



ANNUAL REPORT 2016-17



CONFIDENCE PETROLEUM INDIA LIMITED

23RD ANNUAL GENERAL MEETING

Date : Friday, September 29th, 2017

Time : 01.00 P.M.

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



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CORPORATE INFORMATION**BOARD OF DIRECTORS:**

Nitin Punamchand Khara
Chairman, Managing Director, CEO

Elesh Punamchand Khara
Executive Director, Chief Financial Officer

Mansi Manoj Deogirkar
Independent Director

Ashish Jagdish Bilakhiya
Independent Director

Sumant Jayantilal Sutaria
Independent Director

Jigar Vijaykumar Vora
Non- Executive, Non-Independent Director
[Resigned on: 14th February, 2017]

**COMPANY SECRETARY &
COMPLIANCE OFFICER**
Karishma Jaisingh

AUDITORS

M/s. Akhil Rathi & Co. Nagpur
M/s. Ganesh Adukia & Associates, Mumbai

COST AUDITORS

M/s. Narendra Peshne & Associates

SECRETARIAL AUDITORS

M/s. Siddharth Sipani & Associates, Nagpur

REGISTRAR & SHARE TRANSFER AGENTS

Adroit Corporate Services Private Limited

17-20, Jafferbhoy Ind. Estate, 1st Floor,
Makwana Road, Marol Naka, Andheri (E),
Mumbai 400059 (M.S.)
Tel: +91 (0) 22 42270400, +91 (0)22 42270423

REGISTERED OFFICE:

B-13, Prabhu Kripa Society,
Nanda Patkar Road, Near Telephone
Exchange, Vile Parle (East),
Mumbai-400057

Tel: 0712-3250318 / 3250319,

Email: info@confidencepetro.com

Website: www.confidencegroup.co

CIN: L40200MH1994PLC079766

CORPORATE OFFICE:

404, Satyam Apartment, 8 Wardha
Road, Dhantoli, Nagpur-440012 (M.S.)

Audit Committee

Ashish Bilakhiya - Chairman
Elesh Khara - Member
Sumant Sutaria - Member

Nomination & Remuneration Committee

Sumant Sutaria - Chairman
Mansi Deogirkar - Member
Ashish Bilakhiya - Member
Jigar Vora (Resigned on 14th February, 2017)

Stakeholders' Relationship Committee

Ashish Bilakhiya - Chairman
Mansi Deogirkar - Member
Nitin Khara - Member
Jigar Vora (Resigned on 14th February, 2017)

Management Committee

Nitin Khara - Chairman
Elesh Khara - Member
Mansi Deogirkar - Member
Jigar Vora (Resigned on 14th February, 2017)

BANKERS

ICICI BANK LIMITED

AXIS BANK LIMITED

BANK OF INDIA

HINDUJA LEYLAND FINANCE LIMITED

THE SHAMRAO VITHAL CO-OP. BANK LTD.

Dear Shareholders,

It is with great pride and immense pleasure that I present to you the 23rd Annual Report on the performance of your company for the year 2016-17.



I am both delighted and honored to address you on behalf of the Board of Directors as this was a year of continuous transformation towards higher performance of your company by creating value for customers. The company scaled new peaks in terms of profitability, market sales and return to shareholders. The profit after tax for the year on **Standalone basis crossed Rs. 500 lacs**. Despite various government norms and economical conditions during the year, your Company- Confidence Petroleum India Limited has delivered excellent performance and it is my immense pleasure to share the stellar performance of your Company for the Financial Year 2016-17.

Confidence Petroleum India Limited has evolved from manufacturing LPG cylinders to becoming India's one of the largest LPG bottling provider PSU's (HPCL, BPCL, IOCL, etc..) and is now aggressively expanding its growing auto LPG dispensing stations (ALDS) business. Confidence Petroleum's "Go Gas" Auto LPG Retail Chain is one of the largest Standalone Chain in India.

Confidence Group is one of the emerging organizations in the field of auto LPG in India. With 110 Stations spread across Karnataka, Maharashtra, Andhra Pradesh, Gujarat, Rajasthan, Chandigarh, West Bengal, Tamil Nadu, and Dealer owned operations in Uttar Pradesh. Confidence Petroleum's packed LPG marketing is now present in Maharashtra, Andhra Pradesh, Telangana, TamilNadu, Chhattisgarh, Madhya Pradesh, Gujarat, West Bengal, Jharkhand, Rajasthan, Goa, Karnataka with a brand name Go gas.

The year gone by was challenging for the Global Oil and Gas Industry, oil deficit woes in the Gulf, low crude oil prices, interplay between economic, political and social forces and advent of digital technologies to drive down costs your Company's resilient efforts like installation of LPG Plants coupled with strategic and judicious expansion of network helped us leverage the opportunity of increased demand and increase our sales by about 38% in 2016-17 on standalone basis. In support of Digitalisation initiative of Government of India, the company has covered nearly 70 pumps with swipe machine and PayTM.

Your Company is in a continuous enhancement mode in productivity and capitalizing on the opportunities available. I am delighted to inform that Confidence Petroleum India Limited, in line with global advancements is also ushering towards growth and notable improvements in productivity thus paving way for future growth prospects. With the Company establishing its presence overseas and diversifying its business operations in the LPG division and ALDS division nationally, we believe the Company will be growing substantially and making a mark over the ALDS industry as a prominent leader in the years to follow.

Our customers, employees, business associates and shareholders have always been a source of strength and I thank them for their continued trust and support. On behalf of the entire Board, I deeply appreciate all our employees for their diligence and co-operation and thank my Board colleagues for their valuable guidance and active support. We look forward to your continued support for our shared success.

Yours Sincerely,
Nitin Khara
Chairman & Managing Director

NOTICE OF TWENTY THIRD ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twenty Third (23rd)** Annual General Meeting of the Members of **CONFIDENCE PETROLEUM INDIA LIMITED**, (CIN: L40200MH1994PLC079766) will be held on **Friday, the 29th day of September 2017 at 01.00 P.M.** at **Gala No. 11-12, First Floor, Sita Estate, Vashi Naka, Mahul Road, Next To RCF Police Station, Chembur, Mumbai - 400074** to transact the following businesses :-

ORDINARY BUSINESS:**Item No. 1 – Adoption of Financial Statements:**

To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the Reports of the Board of Directors and the Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the Report of the Auditors thereon.

Item No. 2 – Re-appointment of Director retiring by rotation:

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

Item No. 3–Ratification of appointment of Auditors:

To ratify the appointment of Auditors of the Company who were appointed at the 22nd Annual General Meeting for 5 years and are eligible for re-appointment. The Company wants to ratify their appointment and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditor) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof), the appointment of **M/s. Akhil Rath & Co., Chartered Accountants** (Registration no. 136954W), and **M/s. Ganesh Adukia and Associates, Chartered Accountants** (Registration no. 142238W), has been approved in the 22nd Annual General Meeting until the conclusion of 27th Annual General Meeting be and is hereby ratified in this Annual General Meeting for the Financial Year 2016-17 till the conclusion of next Annual General Meeting at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee.”

SPECIAL BUSINESS:**Item No. 4–Re-appointment of Cost Auditor for the Financial Year 2017-18**

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** be and are hereby re-appointed as Cost Auditors of the Company to audit the cost records of the Company for the financial year 2017-18, 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.”

Place: Nagpur
Dated: 02/09/2017

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 **23/09/2017 to 29/09/2017(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.
- 8 Details under the applicable provisions of SEBI Listing Regulations with the stock exchange in respect of the directors seeking appointment/re-appointment at the annual general meeting, forms an integral part of the notice. The directors seeking reappointment have furnished the requisite declarations for their re-appointment as Directors.
9. Electronic copy of the annual report for 2016-17 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 2016- 2017 is being sent in the permitted mode. Complete copy of the annual report for 2016-2017 shall be provided on request to members.

10. Electronic copy of the notice of the 23rd 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 23rd 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 23rd Annual General Meeting and the Annual Report for 2016-17 will also be 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@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 Third 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 **Tuesday, 26th September, 2017 (9.00 A.M. IST)** and ends on **Thursday, 28th September, 2017 (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 22nd September, 2017** 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:

	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"> 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. 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.
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"> 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) **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.
- (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, 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 **Tuesday, 26th September, 2017 (9.00 a.m. IST)** and ends on **Thursday, 28th September, 2017 (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 22nd September, 2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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 **28th September, 2017 (5.00 P.M)**. The Scrutinizer’s decision on the validity of the forms will be final. Members 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, 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 Annual 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 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 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 AGM of the Company and communicated to BSE.

Place: Nagpur
Dated: 02/09/2017

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 approved the re-appointment of **M/s Narendra Peshne & Associates**, Cost Accountants as the cost auditor for the financial year 2017-18 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.

Place: Nagpur
Dated: 02/09/2017

By the order of Board
Confidence Petroleum India Limited
SD/-
Nitin Khara
(Chairman)

PARTICULARS OF DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED AT THE 23RD ANNUAL GENERAL MEETING

Name of Director	Elesh Punamchand Khara
DIN	01765620
DOB	06/06/1967
Date of Appointment	20/02/2004
Qualification	B.COM
Experience	15 Years
Directorship	15
Shares Held	9567208