AGARWAL	NON PROMOTER	NA	0	0	98000	98000	0.03
15	PAYAL S AGARWAL	NON	NA	0	0	98000	98000	0.03





Sr. No	Name Of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre-Issue Shareholding as on (26.08.2022)		No. Of Convertible Warrants to Be Allotted	Post Issue Shareholding (Post Exercising Of Conversion)	
				NO. OF SHARES	%		NO. OF SHARES	%
		PROMOTER						
16	AMIT HARIPRASAD KARIWALA	NON PROMOTER	NA	0	0	98000	98000	0.03
17	UJJWAL BHORKAR	NON-PROMOTER	NA	5500	0.0	50000	55500	0.02
18	HIRAL YATIN KHARA	NON-PROMOTER	NA	0	0	50000	50000	0.02
19	NEHA SATISH CHANDAK	NON-PROMOTER	NA	0	0	50000	50000	0.02
20	AKANKSHA JAIN	NON-PROMOTER	NA	0	0	25000	25000	0.01
21	YASH JAIN	NON-PROMOTER	NA	0	0	25000	25000	0.01

#Assuming exercising conversion of all the Warrants by the proposed allottees.

The proposed preferential allotment will not result in any change in management control of the Company.

**g) Pricing of the preferential issue:**

The pricing of the Equity Shares to be allotted as a result of conversion of warrants on preferential basis shall not be lower than the price determined in accordance with the Chapter V of SEBI (ICDR) Regulations as amended.

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 volume weighted average price of the related equity shares quoted on the recognised stock exchange during the 90 trading days preceding the relevant date: or
- b. The volume weighted average price of the related equity shares quoted on the recognised stock exchange during the 10 trading days preceding the relevant date.





The requirement of the basis on which the price has been arrived at along with report of the registered valuer as such is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the SEBI (ICDR) Regulations as amended. The price shall be determined on the basis of the quotes available on the Stock Exchange during the preceding twenty-six weeks prior to the relevant date.

**h) Relevant Date:**

The Relevant Date for the purpose of pricing shall be Tuesday , 30<sup>th</sup> August, 2022.

**i) Auditors' Certificate/ Certificate from Practicing Company Secretary**

The Certificate from the Practicing Company Secretary, certifying that the proposed preferential issue of the Securities is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations shall be available on the Company's Website [www.confidencegroup.co](http://www.confidencegroup.co) and at the Registered Office of the Company till the date of Extra-Ordinary General Meeting.

Further, any other certificate as may be necessary for the proposed preferential issue of the securities will be made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available on the Company's Website <https://confidencegroup.co/regulatory.phpand> at the Registered Office of the Company time to time.

**j) Lock in Period:**

The Warrants allotted on a preferential basis and the Equity Shares to be allotted pursuant to exercise of option attached to Warrants shall be subject to lock-in as per SEBI (ICDR) Regulations.

As per Regulation 167(6) of the SEBI (ICDR) Regulations, the entire pre-preferential shareholding of the above proposed allottee(s), if any, shall be locked-in from the Relevant Date up to the period of 90 Trading days from the date of Trading Approval.

**k) The time within which the preferential issue shall be completed:**

As required under the SEBI (ICDR) Regulations, the allotment of the Warrants on preferential basis will be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the Shareholders of the Company. 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.





## **l) Undertakings**

In terms of SEBI (ICDR) Regulations, the Company hereby undertakes that:

- (i) It shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of SEBI (ICDR) 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 the SEBI (ICDR) Regulations, the underlying Warrants / Equity Shares shall continue to be locked- in till the time such amount is paid by the proposed allottees.

## **m) Other Disclosures**

- i. It is hereby confirmed that neither the Company nor its Directors and any of its Promoters is / are wilful defaulter.
- ii. It is hereby confirmed that neither Directors nor its Promoters is / are fugitive economic offender.
- iii. Current and proposed status of allottee as per Reg 163(1)(j) of SEBI ICDR 2018 is eligible and not disqualified

The Board recommends the resolution as set out above for approval of the shareholders as a Special Resolution.

None of the Directors, Key Managerial Personnel or any relative of any of the Directors or Key Managerial Personnel of the Company is, in anyway, concerned or interested in the above resolution.

## **Item No. 6: Background, details and benefits of the transaction**

The GAS POINT BOTTLING PRIVATE LIMITED is a subsidiary company of Confidence Petroleum India Limited and consequently a related party of the Company.

Your Board of Directors with the prior approval for Audit Committee has decided to issue amount not exceeding Rs. 7,00,00,00,000/- (Rupees Seven Hundred Crores) to its subsidiary company named as GAS POINT BOTTLING PRIVATE LIMITED for the purpose of the following transaction(s) related to purchase, sale, loans, interest, remuneration / professional charges, rentals, reimbursement of expenses etc.

Your Board of directors felt the need of doing so to enhance the business of its subsidiary after looking at the potential growth of the company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

The Board recommends the Resolution set forth in Item No. 6 for the approval of the Members.

## **Item No. 7: Change in Place of Keeping Registers and Records**





In accordance with Section 94 and other provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, certain documents such as the Registers and Indexes of Members and Debenture holders and certain other registers, certificates, documents etc. ('Registers and Records'), are required to be kept at the Registered Office of the Company.

The Corporate office of the company is situated at 404/405, SATYAM APARTMENT, 8 WARDHA ROAD, DHANTOLI, NAGPUR, MH-440012, INDIA and majority of administrative work is carried out from the same place. Hence the Board has think fit to keep all the documents such as the Registers and Indexes of Members and Debenture holders and certain other registers, certificates, documents etc at the corporate office of the company for ease of administrative working.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

The Board recommends the Resolution set forth in Item No. 7 for the approval of the Members.

**Place: Nagpur**  
**Dated: 06/09/2022**

By the order of Board  
**Confidence Petroleum India Limited**

**Prity Bhabhra**  
(Company Secretary)

#### **PARTICULARS OF DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED AT THE 28<sup>th</sup> ANNUAL GENERAL MEETING**

<b>Name of Director</b>	<b>ELESH PUNAMCHAND KHARA</b>
DIN	01765620
DOB	06/06/1967
AGED	55 Years
Date of Appointment	20/02/2004
Qualification	Graduate
Experience	30 Years
Directorship In Listed Companies (Including Present Appointment)	1 (One)
Shares Held	96,21,251
Relationship	Promoter & KMP of the company

