



CONFIDENCE PETROLEUM INDIA LIMITED

Regd. Off. : 1002 Akruti Erica, F P NO 274B 411 of TPS-V, Shraddhanand Road,
Vile Parle East, Mumbai-400057 | PH. NO.: 0712 - 6917300.

Corp. Off. : Confidence Tower, 34 Central Bazar Road, Ramdaspath, Nagpur, MH - 440010



CIN: L40200MH1994PLC079766

Date: 08/09/2026

To,

National Stock Exchange of India Limited Listing Department, Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai-400051	The Bombay Stock Exchange, Department of Corporate Services 25 th Floor, P.J. Towers, Dalal Street, Mumbai- 400001
---	---

Subject:- Notice of 32nd Annual General Meeting, Record Date and Book Closure

Dear Sir/Madam,

With reference to captioned subject, it is being informed that the 32nd Annual General Meeting ("AGM") of the Company is scheduled to be held on Wednesday, 30th September, 2026 at 01:00 PM through Video Conferencing ("VC") Other Audio- Visual Means ("OAVM"). to transact the businesses as set out in the Notice of AGM dated September 08, 2026.

Pursuant to Regulation 42 of the SEBI Listing Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2026 to 30th September, 2026 (both days inclusive) for the purpose of 32nd Annual General Meeting. The Record Date and cut-off date is fixed as 23rd September, 2026 for the purpose of 32nd Annual General Meeting and Dividend.

Dividend, as may be declared at the AGM, will be paid to those members whose names appear in the Register of Members as at the end of business hours on Wednesday, 23rd September, 2026 being Cut-off date ("Record date") for the purpose of dividend and offering e- voting facility to the Members in respect of resolutions to be transacted at the AGM scheduled to be held on September 30, 2026.

Kindly take the same on record.

Yours truly,

For CONFIDENCE PETROLEUM INDIA LIMITED

Prity Bhabhra
Company Secretary

NOTICE OF THIRTY-SECOND (32ND) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY SECOND (32ND) ANNUAL GENERAL MEETING OF THE MEMBERS OF CONFIDENCE PETROLEUM INDIA LIMITED (CIN: L40200MH1994PLC079766) WILL BE HELD ON WEDNESDAY, THE 30TH DAY OF SEPTEMBER, 2026 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 2025-26

To receive, consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026 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 31st March, 2026 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 31st March, 2026.

RESOLVED THAT a Dividend of Rs. 0.10/- (10%) per Equity Share of Rs. 1/- (Rupees One only) each fully paid up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31st March, 2026 and the same be paid out of the profits of the Company.

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.

RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Elesh Khara (DIN: 01765620), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company liable to retire by rotation.

ITEM NO. 4 - RE-APPOINTMENT OF M/S. KATARIYA AND MUNOT, CHARTERED ACCOUNTANT AS JOINT STATUTORY AUDITOR OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, **M/s. Katariya and Munot, Chartered Accountants**

(Firm Registration No. FRN-128438W) be and is hereby re-appointed as joint Statutory Auditors of the Company for a period of five (5) years i.e. from the conclusion of 32nd Annual General meeting till the conclusion of 37th Annual General Meeting of the company at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee.”.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the foregoing resolution”

SPECIAL BUSINESS:

ITEM NO. 5 – 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 2026-27 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. 6 - MATERIAL RELATED PARTY TRANSACTION(S) WITH SNEHA PETROLEUM

To consider and, if thought fit, to pass the following resolution as an ordinary 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 SNEHA PETROLEUM, a subsidiary Firm of the Company, on such terms and conditions as may be agreed between the parties, for an aggregate value of up to Rs. 3000 Crore to be entered during FY 2026-27, 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 - MATERIAL RELATED PARTY TRANSACTION(S) WITH GASPOINT PETROLEUM INDIA LIMITED

To consider and, if thought fit, to pass the following resolution as an ordinary 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 GASPOINT PETROLEUM INDIA LIMITED, a Group company and part of Promoter Group of the Company, on such terms and conditions as may be agreed between the parties, for an aggregate value of up to Rs. 1000 Crore to be entered during FY 2026-27, 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. 8 - MATERIAL RELATED PARTY TRANSACTION(S) WITH HALOL CYLINDERS PRIVATE LIMITED

To consider and, if thought fit, to pass the following resolution as an ordinary 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 HALOL CYLINDERS PRIVATE LIMITED, a Group company and part of Promoter Group of the Company, on such terms and conditions as may be agreed between the parties, for an aggregate value of up to Rs. 1000 Crore to be entered during FY 2026-27, 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. 9 - MATERIAL RELATED PARTY TRANSACTION(S) WITH UMA GASPOINT BOTTLING PRIVATE LIMITED

To consider and, if thought fit, to pass the following resolution as an ordinary 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 UMA GASPOINT BOTTLING PRIVATE LIMITED, a Wholly owned subsidiary 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 2026-27, 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. 10 - MATERIAL RELATED PARTY TRANSACTION(S) WITH TARAA LPG BOTTLING PRIVATE LIMITED

To consider and, if thought fit, to pass the following resolution as an ordinary 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 TARAA LPG BOTTLING PRIVATE LIMITED, a wholly owned subsidiary 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 2026-27, 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. 11 – TO ALTER AND ADOPT THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and adopt the amended Articles of Association of the Company by removing Part B of Article of Association of the company.

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

“RESOLVED THAT pursuant to Section 14 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, and other applicable laws, approval of the Members be and is hereby accorded for alteration of the existing Articles of Association of the Company by deletion of Part B thereof, and for adoption of the amended and restated Articles of Association of the Company, as placed before the Meeting and initialled by the Chairman for the purpose of identification, in substitution for and to the exclusion of the existing Articles of Association of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper and expedient and to execute all such documents, instruments and writings as may be required, to give effect to the above resolution, including to sign and submit all forms to make the requisite filings with the concerned Registrar of Companies and/or any other statutory or competent authority, as may be required, in relation to the adoption of the Restated Articles and other related compliances, in accordance with applicable law and the Board, may, by a resolution delegate the aforementioned powers to any Director(s) or any other officer(s) of the Company.

RESOLVED FURTHER THAT each Director of the Company be and is hereby severally authorized to issue copies of the above resolutions, certified to be true, to any court, authority, company, body corporate or person.”

By the order of Board

Place: Nagpur
Dated: 08/09/2026

Confidence Petroleum India Limited

Prity Bhabhra
(Company Secretary)

NOTES:

1. Statement pursuant to section 102 of the Act forms a part of this Notice. The Board of Directors, at their meeting held on 8th September, 2026 has decided that the special business set out under item nos. 5 to 11, be transacted at the Thirty Second (32nd) AGM of the Company.
2. Brief details of the directors, who are being appointed/ re-appointed (if any), are annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations and as per provisions of the Act.
3. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
4. 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.

5. 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.

6. 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.

7. 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 and 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, MCA General Circular No. 02/2022 Dated May 05th, 2022 and MCA General Circular No. 03/2025 dated 22nd September, 2025 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.

8. 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. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and 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.

9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 19/2021 dated December 08, 2021 and 21/2021 dated December 14, 2021, MCA General Circular No. 02/2022 dated May 5th, 2022 and MCA General Circular No. 03/2025 dated 22nd September, 2025.

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 **24th September, 2026 to 30th September, 2026** (both days are inclusive) for annual closing and determines the name of members eligible for Final dividend on Equity Shares for the FY 2025-26 if declared at 32nd Annual General Meeting. The Record Date for determining the entitlement of members to the Final Dividend for FY 2025-26 shall be 23rd September 2026. The Cut-off Date for determining the eligibility of members to vote electronically at the AGM shall also be 23rd September 2026.

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 Thirty-Second (32nd) AGM along with the Annual Report for F.Y. 2025-26 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. 2025-26 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:

The remote e-voting period begins on **Sunday, 27th September, 2026 at 9.00 A.M. IST** and ends on **Tuesday, 29th September, 2026 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 cut-off date of **23rd September, 2026**, 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 record/cut-off date, being **23rd September, 2026**.

Person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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 & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. 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 & voting during the meeting.
	3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ 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 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 & voting during the meeting.

	5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
	3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 & voting during the meeting.

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 evoting@nsdl.com or call at 022 - 4886 7000.
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.

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.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

1. **How to cast your vote electronically and join General Meeting on NSDL e-Voting system**

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.

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".

4. Now you are ready for e-Voting as the Voting page opens.

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.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

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 with a copy marked to 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 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 or call

on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at 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 or pallavid@nsdl.co.in or 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

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.
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. 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 for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 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.

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. 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. This facility shall commence at 09:00 a.m. on 27th September, 2026 and will be available till 05:00 p.m. on 29th September, 2026. 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.

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, immediately after the conclusion of voting at the AGM, unblock and scrutinize the votes cast through remote e-voting and voting at the AGM and prepare the consolidated Scrutinizer's Report in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and simultaneously submitted to the Stock Exchanges in accordance with applicable provisions of the SEBI Listing Regulations.

By the order of Board

Place: Nagpur

Dated: 08/09/2026

Confidence Petroleum India Limited

Prity Bhabhra
(Company Secretary)

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

ITEM NO. 4 – RE-APPOINTMENT OF M/S. KATARIYA AND MUNOT, CHARTERED ACCOUNTANT AS JOINT STATUTORY AUDITOR OF THE COMPANY

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

In pursuance of Sections 139, 141, 142 of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 made thereunder, the Company is required to appoint an independent auditor to audit its accounts and financial statements. The Board of Directors now propose the re-appointment of M/s. Katariya And Munot, Chartered Accountant, Pune as the joint independent auditors of the company for a period of five years commencing from the conclusion of the 32nd Annual General Meeting till the conclusion of 37th Annual General Meeting, on such remuneration as may be determined by the Board of Directors in consultation with the Audit Committee.

The Audit Committee, after considering the qualifications, experience, technical expertise, professional capabilities and independence of M/s. Katariya And Munot, Chartered Accountant, Pune, has recommended their appointment as the Statutory Auditors of the Company. The Board of Directors, based on the recommendation of the Audit Committee, has also considered and approved the proposal for appointment of M/s. Katariya And Munot, as Joint Statutory Auditors of the Company.

The recommendation is based on the Firm's professional competence, experience in conducting statutory audits of companies, understanding of applicable accounting and auditing standards, and its ability to undertake the audit commensurate with the size and nature of the Company's operations. The Audit Committee and the Board are of the view that the proposed appointment would be in the best interests of the Company and its stakeholders.

M/s. Katariya and Munot, Chartered Accountant, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI). The Firm has more than 15 years' experience in providing professional services including statutory audit, financial reporting, taxation, accounting and other related assurance services to various entities.

The Firm possesses the requisite professional expertise, technical knowledge and experience to undertake the statutory audit of the Company. The Firm and its partners have experience in conducting audits in accordance with the applicable provisions of the Companies Act, 2013, applicable Accounting Standards/Ind AS, Standards on Auditing and other applicable regulatory requirements.

The proposed remuneration payable to M/s. Katariya and Munot, Chartered Accountants, for the statutory audit of the Company for the financial year 2026-27 shall be **Rs. 4.00 Lakhs/- (Rupees Four Lakhs only)**, plus applicable taxes and reimbursement of reasonable out-of-pocket expenses incurred in connection with the audit, as may be mutually agreed between the Board of Directors and the Auditors.

The remuneration for any additional services, if any, shall be determined separately in consultation with the Audit Committee and the Board of Directors, in accordance with applicable laws.

There is no material change in the proposed audit fee payable to M/s. Katariya and Munot, Chartered Accountants, as compared to the audit fee paid/payable for the preceding financial year.

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

The Board recommends the Resolution set forth in Item No. 4 for the approval of the Members.

ITEM NO. 5 - RATIFICATION OF COST AUDITOR'S REMUNERATION.

The Board of Directors at their meeting held on 8th September, 2026, 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 2026-27 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. 5 of the notice ratifying the remuneration payable to the Cost Auditors for the financial year 2026-27.

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.

The Board, based on the recommendation of the Audit Committee, unanimously, recommends the ordinary resolution as set out in item no. 5 of this notice.

ITEM NO. 6: MATERIAL RELATED PARTY TRANSACTION(S) WITH SNEHA PETROLEUM

As per provision of Section 188 of the Companies Act, 2013, Related Party Transactions (RPT) such as sale, purchase or supply of any goods or materials; selling or otherwise disposing of, or buying, property of any kind; leasing of property of any kind; availing or rendering of any services; appointment of any agent for purchase or sale of goods, materials, services or property etc. which are not in ordinary course of business or not on arm's length basis and exceeding the specified limits of turnover/ net-worth require consent of the members through ordinary resolution.

As per Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all material related party transactions and subsequent material modifications, as defined under Regulation 23, require the prior approval of the shareholders by way of resolution, and no related party shall vote to approve such resolution, whether or not the entity is a related party to the particular transaction. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transaction(s) during a financial year exceed the applicable threshold prescribed under Schedule XII of the SEBI Listing Regulations, based on the annual consolidated turnover of the listed entity as per its last audited financial statements.

Sneha Petroleum, is a subsidiary firm of Confidence Petroleum India Limited and consequently a related party of the Company. Your Board of Directors with the prior approval of the Audit Committee has decided to undertake transactions for an aggregate amount not exceeding Rs. 3000,00,00,000/- (Rupees Three Thousand Crores) with Sneha Petroleum, for the purpose of the following transaction(s) related to purchase, sale, loans, interest, remuneration/ professional charges, rentals, reimbursement of expenses etc.

The Board of Directors considered it necessary to undertake the proposed transactions in order to support the business growth of the Company.

The Audit Committee has also reviewed the certificate as required under the RPT Industry Standards. Details of the proposed Related Party Transactions between the Company and Sneha Petroleum, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circulars dated June 26, 2025 and October 13, 2025, are detailed in Annexure-I

Directors and Key Managerial Personnel of the Company or their respective relatives are 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: MATERIAL RELATED PARTY TRANSACTION(S) WITH GASPOINT PETROLEUM INDIA LIMITED.

As per provision of Section 188 of the Companies Act, 2013, Related Party Transactions (RPT) such as sale, purchase or supply of any goods or materials; selling or otherwise disposing of, or buying, property of any kind; leasing of property of any kind; availing or rendering of any services; appointment of any agent for purchase or sale of goods, materials, services or property etc. which are not in ordinary course of business or not on arm's length basis and exceeding the specified limits of turnover/ net-worth require consent of the members through ordinary resolution.

As per Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all material related party transactions and subsequent material modifications, as defined under Regulation 23, require the prior approval of the shareholders by way of resolution, and no related party shall vote to approve such resolution, whether or not the entity is a related party to the particular transaction. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transaction(s) during a financial year exceed the applicable threshold prescribed under Schedule XII of the SEBI Listing Regulations, based on the annual consolidated turnover of the listed entity as per its last audited financial statements.

Gaspoint Petroleum (India) Limited, is a Promoter company of Confidence Petroleum India Limited and consequently a related party of the Company. Your Board of Directors with the prior approval of the Audit Committee has decided to undertake transactions for an aggregate amount not exceeding Rs. 1000,00,00,000/- (Rupees One Thousand Crores only) with company named as Gaspoint Petroleum (India) Limited, for the purpose of the following transaction(s) related to purchase, sale, loans, interest, remuneration/ professional charges, rentals, reimbursement of expenses etc.

The Audit Committee has also reviewed the certificate as required under the RPT Industry Standards. Details of the proposed Related Party Transactions between the Company and Gaspoint Petroleum (India) Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circulars dated June 26, 2025 and October 13, 2025, are detailed in Annexure-I

The Board of Directors considered it necessary to undertake the proposed transactions in order to support the business growth of the Company.

Mr. Nitin Khara, Managing Director of the Company, and his relatives are 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

ITEM NO. 8: MATERIAL RELATED PARTY TRANSACTION(S) WITH HALOL CYLINDERS PRIVATE LIMITED.

As per provision of Section 188 of the Companies Act, 2013, Related Party Transactions (RPT) such as sale, purchase or supply of any goods or materials; selling or otherwise disposing of, or buying, property of any kind; leasing of property of any kind; availing or rendering of any services; appointment of any agent for purchase or sale of goods, materials, services or property etc. which are not in ordinary course of business or not on arm's length basis and exceeding the specified limits of turnover/ net-worth require consent of the members through ordinary resolution.

As per Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all material related party transactions and subsequent material modifications, as defined under Regulation 23, require the prior approval of the shareholders by way of resolution, and no related party shall vote to approve such resolution, whether or not the entity is a related party to the particular transaction. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transaction(s) during a financial year exceed the applicable threshold prescribed under Schedule XII of the SEBI Listing Regulations, based on the annual consolidated turnover of the listed entity as per its last audited financial statements.

Halol Cylinders Private Limited, is a group company under same management of Confidence Petroleum India Limited and consequently a related party of the Company. Your Board of Directors with the prior approval of the Audit Committee has decided to undertake transactions for an aggregate amount not exceeding Rs. 1000,00,00,000/- (Rupees One Thousand Crores only) to its group company named as Halol Cylinders Private Limited, for the purpose of the following transaction(s) related to purchase, sale, loans, interest, remuneration/ professional charges, rentals, reimbursement of expenses etc.

The Audit Committee has also reviewed the certificate as required under the RPT Industry Standards. Details of the proposed Related Party Transactions between the Company and Halol Cylinders Private Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circulars dated June 26, 2025 and October 13, 2025, are detailed in Annexure-I

The Board of Directors considered it necessary to undertake the proposed transactions in order to support the business growth of the Company.

Mr. Nitin Khara, Managing Director of the Company, and his relatives are concerned or interested in the Resolution mentioned at Item No. 8 of the Notice

The Board recommends the Resolution set forth in Item No. 8 for the approval of the Members.

ITEM NO. 9 - MATERIAL RELATED PARTY TRANSACTION(S) WITH UMA GASPOINT BOTTLING PRIVATE LIMITED

As per provision of Section 188 of the Companies Act, 2013, Related Party Transactions (RPT) such as sale, purchase or supply of any goods or materials; selling or otherwise disposing of, or buying, property of any kind; leasing of property of any kind; availing or rendering of any services; appointment of any agent for purchase or sale of goods, materials, services or property etc. which are not in ordinary course of business or not on arm's length basis and exceeding the specified limits of turnover/ net-worth require consent of the members through ordinary resolution.

As per Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all material related party transactions and subsequent material modifications, as defined under Regulation 23, require the prior approval of the shareholders by way of resolution, and no related party shall vote to approve such resolution, whether or not the entity is a related party to the particular transaction. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transaction(s) during a financial year exceed the applicable threshold prescribed under Schedule XII of the SEBI Listing Regulations, based on the annual consolidated turnover of the listed entity as per its last audited financial statements.

Uma Gaspoint Bottling Private Limited, is a Wholly owned Subsidiary Company of Confidence Petroleum India Limited and consequently a related party of the Company. Your Board of Directors with the prior approval of the Audit Committee has decided to undertake transactions for an aggregate amount not exceeding Rs. 700,00,00,000/- (Rupees Seven Hundred Crores only) to its Subsidiary Company named as Uma Gaspoint 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.

The Audit Committee has also reviewed the certificate as required under the RPT Industry Standards. Details of the proposed Related Party Transactions between the Company and Uma Gaspoint Bottling Private Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circulars dated June 26, 2025 and October 13, 2025, are detailed in Annexure-I

The Board of Directors considered it necessary to undertake the proposed transactions in order to support the business growth of the Company.

Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 9 of the Notice.

The Board recommends the Resolution set forth in Item No. 9 for the approval of the Members.

ITEM NO. 10 - MATERIAL RELATED PARTY TRANSACTION(S) WITH TARAA LPG BOTTLING PRIVATE LIMITED

As per provision of Section 188 of the Companies Act, 2013, Related Party Transactions (RPT) such as sale, purchase or supply of any goods or materials; selling or otherwise disposing of, or buying, property of any kind; leasing of property of any kind; availing or rendering of any services; appointment of any agent for purchase or sale of goods, materials, services or property etc. which are not in ordinary course of business or not on arm's length basis and exceeding the specified limits of turnover/ net-worth require consent of the members through ordinary resolution.

As per Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all material related party transactions and subsequent material modifications, as defined under Regulation 23, require the prior approval of the shareholders by way of resolution, and no related party shall vote to approve such resolution, whether or not the entity is a related party to the particular transaction. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transaction(s) during a financial year exceed the applicable threshold prescribed under Schedule XII of the SEBI Listing Regulations, based on the annual consolidated turnover of the listed entity as per its last audited financial statements.

Taraa LPG Bottling Private Limited, is a Wholly owned Subsidiary Company of Confidence Petroleum India Limited and consequently a related party of the Company. Your Board of Directors with the prior approval of the Audit Committee has decided to undertake transactions for an aggregate amount not exceeding Rs. 700,00,00,000/- (Rupees Seven Hundred Crores only) to its Subsidiary Company named as Taraa LPG 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.

The Audit Committee has also reviewed the certificate as required under the RPT Industry Standards. Details of the proposed Related Party Transactions between the Company and Taraa LPG Bottling Private Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circulars dated June 26, 2025 and October 13, 2025, are detailed in Annexure-I

The Board of Directors considered it necessary to undertake the proposed transactions in order to support the business growth of the Company.

Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 10 of the Notice.

The Board recommends the Resolution set forth in Item No. 10 for the approval of the Members.

ITEM NO. 11: TO ALTER AND ADOPT THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

The Board of Directors of the Company, at its meeting held on 8th September, 2026, approved the alteration of the Articles of Association of the Company by way of removal of the provisions incorporated therein pursuant to the Subscription and Shareholders' Agreement (the "SSHA") entered into amongst the Company, Mr. Nitin Khara, Mr. Elesh Khara, BW VLGC Pte. Ltd. and BW LPG Holding Pte. Ltd. pursuant to Special Resolution passed in Extraordinary General Meeting held on 31st May, 2024.

Since the aforesaid SSHA has been terminated, the provisions of the Articles of Association (as mention in Part "B") which were incorporated pursuant to and in furtherance of the SSHA are no longer applicable. Accordingly, it is proposed to remove such provisions and adopt the amended and restated Articles of Association of the Company, as enclosed with this Notice as [Annexure-II], for the consideration and approval of the Members.

Except for Mr. Nitin Khara and Mr. Elesh Khara, who were parties to the aforesaid SSHA, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends this resolution for the approval by the members of the company as a Special resolution.

By the order of Board

Place: Nagpur

Dated: 08/09/2026

Confidence Petroleum India Limited

Prity Bhabhra

(Company Secretary)

Details of Directors seeking appointment/re-appointment at the 32nd Annual General Meeting of the Company

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting]

Name of Director	ELESH PUNAMCHAND KHARA
DIN	01765620
DOB	06/06/1967
AGED	58 Years
Date of Appointment	20/02/2004
Qualification	Graduate
Appointment/Re-Appointment	Re-Appointment
Experience	32 Years
Directorship In Listed Companies (Including Present Appointment)	1 (One)
Shares Held	96,21,251
Relationship	Promote , KMP of the company, Brother of Nitin Khara

Annexure-I

Minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions as per RPT Industry Standards:

Sr. No.	Particulars of the information	Information provided by the management				
A. Details of the related party and transactions with the related party						
A (1)	Basic details of the related party					
1	Name of the related party	Sneha Petroleum (SP)	Gaspoint Petroleum (India) Limited (“GPIL”)	Halol Cylinders Private Limited (HCPL)	Uma Gaspoint Bottling Private Limited (UGBPL)	Taraa Lpg Bottling Private Limited (TLBPL)
2	Country of incorporation of the related party	India	India	India	India	India
3	Nature of business of the related party	Trading and Distribution of Petroleum gases	Trading and Distribution of Petroleum gases	Trading and Distribution of Petroleum gases and Manufacturing of Cylinders	Trading and Distribution of Petroleum gases.	Trading and Distribution of Petroleum gases
A (2)	Relationship and ownership of the related party					
1	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise)	a subsidiary Firm	Promoter Company	Group Company	Wholly Owned Subsidiary	Wholly Owned Subsidiary
2	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not Applicable	NIL	NIL	CPIL holds 100% equity shares in UGBPL	CPIL holds 100% equity shares in TLBPL
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/	99% Contribution	Not Applicable	Not Applicable	Not Applicable	Not Applicable

	subsidiary (in case of transaction involving the subsidiary).					
4	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NIL	NIL	21.33%	NIL	NIL
A(3) Details of previous transactions with the related party						
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. (INR Crore)					
	1. Sale of Goods/ Services	240.75	0	0	150.92	0
	2. Purchase of Goods/services	364.23	0	0	62.72	57.84
	3. Loans and Advances		100.86	0	0	0
	4. Interest paid /(received)	0.57	0	0	0	1.76
	5. Interest received	0	0	0	0	0
	Total	605.55 Crore	100.96 Crore	0.00	213.64 Crore	59.60 Crore
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	350 Crore	50.13 Crore	151.13 Crore	323.22 Crore	33.45 Crore
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or	No Default	No Default	No Default	No Default	No Default

	its subsidiary during the last financial year					
A(4)	Amount of the proposed transactions					
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	INR 3000 Crore	INR 1000 Crore	INR 1000 Crore	INR 700 Crore	INR 700 Crore
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes	Yes	Yes	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	63.77%	21.26%	21.26%	14.88%	14.88%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA	NA	NA	NA	NA
5	Value of the proposed transactions as a percentage of the related party's annual	800%	575%	883%	187%	526%

	consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.					
6	Financial performance of the related party for the immediately preceding financial year:					
	Particulars 2025-26 -standalone					
	a. Turnover - (In Crore)	499.04	173.81*	11.32*	374.19	133.29
	b. Profit after Tax- (In Crore)	21.22	0.80*	0.02*	0.05	13.39
	c. Net Worth (In Crore)	943.09	205.82*	3.00*	0.01	-7.89
(* Unaudited/provisional for 2025-26)						
A(5)	Basic details of the proposed transaction					
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Finished Goods, Semi Finished Goods and moulds, Sale of raw materials and components, Purchase of raw materials, components, traded goods and moulds, purchase/sale of services, rent paid/received, other reimbursement paid/received.				
2	Details of each type of the proposed transaction					
	a. Specific Type of the Proposed Transactions	Sale, purchase or supply of goods or services or any other similar business transaction and trade advances	Sale, purchase or supply of goods or services or any other similar business transaction and trade advances	Sale, purchase or supply of goods or services or any other similar business transaction and trade advances	Sale, purchase or supply of goods or services or any other similar business transaction and trade advances	Sale, purchase or supply of goods or services or any other similar business transaction and trade advances
	b. Details of the Proposed Transaction	Transactions relating to sale/ purchase of any goods and services including Raw	Transactions relating to sale/ purchase of any goods and services including Raw	Transactions relating to sale/ purchase of any goods and services including Raw	Transactions relating to sale/ purchase of any goods and services including Raw	Transactions relating to sale/ purchase of any goods and services including Raw

		materials, Components and sale of finished goods for sale in after-market and other related components/ parts including loans and advances	materials, Components and sale of finished goods for sale in after-market and other related components/ parts including loans and advances	materials, Components and sale of finished goods for sale in after-market and other related components/ parts including loans and advances	materials, Components and sale of finished goods for sale in after-market and other related components/ parts including loans and advances	materials, Components and sale of finished goods for sale in after-market and other related components/ parts including loans and advances
	c. Amount	INR 3000 Crore	INR 1000 Crore	INR 1000 Crore	INR 700 Crore	INR 700 Crore
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 year (from April 01, 2026 to March 31, 2027)	1 year (from April 01, 2026 to March 31, 2027)	1 year (from April 01, 2026 to March 31, 2027)	1 year (from April 01, 2026 to March 31, 2027)	1 year (from April 01, 2026 to March 31, 2027)
4	Whether omnibus approval is being sought?	Yes	Yes	Yes	Yes	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NA	NA	NA	NA	NA
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Both SP and CPIL are engaged in the business of Petroleum and Gas Industry. The Company is required to sell /procure/purchase various products and services to/from SP. Besides the above, both CPIL and SP share their respective resources with each other to achieve optimum cost targets and economies.	Both GPIL and CPIL are engaged in the business of Petroleum and Gas Industry. The Company is required to sell /procure/purchase various products and services to/from GPIL. Besides the above, both GPIL and CPIL share their respective resources with each other to achieve optimum cost targets and economies. of scale.	Both HCPL and CPIL are engaged in the business of Petroleum and Gas Industry. The Company is required to sell /procure/purchase various products and services to/from HCPL. Besides the above, both HCPL and CPIL share their respective resources with each other to achieve optimum cost targets and economies. of scale.	Both UGBPL and CPIL are engaged in the business of Petroleum and Gas Industry. The Company is required to sell /procure/purchase various products and services to/from UGBPL. Besides the above, both UGBPL and CPIL share their respective resources with each other to achieve optimum cost targets and economies. of scale.	Both TLBPL and CPIL are engaged in the business of Petroleum and Gas Industry. The Company is required to sell /procure/purchase various products and services to/from TLBPL. Besides the above, both TLBPL and CPIL share their respective resources with each other to achieve optimum cost targets and economies. of scale.

		of scale.				
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. A.) Name of the director / KMP B.) Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Nitin Khara, KMP, and his relatives are interested in the proposed transaction. Contribution in SP- NIL	Mr. Nitin Khara, Mr. Elesh Khara, KMP, and his relatives are interested in the proposed transaction. Shareholding in GPIL-100%	Mr. Elesh Khara, KMP, and his relatives are interested in the proposed transaction. Shareholding in HCPL-100.00%	Mr. Nitin Khara, KMP, and his relatives are interested in the proposed transaction. Shareholding in UGBPL-NIL	Mr. Nitin Khara, KMP, and his relatives are interested in the proposed transaction. Shareholding in TLBPL-NIL
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The RPTs are / will be in line with the Company's Pricing Policy for transactions with related parties. These transactions will be on an arm's length basis and in the ordinary course of business. The RPTs will be supported by the Valuation Report of an Independent valuer, wherever necessary.				
9	Other information relevant for decision making	All relevant information have been appropriately disclosed herein for informed decision making				

Part B & C: Additional information for proposed transactions including information on Material Related Party Transactions as per Industry Standards

B(1)	Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction					
1	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	No bidding or other process has been applied for identification of counter parties for the proposed transactions. The Company benefits through operational synergies, cost optimization, efficient working capital management, assurance of product/service quality, utilizing the expertise within the Group for manufacturing, sourcing, etc. thereby bringing efficiencies in the businesses, providing enhanced level of user experience to the customers of the Company to achieve growth objectives. This would drive growth in the Company's business and will enable it to innovate, scale up and pursue growth opportunities in a more focused manner.				
2	Basis of determination of price.	The Company does ensure that the RPTs are done on arm's length basis taking into account various factors including comparable with unrelated parties or on cost plus reasonable margin basis or market price basis, or transaction net margin method, where available, or certified by any independent agency. Compliance with arm's length principles is ensured based on the applicable transfer pricing regulations.				
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be	As per industry (General) pricing terms.				

	extended to the related party in relation to the transaction, specify the following: a. Amount of Trade Advances b. Tenure c. Whether same is self-liquidating?					
B(2)	In case of transactions relating to loans and advances (other than trade advances) or intercorporate deposits given by the listed entity or its subsidiary					
1	Source of funds in connection with the proposed transaction	Retained earnings and internal accruals	Retained earnings and internal accruals	Retained earnings and internal accruals	Retained earnings and internal accruals	Retained earnings and internal accruals
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:	The Company does not propose to incur any financial indebtedness for giving loans, advances and intercorporate deposits to SP.	The Company does not propose to incur any financial indebtedness for giving loans, advances and intercorporate deposits to GPIL	The Company does not propose to incur any financial indebtedness for giving loans, advances and intercorporate deposits to HCPL	The Company does not propose to incur any financial indebtedness for giving loans, advances and intercorporate deposits to UGBPL	The Company does not propose to incur any financial indebtedness for giving loans, advances and intercorporate deposits to TLBPL.
	a. Nature of indebtedness	NA	NA	NA	NA	NA
	b. Total cost of borrowing	NA	NA	NA	NA	NA
	c. Tenure	NA	NA	NA	NA	NA
	d. Other details	NA	NA	NA	NA	NA
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	NA	NA	NA	NA	NA
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	As per applicable benchmark Rate	As per applicable benchmark Rate	As per applicable benchmark Rate	As per applicable benchmark Rate	As per applicable benchmark Rate
5	Maturity / due date	Repayable on Demand	Repayable on Demand	Repayable on Demand	Repayable on Demand	Repayable on Demand
6	Repayment schedule & terms	Repayable on Demand	Repayable on Demand	Repayable on Demand	Repayable on Demand	Repayable on Demand
7	Whether secured or unsecured?	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured
8	If secured, the nature of security & security coverage ratio	NA	NA	NA	NA	NA

9	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the transaction.	The funds are proposed to be utilised for its expansion, manufacturing operations, working capital requirements and other general corporate purpose	The funds are proposed to be utilised for its expansion, manufacturing operations, working capital requirements and other general corporate purpose	The funds are proposed to be utilised for its expansion, manufacturing operations, working capital requirements and other general corporate purpose	The funds are proposed to be utilised for its expansion, manufacturing operations, working capital requirements and other general corporate purpose	The funds are proposed to be utilised for its expansion, manufacturing operations, working capital requirements and other general corporate purpose
---	---	---	---	---	---	---

THE COMPANIES ACT, 2013
ARTICLES OF ASSOCIATION
OF
CONFIDENCE PETROLEUM INDIA LIMITED
CIN: L40200MH1994PLC079766
(Company Limited by Shares)
(Incorporated under the Companies Act, 1956)

CONSTITUTION OF THE COMPANY

1. Application of Table F

- a) The regulations contained in Table F of the first schedule and the applicable provisions of Companies Act, 2013 as applicable to a public limited company, shall apply to this Company, save unless they are expressly or by implication excluded or modified by the following Articles.
- b) The regulations for the management of the Company and for the observance of the members thereof and their representatives shall be such as are contained in these Articles subject however to the exercise of the statutory powers of the Company in respect of repeal, additions, alterations, substitution, modifications and variations thereto by special resolution as prescribed by the Companies Act, 2013.

DEFINITIONS AND INTERPRETATION

2. In these regulations—

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

- I. **"the Act"** means the Companies Act, 2013.
- II. **"the seal"** means the common seal of the Company.
- III. **"Annual General Meeting"** means a general meeting of the Members held in accordance with the provisions of Section 96 of the Act and any adjourned holding thereof.
- IV. **"Auditors"** means and includes those persons appointed as such for the time being by the Company.
- V. **"Beneficial Owner"** means a person whose name is recorded as such with a Depository.
- VI. **"Board" or "Board of Directors"** shall mean the collective board of directors of the Company, as duly called and constituted from time to time, in accordance with Law and the provisions of these Articles. means the duly constituted Board of Directors of the Company.
- VII. **"Board Meeting"** shall mean any meeting of the Board, as convened from time to time and any adjournment thereof, in accordance with law and the provisions of these Articles.
- VIII. **"Capital"** means the Share capital for the time being raised or authorised to be raised, for the purpose of the Company.
- IX. **"Chairman"** means the Chairman of the Board of Directors of the Company.

- X. **"Companies Act, 1956"** shall mean the Companies Act, 1956 (Act I of 1956), to the extent that such provisions have not been repealed or superseded by the Companies Act, 2013 or de-notified.
- XI. **"Company"** or **"this Company"** means **"CONFIDENCE PETROLEUM INDIA LIMITED"**.
- XII. **"Committees"** shall have the meaning ascribed to such term in Article 78.
- XIII. **"Debenture"** includes Debenture-stock
- XIV. **"Depositories Act"** means the Depositories Act, 1996, including any statutory modifications or re-enactment thereof for the time being in force.
- XV. **"Depository"** means a company formed and registered under the Companies Act, 1956 and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992.
- XVI. **"Directors"** mean the Directors for the time being of the Company or as the case may be the Directors assembled at a Board Meeting.
- XVII. **"Dividend"** includes bonus and interim dividend.
- XVIII. **"Extraordinary General Meeting"** means an extraordinary general meeting of the Members duly called and convened and any adjourned holding thereof.
- XIX. **"Key Managerial Personal"** means an individual as defined under Section 2(51) of the Act.
- XX. **"Manager"** means an individual as defined under Section 2(53) of the Act.
- XXI. **"Managing Director"** means an individual as defined under Section 2(54) of the Act.
- XXII. **"Member"** means the duly registered holder, from time to time, of the shares of the Company and includes every person whose name is entered as a Beneficial Owner as defined in clause (a) of Sub-section (1) of Section 2 of the Depositories Act, 1996.
- XXIII. **"Meeting"** or **"General Meeting"** means a meeting of Directors or Members or creditors as the case may be.
- XXIV. **"Non-retiring Director"** means a director not subject to retirement by rotation includes an Independent Director appointed pursuant to the provisions of Section 149(4) of the Act.
- XXV. **"Office"** means the registered office of the Company.
- XXVI. **"Paid up"** includes capital credited as paid up.

- XXVII. **"Law/Laws"** shall mean all applicable provisions of all (i) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, circulars, ordinances or orders of any governmental authority and SEBI, (ii) governmental approvals, (iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any governmental authority, (iv) rules or guidelines for compliance, of any stock exchanges, (v) international treaties, conventions and protocols, and (vi) Indian GAAP or Ind-AS or any other generally accepted accounting principles.
- XXVIII. **"Memorandum"** shall mean the memorandum of association of the Company, as amended from time to time.
- XXIX. **"Encumbrance"** shall mean any encumbrance including without limitation any mortgage, pledge, charge, lien, deposit or assignment by way of security, bill of sale, option or right of pre-emption, entitlement to beneficial ownership and any interest or right held, or claim that could be raised, by a third party or any other encumbrance or security interest of any kind;
- XXX. **"Equity Share Capital"** shall mean the total issued and paid-up equity share capital of the Company, calculated on a fully diluted basis.
- XXXI. **"Person"** means any natural person, firm, company, governmental authority, joint venture, partnership, association or any other entity (whether or not having a separate legal personality)
- XXXII. **"Register of Members"** means the Register of Members to be kept pursuant to Section 88 of the Act.
- XXXIII. **"The Registrar"** means the Registrar of Companies of the State in which the office of the Company is for the time being situated.
- XXXIV. **"Record"** includes the records maintained in the form of books or stored in Computer or in such other form as may be determined by regulations made by SEBI in relation to the Depositories Act, 1996.
- XXXV. **"Regulations"** means the regulations made by the SEBI.
- XXXVI. **"Seal"** means the Common Seal for the time being of the Company.

XXXVII. **"Share"** means a share in the share capital of the Company and includes stock except where a distinction between stock and shares is expressed or implied.

XXXVIII. **"SEBI"** means the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992.

XXXIX. **"Security"** means such security as may be specified by the SEBI.

XL. **"Ordinary Resolution"** and **"Special Resolution"** shall have the meanings assigned thereto by Section 114 of the Act.

XLI. **"Year"** means the calendar year and **"Financial Year"** shall have the meaning assigned thereto by Section 2 (41) of the Act.

Share capital and variation of rights

3. (a) The Authorised Share Capital of the Company shall be as per Clause V of the Memorandum of Association of the Company with rights to alter the same in whatever way as deemed fit by the Company. The company may increase or decrease the Authorised Share Capital in accordance with Company's regulations and legislative provisions for the time being in that behalf

(b) Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

4. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be

provided,—

(a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

5. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as

the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.

6. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

7. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rule made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

8. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

9. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further share ranking *pari passu* therewith.

10. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

11. (i) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividend bonuses declared from time to time in respect of such shares.

12. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

13. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

14. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

15. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

16. i) A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

ii) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

17. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

18. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

19. The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of shares

20. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

21. The Board may, subject to the right of appeal conferred by section 58 decline to register—

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the company has a lien.

22. The Board may decline to recognise any instrument of transfer unless—

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

23. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of shares

24. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a shareholder, shall be the only persons recognized by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

25. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

26. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

27. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have complied with.

28. In case of a One Person Company—

(i) on the death of the sole member, the person nominated by such member shall be the person recognized by the company as having title to all the shares of the member;

(ii) the nominee on becoming entitled to such shares in case of the member's death shall be informed of such event by the Board of the company;

(iii) such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable;

(iv) on becoming member, such nominee shall nominate any other person with the prior written consent of such person who, shall in the event of the death of the member, become the member of the company.

Forfeiture of shares

29. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

30. The notice aforesaid shall—

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

31. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect

32. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

33. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

34. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

35. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

36. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

37. Subject to the provisions of section 61, the company may, by ordinary resolution,—

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

38. Where shares are converted into stock,—

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stockholder” respectively.

39. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

(a) its share capital;

(b) any capital redemption reserve account; or

(c) any share premium account.

Capitalisation of profits

40. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

41. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

42. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General meetings

43. All general meetings other than annual general meeting shall be called extraordinary general meeting.

44. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary

general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

45. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

46. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

47. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

48. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

49 . In case of a One Person Company—

(i) the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118;

(ii) such minutes book shall be signed and dated by the member;

(iii) the resolution shall become effective from the date of signing such minutes by the sole member.

Adjournment of meeting

50 . (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

51. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

52. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

53. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

54. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

55. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

56. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

57. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

58. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

59. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

60. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of

the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

61. Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). However, the Company may at any time appoint more than 15 (fifteen) directors after passing Special Resolution at a General Meeting. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the SEBI Listing Regulations. The Board shall have an optimum combination of executive and Independent Directors with at least 1 (one) woman Director, as may be prescribed by Law from time to time.

(b) Subject to Article 41(a), Sections 149, 152 and 164 of the Act and other provisions of the Act, the Company may increase or reduce the number of Directors.

(c) The Company may, and subject to the provisions of Section 169 of the Act, remove any Director before the expiration of his period of office and appoint another Director.

Chairman Of The Board Of Directors

62. (a) The members of the Board shall elect any one of them as the Chairman of the Board. The Chairman shall preside at all meetings of the Board and the General Meeting of the Company. The Chairman shall have a casting vote in the event of a tie.

(b) If for any reason the Chairman is not present at the meeting or is unwilling to act as Chairman, the members of the Board shall appoint any one of the remaining Directors as the Chairman.

63. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

64. The Board may pay all expenses incurred in getting up and registering the company.

65. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that (section)) make and vary such regulations as it may think fit respecting the keeping of any such register.

66. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

67. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

68. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

69. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

70. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

71. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

72. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

73. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

74. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

75. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

76. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

77. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

78. In case of a One Person Company—

(i) where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118;

(ii) such minutes book shall be signed and dated by the director;

(iii) the resolution shall become effective from the date of signing such minutes by the director.

Committees And Delegation By The Board

79. (a) The Company shall constitute such Committees as may be required under the Act, applicable provisions of Law and the SEBI Listing Regulations. Without prejudice to the powers conferred by the other Articles and so as not to in any way to limit or restrict those powers, the Board may, subject to the provisions of Section 179 of the Act, delegate any of its powers to the Managing Director(s), the executive director(s) or manager or the chief executive officer of the Company. The Managing Director(s), the executive director(s) or the manager or the chief executive officer(s) as aforesaid shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on them by the Board and all acts done by them in exercise of the powers so delegated and in conformity with such regulations shall have the like force and effect as if done by the Board.

(b) Subject to the applicable provisions of the Act, the requirements of Law and these Articles, the Board may delegate any of its powers to Committees of the Board consisting of such member or members of the Board as it thinks fit, and it may from time to time revoke and discharge any such

committee of the Board either wholly or in part and either as to persons or purposes. Every Committee of the Board so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

(c) The meetings and proceedings of any such Committee of the Board consisting of more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulation made by the Directors under the last preceding Article.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

80. Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

81. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

82. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

83. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

84. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

85. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the

Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

86. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

87. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

88. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

89. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

90. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

91. No dividend shall bear interest against the company.

Accounts

92. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Winding up

93. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

94. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Subscriber Sheet

We the several persons whose names and address are subscribed are below are desirous to being a formed in to a company in pursuance of these article of association and we respectively agree to take no. of share in the capital of the company set opposite to our respective names :-

SN	Name, address, occupation and description of subscribers	No. of equity shares Taken by each subscriber	Withness to both
1	ASHOK JAIN, S/O ROOPCHAND SHAH, 20 SHOURIE COMPLEX, 22/24 JP ROAD ANDHERI WEST BOMBAY, 400058	2000 (Two Thousand)	SD/- RAJENDRA C SINGHVI, C/O SHRI LALCHAND SINGHVI MITTAL & ASSOCIATES, M.K. BHAWAN 1 ST FLOOR 300, SAHID BHAGAT SINGH ROAD, MUMBAI 400001, CHARTERED ACCOUNTANTS
2	NARENDRA MOHNOT, S/O LT. SHRI PARASMAL MOHNOT, B-21, NIRLON CO- OPERATIVE HSG SOCIETY LINK ROAD, MALAD WEST MUMBAI, 400064	1000 (One Thousand)	
Total		3000 (Three Thousand)	

Place- Mumbai

Date- 29/06/1994