Date: 09/01/2020

To,

National Stock Exchange of India Limited
Listing Department,
Exchange Plaza, BandraKurla Complex,
Bandra (E) Mumbai-400051

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

Subject: Notice of Extra-Ordinary General Meeting

Dear Sir,

We wish to informed you that the,Extra-Ordinary General Meeting of the members of the Company will be held on Tuesday, the 04th day of February, 2020 at 01:00 P.M. situated at 06th Floor, Landmark Building, Ramdaspeth, Nagpur, MH – 440010.

The voting period begins on Saturday, 01st February, 2020 (9.00 A.M. IST) and ends on Monday, 03rd February, 2020 (5.00 P.M. IST). The cut-off date for E-voting will be Monday, 27th January, 2020. The copy of Notice of Extra-Ordinary General Meeting attached herewith.

For Confidence Petroleum India Limited

[Signature]

Director/Authorized Signatory
NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON TUESDAY, THE 04TH DAY OF FEBRUARY, 2020 AT 01:00 P.M. AT 06TH FLOOR, LANDMARK BUILDING, RAMDASPETH, NAGPUR, MH -  440010, INDIA TO TRANSACT THE FOLLOWING BUSINESS AS A SPECIAL BUSINESS:-

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

ITEM NO. 1 :- Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013.

RESOLVED THAT, pursuant to Section 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, and Rules made thereunder and subject to necessary statutory approvals and modifications if any, consent of the members be and is hereby accorded to adopt the new Memorandum of Association in place of the existing Memorandum of Association.

RESOLVED FURTHER THAT, the existing Clause III (B.) containing the “Objects Incidental or Ancillary to the attainment of Main Objects” sub-clause no. 2 to 55 be and is hereby retained as the same is aligning with the Table A of the Schedule I of the Companies Act, 2013.

RESOLVED FURTHER THAT, the existing Clause III (C.) containing the “Other Objects” sub clause no. 56 to 101 be and is hereby stands deleted in full.

RESOLVED FURTHER THAT, consent of shareholders of the Company be and is hereby accorded to approve and adopt the aforesaid changes in the Memorandum of Association of the Company and that Mr. Nitin Khara, Managing Director & CEO be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

ITEM NO. 2 :- Alteration of Object Clause in the Memorandum of Association of the Company.

RESOLVED THAT, pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed thereunder, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Mumbai, Maharashtra, to append following sub clause (2.) after sub clause (1.) of clause III (A.) of the Memorandum of Association of Company:

“2. To carry on the business of purchase and sale of petroleum and petroleum products, CNG LNG & hydrogen, bio desile & LPG gas, Auto LPG gas and electric charging station to explore, develop, produce, purchase or otherwise acquire petroleum crude oil, natural gas, all kinds of hydrocarbons and mineral substances, both onshore, within the territorial jurisdiction of the Indian Union and anywhere in the
World and to manufacture, refine, extract, treat, reduce, distill, blend, purify and pump, store, hold, transport, use, experiment with, dispose of, import, export and trade and generally deal in any and all kinds of petroleum crude oil, natural gas, associated gas, petroleum products, oil, gas, CNG, LNG, LPG AUTO LPG and other volatile substances, asphalt, bitumen, bituminous substances, carbon, carbon black, hydrocarbon and mineral substances and the products or the by-products which may be derived, produced, prepared, developed, compounded, made or manufactured therefrom the substances obtained by mixing any of the foregoing with other substances."

FURTHER RESOLVED THAT, for the purpose of giving effect to this resolution, any of the Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms with the Registrar of Companies, Mumbai, Maharashtra.

ITEM NO. 3 :- APPOINTMENT OF RAJKUMAR VARMA AS AN INDEPENDENT DIRECTOR.

RESOLVED THAT, pursuant to the provisions of Section 149 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof), Mr. Rajukumar Varma be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years, from 04th February, 2020 to 03rd February, 2025.

FURTHER RESOLVED THAT, for the purpose of giving effect to this resolution, any of the Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms with the Registrar of Companies, Mumbai, Maharashtra.

By the order of Board
Confidence Petroleum India Limited

Place: Nagpur
Dated: 04/01/2020

Nitin Khara
(Chairman-Managing Director)
DIN-01670977

NOTES :-

1. The explanatory statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting, is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.

3. A PROXY FORM IS ENCLOSED. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

4. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HEREWITH. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ AUTHORITY, AS APPLICABLE.
5. Corporate member(s) intending to send their authorised representative(s) to attend the meeting are requested to send to the Company a duly certified true copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 ("Act") authorising their representatives to attend and vote on their behalf at the meeting.

6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned depository participant and holdings should be verified.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their pan details to the company.

8. Details under the applicable provisions of SEBI Listing Regulations with the stock exchange in respect of the directors seeking appointment at the Extra Ordinary General Meeting, forms an integral part of the notice.

9. Notice of Extra-Ordinary General Meeting is being sent to all the members whose email ids are registered with the company/depository participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of Notice of Extra-Ordinary General Meeting is being sent in the permitted mode.

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

11. Members may also note that the Notice of Extra-Ordinary General Meeting is available on the company’s website www.confidencegroup.co for their download. The physical copies of the aforesaid documents will also be available at the company’s registered office and corporate office in Nagpur for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the company’s investor email id: cs@confiidencegroup.co.

12. The route map to the venue of the meeting is furnished herewith and forms part of the Notice.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Adroit Corporate Services Private Limited, Mumbai.

14. Members seeking any information with regard to the financial statements are requested to write to the Company at least 7 days before the meeting so as to enable the management to keep the information ready at the meeting.
16. Members are requested to handover the attendance slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall.

17. E-VOTING

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

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

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on **Saturday, 01st February, 2020 (9.00 A.M. IST)** and ends on **Monday, 03rd February, 2020 (5.00 P.M. IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 27th January, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on Shareholders.

(v) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

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

<table>
<thead>
<tr>
<th>For Members holding shares in Demat Form and Physical Form</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>PAN</strong></td>
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<td></td>
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<tr>
<td><strong>DOB#</strong></td>
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</tbody>
</table>
Dividend Bank Details

Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

- If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (v).

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

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

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

(xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

(xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

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

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

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) **Note for Non-Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

In case of members receiving the physical copy:
Please follow all steps from sl. no. (i) to sl. no. (xx) above to cast vote.
The voting period begins on **Saturday, 01st February, 2020 (9.00 A.M. IST)** and ends on **Monday, 03rd February, 2020 (5.00 P.M. IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 27th January, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**Mr. Siddharth Sipani, Practicing Company Secretary, (Membership No. ACS 28650 & C.P. NO. 11193)** has been appointed as the Scrutinizer to scrutinize the e-voting process (including the ballot cast by the Members at the Extra Ordinary General Meeting) in a fair and transparent manner.
The Scrutinizer shall within a period not exceeding two working days from the date of close of e-voting unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make Scrutinizer’s Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
The results of e-voting and poll on resolutions shall be aggregated and declared on or after the Extra-Ordinary General Meeting of the Company and the resolutions will be deemed to be passed on the Extra-Ordinary General Meeting date subject to receipt of the requisite numbers of votes in favour of the resolutions.
The results declared along with the Scrutinizer’s report shall be placed on the Company’s website www.confidencegroup.co and on the website of CDSL viz www.cdslindia.com within two days of passing of the resolutions at the Extra-Ordinary General Meeting of the Company and communicated to Stock Exchanges.

**Place: Nagpur**
**Dated: 04/01/2020**

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

**Nitin Khara**
(Chairman-Managing Director)
DIN-01670977
ITEM NO. 1 :

The Companies Act, 2013, has prescribed a new format of Memorandum of Association (“MOA”) for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by deleting the Objects under Clause III (C.) – “The Other Objects are” and also to rename and renumber the Clause III (A.) and III (B.) of the Object Clause.

The Board at its meeting held on 04th January, 2020 has approved the adoption of the new MOA of the Company and recommends the Special Resolution set forth in Item No. 1 of the Notice for approval of the Members. The proposed draft MOA is being uploaded on the Company’s website for perusal by the Members. Further, a copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office/ Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of Extra-Ordinary General Meeting. The aforesaid documents are also available for inspection at the Extra-Ordinary General Meeting.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 2 :

The principal business of the company is to carry on business of importers, exporters, producers and manufactures, sellers of LPG and other cylinders and steels, LPG sheets H. R. sheets, H. R. coils all kinds of repairing related to cylinders and steels and cooking gas, industrial gases i.e. LPG, RLHGC and return oxygen dissolved ecetylene, nitrogen, argon, hydrogen, carbon dioxide, nitrous oxide, freon carbonic acid and other gases or kindred substances or any compounds thereof by any process, and of selling, dealing with or supplying such gases, substances and compounds or any of them to such person as the company may from time to time think desirable.

To enable the company to enter into the new petroleum business line, it is proposed to amend the Main Object under the Main Object Clause of the Memorandum of Association of the company, to append following sub clause (2.) after sub clause (1.) of clause III (A.) of the Memorandum of Association of Company:

“2. To carry on the business of purchase and sale of petroleum and petroleum products, CNG LNG & hydrogen, bio desile & LPG gas, Auto LPG gas and electric charging station to explore, develop, produce, purchase or otherwise acquire petroleum crude oil, natural gas, all kinds of hydrocarbons and mineral substances, both onshore, within the territorial jurisdiction of the Indian Union and anywhere in the World and to manufacture, refine, extract, treat, reduce, distill, blend, purify and pump, store, hold, transport, use, experiment with, dispose of, import, export and trade and generally deal in any and all kinds of petroleum crude oil, natural gas, associated gas, petroleum products, oil, gas, CNG, LNG, LPG AUTO LPG and other volatile substances, asphalt, bitumen, bituminous substances, carbon, carbon black, hydro carbon and mineral substances and the products or the by-products which may be derived, produced, prepared, developed, compounded, made or manufactured therefrom the substances obtained by mixing any of the foregoing with other substances.”

The existing name of the company is “CONFIDENCE PETROLEUM INDIA LIMITED” which is already in accordance with the proposed object and hence it doesn’t need to change the name of the company.
The above amendment would be subjected to the approval of the Registrar of Companies, Mumbai, Maharashtra and any other statutory or Regulatory authority, as may be necessary.

The Directors commend the passing of the resolution under Item No. 2 of the accompanying Notice for the approval of the members of the Company.

None of the Directors of the company or their relatives are concerned or interested in the passing of the above resolution.

ITEM NO. 3 :-

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 04/01/2020, has proposed Mr. Rajkumar Varma as an Independent Director of the Company not liable to retire by rotation, to hold office for a period of Five consecutive years till 03rd February, 2025, subject to the approval by the Members of the Company at the ensuing Extra-Ordinary General Meeting (“EGM”).

The Company has received a declaration from Mr. Rajkumar Varma that he meets the criteria of independence as prescribed under the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Mr. Rajkumar Varma is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

In the opinion of the Board, Mr. Rajkumar Varma fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.

The brief Profile in relation to the experience, functional expertise, memberships on other Companies Boards and Committees in respect of the appointment of Mr. Rajkumar Varma as an Independent Director, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out in this Notice. Also, the name of the proposed Independent Director, Mr. Rajkumar Varma is included in the Database of Independent Director. Mr. Rajkumar Varma is not related to any other Director and Key Managerial Personnel of the Company.

Considering the age (above 75 years) of Mr. Rajukumar Varma, the appointment as an Independent Director is proposed to be made by passing a Special Resolution in General Meeting as per Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulation.

The Board is of the opinion that it will be beneficial for the Company to avail of his services as an Independent Director of the Company and recommends a Special resolution as set out in Item No. 3 of the Notice for approval of the Shareholders.

Save and except Mr. Rajkumar Varma and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel, and their relatives, are in any way, concerned or interested, in the said resolution. The resolution as set out in item No. 3 of this Notice is accordingly commended for your approval by the Board.

This Explanatory Statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
# PARTICULARS OF INDEPENDENT DIRECTOR PROPOSED TO BE APPOINTED AT THE EXTRAORDINARY GENERAL MEETING

<table>
<thead>
<tr>
<th>Name of Director</th>
<th>Mr. Rajukumar Varma</th>
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<tbody>
<tr>
<td>DOB</td>
<td>07/04/1938</td>
</tr>
<tr>
<td>AGED</td>
<td>81 Years</td>
</tr>
<tr>
<td>Qualification</td>
<td>B.A (HONS)</td>
</tr>
<tr>
<td>Experience</td>
<td>He was director marking in BPCL from June 1993 to August 1995. Their after he was Managing director in Bharat Oman Refineries Ltd from August 1995 to August 1997. Afterwards he was advisory marketing in Reliance Industries Ltd from October 1997 to March 1999. Afterwards he was CEO Marketing &amp; Business Development in Essar Oil Ltd from March 1999 to June 2016. Afterwards he was county head of AG&amp;P philipines from June 2016 to December 2017.</td>
</tr>
<tr>
<td>Directorship In Listed/Other Companies</td>
<td>-</td>
</tr>
<tr>
<td>Shares Held</td>
<td>NIL</td>
</tr>
<tr>
<td>Relationship</td>
<td>NA</td>
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