



CONFIDENCE PETROLEUM INDIA LTD.

REG OFF: 701, Shivai Plaza Premises Chs Ltd, Plot No. 79, Marol Industrial Estate,

Nr. Mahalaxmi Hotel, Andheri East, Mumbai, Maharashtra, 400059

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

Ph. 0712-6606492

Email: cs@confidencegroup.co

website: www.confidencegroup.co

CIN: L40200MH1994PLC079766

Date: 01/12/2023

To,

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

Subject: Notice of Extra-Ordinary General Meeting to be held on 26th December, 2023.

Dear Sir,

This is in reference to our earlier intimation dated 30th November, 2023 pursuant to Regulation 30 read with Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), regarding outcome of Board Meeting held on 30th November, 2023, the copy of Notice of the Extra Ordinary General Meeting of the Company, to be held on 26th December, 2023 at 01.00 PM through Video Conferencing ("VC") or Other Audio- Visual Means ("OAVM") attached herewith.

The Company is providing electronic voting (e-voting) facility to the members through electronic voting platform of NSDL as required under Regulation 44 of the Listing Regulations. Members holding shares either in physical form or demat mode as of the cut-off date, i.e., 19th December, 2023, may cast their votes electronically on the businesses set out in the Notice of Extra Ordinary General Meeting. The e-voting shall commence from 23rd December, 2023 at 9.00 A.M and will end on 25th December, 2023 at 5:00 P.M.

Yours truly,

For Confidence Petroleum India Limited

Prity Bhabhra

Company Secretary and Compliance Officer

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF CONFIDENCE PETROLEUM INDIA LIMITED (CIN: L40200MH1994PLC079766) WILL BE HELD ON TUESDAY, THE 26TH DAY OF DECEMBER, 2023 AT 01.00 P.M. THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO VISUAL MEANS ('OAVM') FACILITY TO TRANSACT THE FOLLOWING BUSINESS:-

SPECIAL BUSINESS:

ITEM NO. 1 - TO ISSUE AND OFFER, UPTO 2,82,29,120 EQUITY SHARES OF INR. 1/- EACH THROUGH A PREFERENTIAL ISSUE ON A PRIVATE PLACEMENT BASIS TO BW VLGC PTE. LTD. (PERSONS/ENTITIES NOT FORMING PART OF THE PROMOTER AND PROMOTER GROUP).

"RESOLVED THAT pursuant to (i) the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "**Companies Act**"); (ii) the enabling provisions of the Memorandum of Association and Articles of Association of the Company; (iii) the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), listing agreements entered into by the Company with the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") (BSE and NSE, collectively the "**Stock Exchanges**") on which the equity shares of face value of INR 1 (Indian Rupees One) each of the Company ("**Equity Shares**") are listed, and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Securities and Exchange Board of India ("**SEBI**"); (iv) the provisions of the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instrument) Rules, 2019, as amended, the extant consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal trade, as amended, and other rules and regulations framed thereunder ("**FEMA**"); and (v) other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India ("**SEBI**") and/or any other statutory / regulatory authorities from time to time to the extent applicable, and subject to execution of definitive documents and terms thereunder, and the receipt of such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions; and which terms may be agreed to by the Board of Directors of the Company (the "**Board**", which term shall be deemed to include its committee for such purpose) and all such other approvals, consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, up to 2,82,29,120 (Two Crore Eighty Two Lakhs Twenty Nine Thousand One Hundred and Twenty) Equity Shares ("**Subscription Shares**") through a preferential issue on a private placement basis, to BW VLGC Pte. Ltd., an affiliate of BW LPG Limited (persons/entities not forming part of the promoter and promoter group) ("**Proposed Allottee**") for a cash consideration, as mentioned in the statement setting out material facts, at an issue price of INR 88.60 (Eighty Eight Indian Rupees and Sixty Paise) per Equity Share aggregating to INR 250,11,00,032 (Indian Rupees Two Hundred Fifty Crore Eleven Lakhs and Thirty Two), in accordance with the SEBI ICDR Regulations and in compliance with the provisions of the Companies Act, upon such terms and conditions as may be deemed appropriate by the Board.



RESOLVED FURTHER THAT the Subscription Shares to be allotted in terms of this resolution shall rank *pari passu* in all respects with the existing Equity Shares of the Company (including with respect to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company).

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify or alter any of the terms and conditions of the proposed issue including reduction of the size of the issue, as it may deem expedient, in its discretion, subject to the provisions of the Companies Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the aforesaid issue of the Subscription Shares shall be on the following terms and conditions:

- i. The “relevant date” for the purpose of determining the minimum price for the issue and allotment of the Subscription Shares under the SEBI ICDR Regulations is [24th November 2023], being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting;
- ii. The price of each equity share will be calculated in accordance with the provisions of Regulation 164 of Chapter V of the SEBI (ICDR) Regulations on the basis of the relevant date and in compliance with the provisions of Companies Act, 2013 and Rules made thereunder;
- iii. The Proposed Allottee shall be required to bring in 100% of the consideration for the Subscription Shares to be allotted, into the designated bank account of the Company through banking channels, on or before the date of allotment thereof.
- iv. The Subscription Shares allotted shall be locked in as per the provisions of the SEBI ICDR Regulations.
- v. The Subscription Shares to be allotted shall be in dematerialized form only.
- vi. The Subscription Shares so offered, issued and allotted will be listed and traded on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
- vii. The Subscription Shares shall be issued and allotted by the Company to the Proposed Allottee within a period of 15 (Fifteen) days from the date of passing of the shareholders’ resolution in this Extra Ordinary General Meeting provided that where any approval or permission by any regulatory authority or the Central Government for the allotment of the Subscription Shares is pending as on the date of the shareholders’ resolution, the period of 15 (Fifteen) days shall be counted from the date of approval or permission, as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the Subscription Shares, listing of the Subscription Shares on the Stock Exchanges and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Subscription Shares, utilization of issue proceeds, signing all such undertakings and documents as may be required, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders.



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

Place: Nagpur
Dated: 30/11/2023

By the order of Board
Confidence Petroleum India Limited

Prity Bhabhra
(Company Secretary)

NOTES:

1. Statement pursuant to section 102 of the Companies Act forms a part of this Notice. The Board of Directors, at their meeting held on 30th November 2023 has decided that the special business set out under item nos. 1, be transacted at the EOGM of the Company.
2. Brief details of the directors, who are being appointed/ re-appointed, are annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations and as per provisions of the Companies Act.
3. General instructions for accessing and participating in the EOGM through VC/OAVM Facility and voting through electronic means including remote e-Voting.
4. The Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 and all other relevant circulars issued from time to time (collectively referred to as “MCA Circulars”), permitted conducting of the Annual General Meeting through video conferencing (“VC”) or other audio visual means (“OAVM”) without physical presence of the members at a common venue. Hence, the members can attend and participate in the ensuing EOGM through VC/OAVM.
5. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and vote at the general meeting on behalf of a member who is not able to attend personally. Since the EOGM will be conducted through VC/OAVM, there is no requirement of appointment of proxies. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Bodies Corporate are entitled to appoint authorised representatives to attend the EOGM through VC/OAVM and participate there at and cast their votes through e-voting.
6. The Members can join the EOGM 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 EOGM 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 EOGM without restriction on account of first come first served basis.



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

8. 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 and MCA General Circular No. 02/2022 Dated May 05th, 2022 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EOGM. 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 EOGM/AGM will be provided by NSDL.

9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EOGM 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 the National Stock Exchange of India Limited at www.nseindia.com and the EOGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

10. EOGM 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 and MCA General Circular No. 02/2022 Dated May 5th, 2022.

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. In terms of sections 101 and 136 of the Companies Act, read with the rules made thereunder, listed companies may send the notice of EOGM by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated May 12, 2020, Notice of EOGM 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 of EOGM will also be available on the Company's website and the website of the stock exchanges.

13. 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.

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





15. INSTRUCTIONS FOR REMOTE E-VOTING AND JOINING THE E-EOGM ARE AS FOLLOW:

(1) The remote e-voting period begins on **Saturday, 23rd December, 2023 at 9.00 A.M. IST** and ends on **Monday, 25th December, 2023 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 **19th December, 2023**, 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 **19th December, 2023**.

Person who is not a Member as on the cut-off date should treat this Notice of EOGM 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 shareholder	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="491 1263 1527 1704">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 re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="491 1711 1527 1816">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 at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	<ol style="list-style-type: none"> <li data-bbox="491 1861 1527 2004">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



	<p>'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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
	<ol style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	<ol style="list-style-type: none"> 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.



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

c) How to retrieve your 'initial password'?

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

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

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.

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

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

9. 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 EOGM ARE AS UNDER:-

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



2. Only those Members/ shareholders, who will be present in the EOGM 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 EOGM.

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

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 EOGM shall be the same person mentioned for Remote e-voting.

Mr. Siddharth Sipani, Practicing Company Secretary, (Membership No. ACS 28650 & C.P. NO. 11193) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

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

The results declared along with the Scrutinizer's report shall be placed on the Company's website www.confidencegroup.co within two days of passing of the resolutions at the EOGM of the Company and communicated to Stock Exchanges.

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

1. Member will be provided with a facility to attend the EOGM 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. EOGM Questions prior to e-EOGM: Members who would like to express their views or ask questions during the e-EOGM may write to us at our E-mail Id i. e. pritybhabhra@confidencegroup.co. This facility shall commence at 09:00 a.m. on 20th December, 2023 and will be available till 05:00 p.m. on 22nd



December, 2023. 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-EOGM.

Place: Nagpur
Dated: 01/12/2023

By the order of Board
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. 1 - TO ISSUE AND OFFER, UPTO 2,82,29,120 EQUITY SHARES OF INR. 1/- EACH THROUGH A PREFERENTIAL ISSUE ON A PRIVATE PLACEMENT BASIS TO BW VLGC PTE. LTD. (I.E. PERSONS/ENTITIES NOT FORMING PART OF THE PROMOTER AND PROMOTER GROUP).

The Board of Directors of the Company at its meeting held on [30th November 2023] had approved issue of equity shares by way of preferential issue on a private placement basis to the following (persons not forming part of the Promoter/Promoter Group), subject to approval of members of the Company by way of special resolution *inter alia* in terms of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 and the applicable rules, regulations and notifications thereunder (the “**Companies Act**”) as well as Regulation 160 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”).

Sr. No.	Name of the proposed Allottees	Category	Ultimate Beneficial Owner	No. of equity shares to be allotted	Price per share	Aggregate Consideration
1.	BW VLGC Pte. Ltd. (“ BW ”)	Public	BW LPG Ltd. (“ BW LPG ”)	2,82,29,120] (“ Subscription Shares ”)	INR 88.60 (“ Issue Price ”)	INR [250,11,00,032]
TOTAL				2,82,29,120	88.60	250,11,00,032

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

The Subscription Shares to be issued and allotted on preferential basis to BW will be listed on the BSE Limited and the National Stock Exchange of India Limited and shall rank *pari passu* with the existing equity shares of the Company including with regard to dividend and voting rights.

The relevant disclosures as required in terms of the Companies Act, 2013 and Regulation 163 of the SEBI ICDR Regulations are as under:

a) Object(s) of the issue through preferential issue: To augment the long-term funding needs of the Company viz. to meet the working capital requirement, support the expansion of the business



including Capex and working capital requirement of LPG bulk marketing, Auto LPG marketing, packed cylinder segment, CNG segment, bottling segment and for general corporate purposes.

b) Maximum number of equity shares to be issued: The Company proposes to issue 2,82,29,120 equity shares of INR. 1/- each on preferential basis, to BW.

c) Intent of the Promoters / Directors / Key Managerial Persons or Senior Management of the Company to subscribe to the preferential issue: None of the promoters / directors / key managerial personnel/ senior management of the Company intend to subscribe to this preferential issue.

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

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

Category	Pre-issue Shareholding as on 24th November, 2023		Post issue of equity shares after issue of equity shares under the proposed preferential issue	
	Total No. of Shares	% Of Shareholding	Total No. of Shares	% Of Shareholding
I) Shareholding of Promoter and Promoter Group				
Individual:				
NITIN PUNAMCHAND KHARA	2,35,32,987	7.74	2,35,32,987	7.08
ELESH PUNAMCHAND KHARA	96,21,251	3.16	96,21,251	2.90
Any Other (PROMOTER GROUPS & RELATIVES OF DIRECTORS)				
GASPOINT PETROLEUM INDIA LIMITED	7,08,60,975	23.31	7,08,60,975	21.33
KHARA SOFTWARE SERVICES LIMITED	76,00,000	2.50	76,00,000	2.29
N. N. V. FINANCE LIMITED	49,53,040	1.63	49,53,040	1.49
ESSENN LPG BOTTLING PRIVATE LIMITED	3,04,37,981	10.01	3,04,37,981	9.16
CONFIDENCE LPG BOTTLING PVT LTD	1,11,45,698	3.67	1,11,45,698	3.35
ALPA NITIN KHARA	54,86,750	1.80	54,86,750	1.65
VIPIN KHARA	3,80,000	0.12	3,80,000	0.11
HARSHA KHARA	44,77,456	1.47	44,77,456	1.35
NEELA NALIN KHARA	23,01,855	0.76	23,01,855	0.69
RASILABEN KHARA	29,69,698	0.98	29,69,698	0.89



Category	Pre-issue Shareholding as on 24th November, 2023		Post issue of equity shares after issue of equity shares under the proposed preferential issue	
	Total No. of Shares	% Of Shareholding	Total No. of Shares	% Of Shareholding
NALIN PUNAMCHAND KHARA	1,16,11,044	3.82	1,16,11,044	3.49
ILESP P KHARA (HUF)	2,96,000	0.10	2,96,000	0.09
Total shareholding of Promoter and Promoter Group (I)	18,56,74,735	61.07	18,56,74,735	55.89
II A) Institutions				
Mutual Fund	36,11,801	1.19	36,11,801	1.09
Venture Capital Funds	-	-	-	-
Alternate Investment Funds	309700	0.10	309700	0.09
Foreign Venture Capital Investors	-	-	-	-
Foreign Portfolio Investor	60,16,084	1.98	60,16,084	1.81
Financial Institutions / Banks	-	-	-	-
Insurance Companies	-	-	-	-
Provident Funds/ Pension Funds	-	-	-	-
Central Government/ State Government(s)/ President of India	-	-	-	-
Sub Total II (A)	99,37,585	3.27	99,37,585	2.99
B) Non-Institutions				
Individuals share capital up to Rs. 2 Lacs	6,99,86,266	23.02	6,99,86,266	21.06
Individuals share capital excess of Rs. 2 Lacs	1,75,35,558	5.77	1,75,35,558	5.28
Non-Resident Indians (NRIs)	16,22,616	0.53	16,22,616	0.49
Foreign Nationals	-	-	-	-
Foreign Companies	-	-	2,82,29,120	8.50



Category	Pre-issue Shareholding as on 24th November, 2023		Post issue of equity shares after issue of equity shares under the proposed preferential issue	
	Total No. of Shares	% Of Shareholding	Total No. of Shares	% Of Shareholding
Body Corporate	1,42,32,331	4.68	1,42,32,331	4.28
Any Other (specify)				
Trusts	-	-	-	-
Hindu Undivided Family	49,95,395	1.64	49,95,395	1.50
Clearing Member	11,037	0.01	11,037	0.00
Corporate Body – Broker	16,400	0.01	16,400	0.01
Sub Total II (B)	10,83,99,603	35.66	13,66,28,723	41.12
Total Public Shareholding (A+B) II	11,83,37,188	38.93	14,65,66,308	44.11
Total Shareholding (I+ II)	30,40,11,923	100.00	33,22,41,043	100

(Note : shareholding pattern is on fully diluted basis i.e post conversion of 1,64,35,500 Outstanding Warrant)

e) The time within which the preferential issue shall be completed: As required under the SEBI (ICDR) Regulations, the allotment of the equity shares on preferential basis will be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the Shareholders of the Company. Provided that where any approval or permission by any regulatory or statutory authority for allotment is pending, the allotment of the equity shares shall be completed within 15 days from the date of receipt of such approval or permission.

f) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees: BW VLGC Pte. Ltd. is a wholly owned subsidiary of BW LPG Holding Pte. Ltd, which is a wholly owned subsidiary of BW LPG Limited, an entity engaged in LPG shipping and listed on the Oslo Stock Exchange, Norway.

g) Principal terms of assets charged as securities: Not Applicable

h) the percentage of post-preferential issue capital that may be held by the said allottee(s) and change in control, if any, in the Company consequent to the preferential issue:

Sr. No.	Name of the proposed allottees	Category	Ultimate Beneficial Owner	Pre-issue shareholding (as on 24.11.2023)		No. of Equity Shares to be allotted	Post issue shareholding	
				No. of shares	%		No. of Shares	%
1.	BW VLGC Pte. Ltd.	Public	BW LPG Limited	Nil	Nil	2,82,29,120	2,82,29,120	8.50%



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

i) Pricing and Relevant Date for the preferential issue: In terms of SEBI ICDR Regulations, the Relevant Date has been reckoned as [24th November 2023] for the purpose of computation of issue price of the said Equity Shares.

The Equity Shares of the Company are listed on BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) and are frequently traded thereat. Accordingly, the minimum issue price will be calculated in terms of the pricing formula prescribed under Regulation 164 of SEBI ICDR Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, the minimum price at which the Equity Shares may be issued computes to INR 88.60 (Eighty Eight Rupees and Sixty Paise) per Equity Share, being higher of the following:

- a. the 90 trading days’ volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the Relevant Date, i.e., INR 88.54 per Equity Share; and
- b. the 10 trading days’ volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the Relevant Date i.e., INR 86.80 per Equity Share.

The pricing of the Equity Shares to be allotted on preferential basis is INR. 88.60 (Eighty Eight Indian Rupees and Sixty Paise), which is higher than the above mentioned price.

The issue price at which the offer or invitation is made is arrived at on the basis of Valuation Report issued by CA Abhishek S Tiwari, Registered Valuer (Registration No: IBBI/RV/07/2020/13456).

Name and Address of Valuer who performed Valuation:

Abhishek S Tiwari

Chartered Accountants

Address: 201, Mukund Palace, New Golden Nest Road, Opp Ramdwara, Bhayander (E), Dist-Thane, Maharashtra-401105

Firm Registration No:141048W

Membership No: 155947

Registration No: IBBI/RV/07/2020/13456

j) The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue: There will be no change in control of the Company pursuant to the preferential issue.

	Name of the Proposed Allottee	Post Issue Shareholding
	BW VLGC Pte. Ltd.	8.50%

k) Material terms of raising such securities:

- The completion of the proposed preferential allotment is subject to, *inter alia*: i) completion of the conditions precedent set out in the Subscription and Shareholders’ Agreement dated [November 30, 2023] entered into between the Company, BW VLGC Pte. Ltd., BW LPG Holdings Pte. Ltd., Nitin Punamchand Khara and Elesh Punamchand Khara (such agreement, the



“Agreement”) (to the satisfaction of BW VLGC Pte. Ltd.); and (ii) no material adverse effect having occurred

- BW will have the right to nominate a director on the Board as long as it holds at least 5% of the share capital of the Company. BW will have a similar nomination right to the committees of the Board.
- Certain reserved matters as agreed and listed in the Agreement shall not be passed by the Board (including any committees thereof) without the approval of BW or its director nominee.
- BW, together with the Promoters, shall not be entitled to transfer any shares respectively held by them (except to their respective affiliates) for an agreed “lock-in” period..
- Following the expiry of the lock-in period, BW and the Promoters will be entitled to transfer shares respectively held by them subject to certain agreed transfer restrictions.
- Following the allotment of the Subscription Shares to BW, the Articles of Association of the Company will be amended pursuant to board and shareholders’ approval to reflect the special rights proposed to be granted to BW, including the abovementioned right to nominate a director to the Board.
- BW will have a standard pro rata pre-emptive right in case of any further issuance of shares by the Company. BW will have an option to subscribe to additional shares subject to specified conditions.

I) Certificate and Report:

a) Auditors' Certificate: The Certificate from the Statutory Auditors of the Company, certifying that the proposed preferential issue of Equity Shares is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations shall be available on the Company’s Website (<https://www.confidencegroup.co/>) and at the Registered Office of the Company.

b) Certificate from Practicing Company Secretary : The Certificate from the Practicing Company Secretary pursuant to Regulation 163(2) of the ICDR Regulations, 2018 certifying that issue is being made in compliance with the requirements of the ICDR Regulations, 2018 shall be available on the Company’s Website (<https://www.confidencegroup.co/>) and at the Registered Office of the Company. the website of the company at

c) Report of a registered valuer: The Company has obtained a valuation report from CA Abhishek S Tiwari, an independent registered valuer (registration no. IBBI/RV/07/2020/13456) and the minimum price for the preferential issue determined by such independent registered valuer is INR 88.54, in accordance with Regulation 166A of the SEBI ICDR Regulations. The same is also available on the website of the company at <https://www.confidencegroup.co/>

m) Lock in Period: The Equity Shares allotted on a preferential basis shall be subject to lock-in as per SEBI (ICDR) Regulations.



As per Regulation 167(2) of the SEBI (ICDR) Regulations, the Subscription Securities (being allotted to a person other than the promoters and promoter group) shall be locked-in for a period of 6 months from the date of Trading Approval.

n) Undertakings:

i) None of the Company, its Directors or Promoters are categorized as a willful defaulter or a fraudulent borrower. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.

ii) None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.

iii) The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

iv) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.

v) The Company shall re-compute the price of the relevant securities to be allotted under the preferential issue in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price (if required) is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the proposed allottee.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors/Key Managerial Personnel of the Company are, in anyway, concerned or interested, financially or otherwise, in the above resolution.

The Board believes that the proposed preferential issue is in the best interests of the Company and its Members and recommends the resolution set forth in Item No. 1, as a Special Resolution for the approval of the members.

Place: Nagpur
Dated: 30/11/2023

By the order of Board
Confidence Petroleum India Limited

Prity Bhabhra
(Company Secretary)

