



## CONFIDENCE PETROLEUM INDIA LTD.

Corp. Office : 404 Satyam Apartment, 8 Wardha Road Dhanoli, Nagpur-440 012  
Ph : 0712-3250318 / 319 Fax No. 0712 - 6612083 / 6631977  
website : [www.confidencepetro.co](http://www.confidencepetro.co) / [www.confidencecylinders.co](http://www.confidencecylinders.co)

### NOTICE OF TWENTY FIRST ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty First Annual General Meeting of the Members of CONFIDENCE PETROLEUM INDIA LIMITED, will be held on Wednesday, the 30th day of September 2015 at 2.30 P.M. at First Floor, Sita Estate, Vashi Naka, Mahul Road, Next To RCF Police Station, Chembur, Mumbai - 400074 to transact the following businesses

#### **Ordinary Business:**

1. To receive, consider and adopt the audited Balance Sheet as at 31/03/2015, Statement of Profit & Loss for the year ended on that date and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Elesh Khara (DIN- 01765620) who retires by rotation and being eligible offers himself for re-appointment.
3. To consider reappointment of Auditors in place of M/s. Bhandari & Associates. Chartered Accountants, who retire at the conclusion of the meeting and being eligible offers themselves for re-appointment and to fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139 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 the Rules made thereunder, as amended from time to time, M/S. Bhandari & Associates, Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors' of the company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting, on such remuneration as may be determined by the Board of Directors."

#### **Special Business :**

4. **Appointment of Cost Auditor for the Financial Year 2015-16**  
To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-  
"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, **M/s. Narendra Peshne & Associates.**, Cost Accountants appointed as Cost Auditors of the Company to audit the cost records of the Company for the financial year 2015-16, on such remuneration as may be determined by the Board of Directors"  
  
"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"
5. **Appointment of Mrs. Mansi Deogirkar as an Independent Woman- Director**  
To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:-







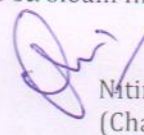
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**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, **Mrs. Mansi Deogirkar (DIN 07269038)**, a non executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (five) consecutive years with effect from 30th September, 2015 up to 29th September, 2020."

Place: Nagpur  
Dated: 03/09/2015

By the order of Board  
Confidence Petroleum India Limited.

 sd/-  
Nitin Khara  
(Chairman)



### 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. The book closure for the purpose of share transfers shall commence from 24/09/2015 to 30/09/2015 (both days inclusive) for annual closing.
3. 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.
4. 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.
5. 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.
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.





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8. Details under clause 49 of the listing agreement with the stock exchange in respect of the directors seeking appointment/re-appointment at the annual general meeting, forms integral part of the notice. The directors have furnished the requisite declarations for their appointment/ re-appointment ,

9. Electronic copy of the annual report for 2014-15 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 Annual Report for 2014- 2015 is being sent in the permitted mode. Complete copy of the annual report for 2014-2015 shall be provided on request to members.

10. Electronic copy of the notice of the 21st annual 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 the 21st annual 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 the 21st annual general meeting and the annual report for 2014-2015 will also be available on the company's website [www.confidencegroup.co](http://www.confidencegroup.co) for their download. The physical copies of the aforesaid documents will also be available at the company's registered office & 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@confidencegroup.co](mailto:cs@confidencegroup.co)

### 12. 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 Twenty First Annual 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 Sunday, 27/09/2015 (9.00 a.m. IST) and ends on Tuesday, 29/09/2015 (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 23/09/2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.







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(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](http://www.evotingindia.com).

(iv) Click on Shareholders.

(v) Now Enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- 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](http://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:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio..</p> <ul style="list-style-type: none"> <li>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).</li> </ul>

(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







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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) **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](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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







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The voting period begins on Sunday, 27/09/2015 (9.00 a.m. IST) and ends on Tuesday, 29/09/2015 (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 23/09/2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In Terms of Clause 35B of the Listing Agreement, the member who do not have access to e-voting are requested to fill in the Physical Ballot form enclosed with the notice and submit the same in sealed envelope to the scrutinizer. Unsigned, incomplete or incorrect ticked forms shall be rejected. The ballot must be received by the Scrutinizer on or before 29/09/2015 (5.00 P.M). The Scrutinizer's decision on the validity of the forms will be final. Member are required to vote only through the electronic system or through ballot and on no other form. In the event the member cast his votes through both the process, the votes in the electronic system would be consider and the ballot vote would be ignored.

Mr. Siddharth Sipani, Practising 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 Annual General Meeting) in a fair and transparent manner.


The Scrutinizer shall within a period not exceeding three working days from the date of close of e-voting unlock the votes in the presence of atleast 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 AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the resolutions.

The results declared alongwith the Scrutinizer's report shall be placed on the Company's website [www.confidencegroup.co](http://www.confidencegroup.co) and on the website of CDSL viz [www.cdslindia.com](http://www.cdslindia.com) within two days of passing of the resolutions at the AGM of the Company and communicated to BSE.

Place: Nagpur  
Dated: 03/09/2015

By the order of Board  
Confidence Petroleum India Limited

sd/-  
Nitin Khara  
(Chairman)



### ANNEXURE TO THE NOTICE

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

#### Item No. 4

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company. On the recommendation of the Audit Committee, the Board has, considered and





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approved the appointment of **M/s. Narendra Peshne & Associates.,** Cost Accountants as the cost auditor for the financial year 2015-16 on such remuneration as may be determined by the Board of Directors.

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

The Board recommends this resolution for approval of the Members.

### Item No. 5

Mrs. Mansi Deogirkar (DIN-07269038) was appointed as an Additional Independent Woman Director of the Company pursuant to section 149(1) of Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Director) Rules, 2014 & clause 49 of the Listing Agreement by the board of Directors of the company vide their meeting held on 31<sup>st</sup> March, 2015. Mrs. Mansi Deogirkar (DIN-07269038) was appointed as an Additional Independent Woman Director of the Company to hold the office upto the conclusion of ensuring Annual General Meeting and being eligible for appointment thereat. Mrs. Mansi Deogirkar a Commerce Graduate and having vast experience in the field of Human Resource Management & her Knowledge in that field would be beneficial for the company. As per the provisions of Section 149 of the Companies Act, 2013, Mrs. Mansi Deogirkar being eligible and offer herself for appointment as an Independent Woman Director for a term up to 5 consecutive years on the Board of a company. Mrs. Mansi Deogirkar meets the criteria of Independence as provided under Companies Act, 2013 and rule made thereunder.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP, except Mrs. Mansi Deogirkar are interested or concerned in the Resolution concerning his appointment proposed in Item No. 5 of the Notice.

The Board recommends this resolution for approval of the Members.

Place: Nagpur  
Dated: 03/09/2015

By the order of Board  
Confidence Petroleum India Limited.

*Sd/-*  
Nitin Khara  
(Chairman)





# ANNUAL REPORT-2014-15



## CONFIDENCE PETROLEUM INDIA LIMITED

### 21<sup>ST</sup> ANNUAL GENERAL MEETING

Date : Wednesday, September 30th, 2015

Time : 02.30 P.M.

Venue : Gala No. 11-12, First Floor, Sita Estate, Vashi Naka, Mahul Road, Next To RCF Police Station, Chembur, Mumbai – 400074



## CONTENT

<b>01.</b>	<b>GREEN INITIATIVE &amp; FORWARD LOOKING STATEMENT</b>	<b>01</b>
<b>02.</b>	<b>CORPORATE INFORMATION</b>	<b>02</b>
<b>03.</b>	<b>CONFIDENCE IN BRIEF</b>	<b>03</b>
<b>04.</b>	<b>CHAIRMAN'S MESSAGE</b>	<b>05</b>
<b>05.</b>	<b>NOTICE AND EXPLANATORY STATEMENT</b>	<b>07</b>
<b>06.</b>	<b>DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT</b>	<b>12</b>
<b>07.</b>	<b>DIRECTORS' REPORT</b>	<b>13</b>
<b>08.</b>	<b>ANNEXURE TO THE DIRECTORS' REPORT</b>	<b>18</b>
<b>09.</b>	<b>CEO CERTIFICATION UNDER CLAUSE-49 OF LISTING AGREEMENT</b>	<b>36</b>
<b>10.</b>	<b>DECLARATION BY THE MANAGING DIRECTOR UNDER CLAUSE 49</b>	<b>37</b>
<b>11.</b>	<b>AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE</b>	<b>37</b>
<b>12.</b>	<b>AOC-1( FINANCIAL STATEMENT OF SUBSIDIARIES)</b>	<b>38</b>
<b>13.</b>	<b>INDEPENDENT AUDIT REPORT (STANDALONE)</b>	<b>39</b>
<b>14.</b>	<b>STANDALONE FINANCIAL STATEMENT</b>	<b>43</b>
<b>15.</b>	<b>CONSOLIDATED FINANCIAL STATEMENT</b>	<b>61</b>
<b>16.</b>	<b>PROXY FORM</b>	<b>75</b>
<b>17</b>	<b>ATTENDANCE SLIP</b>	<b>76</b>



### **Green Initiative**

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses with M/s Adroit Corporate Services Private Limited.

### **Forward looking statement**

We have disclosed certain forward-looking information in this annual report to enable investors about the future prospects of the company and to take informed investment decisions. The forward-looking statements are based on management's current expectations and assumptions regarding the Company's business and performance, the economy and other future conditions and forecasts of future events, circumstances and results. As with any projection or forecast, forward-looking statements are inherently susceptible to uncertainty and changes in circumstances. The Company's actual results may vary materially from those expressed or implied in its forward-looking statements. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.