



# CONTINENTAL PETROLEUMS LIMITED

Regd. Office : A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, JAIPUR - 302 005 Rajasthan (INDIA)  
Phone: +91-141-222 2232 Email : conpetco@gmail.com  
CIN No. : L23201RJ1986PLC003704 GSTN : 08AAACC7033L1ZM

# Contol

Lubricants-Accelerating Performance

www.contol.in  
www.conpetco.com

Date: 06.09.2022

To,  
The Manager (Department of Corporate Affairs)  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400001

Ref: Scrip Code: 523232 Security ID: CONTPTR

**Sub: Notice of 36th Annual General Meeting along with Annual Report of CONTINENTAL PETROLEUMS LIMITED ("the Company") for the Financial Year 2021-2022.**

Respected Sir/ Madam,

The 36th Annual General Meeting ("AGM") of the Company will be held on **Friday, 30th September, 2022 at 03.00 P.M.** through Video Conference / Other Audio-Visual Means in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 34(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the financial year 2021-22 which is being sent through electronic mode to the Members.

We would further like to inform that the Company has fixed Friday, 23rd September, 2022 as the cut-off date for the purpose of remote e-voting, for ascertaining the names of the Shareholders holding shares either in physical form or in dematerialized form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted as per the Notice of the AGM and to attend the AGM.

Kindly take the same on your record

Thanking you

Yours faithfully,

For CONTINENTAL PETROLEUMS LIMITED  
CIN: L23201RJ1986PLC003704

(MADAN LAL KHANDELWAL)  
Managing Director  
DIN: 00414717



Encl.: As above



ISO 14001:2015 & 9001:2015 Certified

**2021-2022**

**Annual Report**



**CONTINENTAL PETROLEUMS LIMITED**

# CONTENTS

CORPORATE INFORMATION.....	1
----------------------------	---

LETTER FROM THE CHAIRMAN.....	2-3
-------------------------------	-----

CORPORATE OVERVIEW .....	4-6
--------------------------	-----

## STATUTORY SECTION

BOARD'S REPORT .....	7-14
----------------------	------

CORPORATE GOVERNANCE REPORT .....	15-30
-----------------------------------	-------

ANNEXURES.....	31-44
----------------	-------

MANAGEMENT DISCUSSION AND ANALYSIS.....	45-53
---	-------

NOTICE AND AUDITOR'S CERTIFICATE.....	54-65
---------------------------------------	-------

## FINANCIAL STATEMENT

INDEPENDENT AUDITOR'S REPORT.....	66-76
-----------------------------------	-------

FINANCIAL STATEMENT AND NOTES.....	77-103
------------------------------------	--------



# BOARD OF DIRECTORS

## CORPORATE INFORMATION

- **BOARD OF DIRECTORS**

- Mr. Madan Lal Khandelwal (*Chairman and Managing Director*)
- Mr. Ram Nath Karol (*Independent Director*)
- Mr. Vikrant Khandelwal (*Chief Financial officer and Executive director*)
- Mrs. Radhika Khandelwal (*Non- Executive Director*)
- Mr. Goverdhan Dass Sethi (*Independent Director*)
- Mr. Navneet Khandelwal (*Chief Executive Officer*)
- Mrs. Rekha Sharma (*Independent Director*)
- Mr. Govind Sharan Khandelwal (*Independent Director*)
- Ms. Shefali Bidawatka (*Company Secretary and Compliance officer*)

- **STATUTORY AUDITORS**

Gopal Sharma & Co.,  
G-2, Golden Palace, Plot NP. L-2-A,  
Krishna Marg, C-Scheme,  
Jaipur, Rajasthan- 302001

- **SECRETARIAL AUDITORS**

Mahendra Prakash Khandelwal &  
Company,  
Company Secretaries  
202, Prism Tower, Opp, PHQ Lalkothi,  
Tonk Road, Jaipur, Rajasthan.

- **REGISTERED OFFICE**

A-2, Tilak Marg, Opp Udyog Bhawan,  
C-Scheme, Jaipur, Rajasthan -302005

- **FACTORY PREMISES**

Plot No. A-166 & F-162-165,  
RIICO Indl. Area, Behror-  
Rajasthan 301707 I

- **REGISTRAR & TRANSFER AGENT**

Beetal Financial & Computer Services  
Pvt. Ltd.  
Beetal House, 3rd Floor, 99, Madangir,  
Near Dada Harsukhdas Mandir,  
New Delhi, Delhi-110062

- **BANKERS**

HDFC Bank Limited



## CHAIRMAN'S WORDS

Dear Shareholders,

Greetings!!

I hope you & your loved ones are safe & healthy. It is a great pleasure to connect with you at the end of another eventful financial year 2021-22. We live in a fast-changing times where in more responsive we are to these changes the better prepared we will be for the future. The “Customer first approach” has struck an emotional chord with the customer and stakeholders which will pave the way for the future. Your company adopted austerity measure & saved cost & drove cash flow to deliver healthy balance sheet.

The Company was able to grow the top line & deliver a healthy bottom line. The Company registered improved profit margin by enhancing productivity levels, optimizing costs & improving product mix.

Your Company has also chalked out a plan to de-risk the business by reducing the reliance on a single sector i.e., Automotive & Industrial Sector by entering new segments such as import substitute solvents & chemicals, turn key projects etc.

Your Company has long since build ecological sustainability practices with its operations & ways of working. On behalf of the Board, I convey our gratitude to all the stakeholders, business associate & the Central & State Governments for their co-operation & support. We would like to thank CPL staff for their strong resolve & commitment. Let me express my deepest gratitude to each of our shareholders.

Our customer-centric approach, future ready strategies and adherence to the core values of Quality Endurance and Passion led us to post our performance so far. The Government “Make in India” & “Vocal for Local” policy aims to make India a global manufacturing hub in which we are taking steps to contribute our best possible.

The continuous fluctuation in the Global Crude Oil Prices & US Dollar fluctuations has resulted in increase in prices of base oils, other petroleum products etc., however we have tried our best to maintain optimal stock level of base oils & optimal usage of available storage tank space.

The Company reported a resilient financial performance for the FY 2021-22 with the revenue from operations improving by 21.62 % at INR 121.21 Cr. approx. against the previous year. The topline of your company has gone up by 1.22 times on year-to-year basis and which led to increase in Net Profit after tax by 1.51 times on year-to-year basis. EPS (Basic and diluted) for the FY 2021-22 is 7.32 (on a Face Value per/share Rs.5.00- Split Date 28<sup>th</sup> September 2020) compared to FY 2020-21 was 4.01 (on a Face Value per /share Rs.5.00). We have expanded our customer base in the bulk sales, manufacturing segment through Industrial Lubricants which include Metalworking, Rubber Process Oils & specialty lubricants through a value selling approach.

Common Treatment Disposal /Incineration Facility (CTDF) project has been modernized & capacity has been expanded from 4500 MTA to 6030 MTA for various Industrial waste feeds viz. Solid, Liquid and Aqueous Wastes after obtaining Environmental Clearances from the Ministry of Environment & Forest. Business revenues has contributed not only from Rajasthan, also from our neighboring state Haryana for



which we have obtained the requisite permission. “Clean and Green Policy” forms an integral part of the Company’s culture & operations.

We have invested in the high precision quality control and product development laboratory to meet global standards & OEM expectation. We hope to get the laboratory NABL accreditation. We remain highly enthusiastic to tap into the awaiting opportunities and continuously look out for newer business avenues.

Through all these efforts we are committed to prepare your Company for the future and deliver sustainable value for our various stakeholders & shareholders. We extend our gratitude to B2B customers, distribution partners, suppliers, bankers and our supportive fraternity of shareholders for their continuous trust and support. We continue to rely on your whole -hearted support as we pledge to drive your company to a future with high performance and success.

I look forward to your continued trust confidence & support.

I welcome you all to this virtual AGM.

With my best wishes.

**Madan Lal Khandelwal**

# Corporate Overview

## Vision

- **Performance Driven:-**To strive to deliver superior products in the most efficient & effective manner.
- **Simplicity & Humility:-**To maintain a friendly attitude with all stakeholders & follow the belief of building business by Trust, Reliability & Values on a long term vision.

To be a leading Domestic & Global player in the field of Petroleum Specialty & Performance Products business . Grow by implementation of meaningful customer value proposition combined with innovative product development & technical solution. Enhancing our manufacturing infrastructure, marketing & sales research.

### A. :General Information about the Company

QUESTION	INFORMATION / REFERENCE SECTION
Corporate Identity Number(CIN) of the Company	L23201RJ1986PLC003704
Name of the Company	CONTINENTALPETROLEUMSLIMITED
Registered address	A-2,OPP.UDOYG BHAWAN,TILAK MARG,C-SCHEME,JAIPURRAJASTHAN302005INDIA
Website	www.contol.in
E-mail id	cs.conpetco@gmail.com
Financial Year reported	1 <sup>st</sup> April, 2021 to 31 <sup>st</sup> March, 2022
Sector(s)that the Company is engaged in	Production of Lubricating Oils, Greases, Specialty Oils, SBP-Solvents, Transformer Oils, Fuels & Other products from Petroleum or bitumen Minerals. Common Treatment & Disposal/Incineration Facility (CTDF) services. Project Services Rural Electrification.
List three key products/services that the Company manufactures/ provides (as in balance sheet)	Production of Lubricating Oils, Greases, Specialty Oils, SBP-Solvents, Transformer Oils, Fuels & OtherproductsfromPetroleumorbitumenMinerals.Co mmonTreatment&Disposal/Incineration Facility (CTDF)services. Project Services Rural Electrification.
Markets served by the Company Local/State/National/International	National & International



B. Financial Details of the Company

QUESTION	INFORMATION/REFERENCE SECTION
Paid up Capital(INR)	2,78,03,120
Total Turnover(INR)	121,21,46,317
Total profit after taxes(INR)	4,07,24,008

C. Other Details

QUESTION	INFORMATION
Does the Company have any Subsidiary Company/Companies?	No
Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	No
Do any other entity/entities(e.g., suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	No

D. Directors Information

QUESTION	INFORMATION
<ul style="list-style-type: none"><li>Details of Directors of the Company</li></ul>	<ul style="list-style-type: none"><li>DIN Number-00414717</li><li>Name-Mr. Madan Lal Khandelwal</li><li>Designation-Chairman and Managing Director</li></ul>
	<ul style="list-style-type: none"><li>DIN Number-00414678</li><li>Name-Mrs. Radhika Khandelwal</li><li>Designation-Non-Independent Director</li></ul>
	<ul style="list-style-type: none"><li>DIN Number-00414741</li><li>Name-Mr. Ram Nath Karol</li><li>Designation-Independent Director</li></ul>
	<ul style="list-style-type: none"><li>DIN Number-01216222</li><li>Name-Mr. Goverdhan Dass Sethi</li><li>Designation-Independent Director</li></ul>
	<ul style="list-style-type: none"><li>DIN Number- 00414636</li><li>Name-Mr. Navneet Khandelwal</li><li>Designation-Director</li></ul>
	<ul style="list-style-type: none"><li>DIN Number- 01914756</li><li>Name-Mr. Vikrant Khandelwal</li><li>Designation-CFO and Director</li></ul>
	<ul style="list-style-type: none"><li>DIN Number- 09260368</li><li>Name-Mrs. Rekha Sharma</li><li>Designation- Independent Director</li></ul>
	<ul style="list-style-type: none"><li>DIN Number- 09519474</li><li>Name-Mr. Govind Sharan Khandelwal</li><li>Designation- Independent Director</li></ul>

E. Financial Summary

View in (Rs. Million)

Particulars	March	March	March	March	March
	2022	2021	2020	2019	2018
Revenue	115.46	86.58	31.21	35.04	55.54
Other Income	6.16	13.44	11.41	14.86	0.00
Total Income	121.62	100.03	42.61	49.89	55.54
Expenditure	-115.35	-96.59	-40.41	-48.49	-53.83
Interest	-1.03	-0.51	-1.17	-2.04	-0.75
PBDT	5.24	3.44	2.21	1.40	1.71
Depreciation	-0.45	-0.27	-0.30	-0.34	-0.31
PBT	4.79	3.17	1.91	1.06	1.41
Tax	-0.72	-0.92	-0.56	-0.34	-0.46
Net Profit	4.07	2.25	1.35	0.72	0.94
Equity Shares	5.56	5.56	2.78	2.78	2.78
EPS	8.26	4.52	5.48	2.90	3.83
CEPS	8.53	5.04	3.79	3.79	4.51
OPM %	4.54%	3.97%	3.99%	3.99%	3.09%
NPM %	3.53%	2.60%	4.33%	2.04%	1.70%

## DIRECTOR'S REPORT

To  
The Members,  
**CONTINENTAL PETROLEUMS LIMITED**

The Directors take pleasure in presenting their 36th Report and Audited Financial Statements of the Company for the financial year 2021-22. Management Discussion and Analysis has also been incorporated into this report.

### 1. Financial Performance: -

**Financial Result: (FIG IN Rs. Lac)**

PARTICULARS	Year Ended 31March, 2022	Year Ended 31March, 2021
Business Income	12 121.46	9 967.13
Other Income	40.65	35.52
Total Income	12 162.12	10 002.65
Profit/(Loss) before Interest, Depreciation and Tax	639.99	424.02
Less: Interest (finance cost) Depreciation	161.22	106.88
Profit/(Loss) before tax	478.77	317.14
Exceptional Item	.00	2.17
Less: Current Tax Deferred Tax	71.53	92.11
Profit/(Loss) for the period	407.24	222.86

Notes: The above figures are extracted from the standalone financial statements prepared in compliance with the Indian Accounting Standards (Ind AS) and comply with all aspects of the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015 (amended)] and other relevant provisions of the Act.

### 2. Financial Performance

During the year under review the Company has generated Rs.121,21,46,317/-as revenue from operations against Rs. 99,67,13,203/- in the previous year. The profit After Tax (PAT) attributable to shareholders for financial year ended 31<sup>st</sup> March,2022isRs.4,07,24,008/-as against net profit of Rs. 2,22,86,034/-in the previous year.

### 3. State of Company's Affairs

Information on Companies operations is given in the Management Discussion & Analysis Report forming part of this Report.

### 4. Material Changes and Commitments Affecting the Financial Position of the Company:

There have been no material changes and commitments which have occurred after the close of the year till the date of this report, affecting the financial position of the Company.

### 5. Change in Nature of Business

There is no change in the nature of business during the financial year 2021-22.

### 6. Subsidiary/Associate/Joint Venture Company:

During the reporting period no Company has become or ceased to be a subsidiary/joint venture or associate.

### 7. Dividend

Your directors do not recommend any dividend for the financial year ended on 31<sup>st</sup> March, 2022.

### 8. Reserves:

During the period under review no amount has been transferred to any reserves.

## **9. Deposits:**

During the reporting period the Company has not accepted any deposit falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

## **10. Share Capital:**

The Company has 5560624 Equity Shares of Rs. 5 each amounting to Rs.27,803,120/-during the year under review; the Company has not issued any shares or any convertible instruments.

The Company has only one class of Equity Share having a par value of Rs. 5/-. Each holder of share is entitled to one vote per share with same rights.

## **11. Directors Responsibility Statement:**

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company, to the best of their knowledge and belief and according to the information and explanations obtained by them, state that:

- a. In the preparation of the annual accounts for the year ended 31st March, 2022, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. They have selected such accounting policies, judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- c. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The annual accounts have been prepared on a going concern basis.
- e. Necessary internal financial controls have been laid down by the Company and the same are commensurate with its size of operations and that they are adequate and were operating effectively; and
- f. That proper system was devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **12. Details in respect of adequacy of Internal Financial Control with reference to the Financial Statements:**

The Company has adequate internal controls and processors in place with respect to its financial statements which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. The Company has a mechanism of testing the controls at regular intervals for their design and operating effectiveness to ascertain the reliability and authenticity of financial information.

## **13. Corporate Social Responsibility (CSR):**

As the company does not fall under the criteria specified under section 135 (Corporate Social Responsibility) of the Companies Act, 2013, hence section 135 and rules made thereunder and disclosure required to made pursuant to said provisions are not applicable to the company.

## **14. Significant and Material Orders:**

No significant or material order has been passed by the Regulators/Courts or Tribunals which can impact the going concern status and Company's operation in future on achievements of operational and strategic goals, compliance with policies, procedures applicable laws and regulations, and all assets and resources are acquired economically, used efficiently and adequately protected.

## **15. Corporate Governance:**

Your Company is committed to maintaining high standards of Corporate Governance and adhering to Corporate Governance requirements set out by the Securities and Exchange Board of India (SEBI). Your Company believes that Corporate Governance is application of the best management practices, compliance of law in true "letter and spirit" and adherence to an ethical standard for effective management and distribution of wealth and discharge of social responsibility for sustainable development to fall stakeholders.

A section on Corporate Governance along with a certificate from the Auditors confirming compliance of conditions of Corporate Governance as stipulated under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed and forms part of the Directors' Report.

#### **16. CEO/CFO Certification:**

In accordance with the Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to corporate governance norms, Mr. Madan Lal Khandelwal, Managing Director and Mr. Vikrant Khandelwal, Chief Financial Officer, certified, inter-alia, on review of financial statements and establishing and maintaining internal controls for the financial reporting for the year ended March 31, 2022. The said certificate forms an integral part of the Annual Report.

#### **17. Management Discussion & Analysis Report:**

A detailed review of operations, performance and future outlook of the Company and its business is given under the Management Discussion and Analysis Report which forms an integral part of this Report and is set out as a separate section to this Annual Report.

#### **18. Corporate Governance Report**

Your directors reaffirm their continued commitment to good corporate governance practices. During the year under review, Company was in compliance with the provisions relating to corporate governance as provided under the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). The compliance report is provided in the Corporate Governance section of this Annual Report. The Auditor's Certificate on Corporate Governance is enclosed at **Annexure - 1**.

#### **19. Internal Auditor:**

**M/s Ajay Khandelwal & Associates** were appointed as an Internal Auditor of the Company for the financial year 2021-22 under the provisions of Companies Act, 2013 and it has completed the Internal Audit as per the scope defined by the Audit Committee.

#### **20. Vigil Mechanism**

In Accordance of Section 177 of the Companies Act, 2013 the Company has constituted a Whistle Blower policy/ Vigil Mechanism to establish a vigil mechanism for the Directors and employees to report genuine concerns in such manner as may be prescribed and to report to the management instances of unethical behavior, actual or suspected fraud or violation of Company's code of conduct. The Whistle Blower Policy may be accessed on the website of the Company at [www.contol.in](http://www.contol.in)

#### **21. Risk Management:**

The Company has implemented an integrated risk management approach through which it reviews and assesses significant risk on a regular basis to ensure that there is a robust system of risk controls and mitigation in place. Senior management periodically reviews the risk management. The management is however, of the view that no risk element is identified which in opinion of the Board may threaten the existence of the Company.

#### **22. Auditors:**

##### **a) Statutory Auditors**

**M/s Gopal Sharma & Co (FRN: 002803C)**, Chartered Accountant who are the Statutory Auditors of the Company, shall hold office till the conclusion of ensuing Annual General Meeting. They have given their report on the Annual Financial Statements for Financial year 2021-22. The Audit Report does not contain any qualification, reservation or adverse remark. As per the provisions of section 139 of the Companies Act, 2013 the term of office of M/s Gopal Sharma & Co. as statutory auditors of the Company will conclude with effect from the conclusion of the ensuing AGM of member of the Company.

The Board on recommendation of Audit Committee, recommended for the approval of the members, the appointment of **RP Khandelwal & Associates (FRN:001795C)**, Chartered Accountants, as the statutory auditors of the Company for a period of 5 years from the conclusion of the ensuing 36<sup>th</sup> AGM till the conclusion of the 41<sup>st</sup> AGM to be held in calendar year 2027.

**b) Auditors Report:**

The observations made by the Auditors in their report read with relevant notes as given in the Notes on Accounts annexed to the Accounts, are self-explanatory and thereof do not call for any further comments under Section 134(3)(f) of the Companies Act, 2013.

The Auditors of the Company have not raised any queries or made any qualification on the Accounts adopted by the Board which were then audited by them.

**c) Secretarial Auditor:**

The Board has appointed **M/s MKGP & Associates**, Practicing Company Secretaries, to carry out the Secretarial Audit of the Company under the provisions of Section 204 of the Companies Act, 2013.

**d) Secretarial Audit Report:**

The Report of Secretarial Auditor is annexed with this report as **Annexure-2**.

In connection with the Auditor's observation in the report, it is clarified by the Board of Directors as under:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Explanations or comments by the Board on every observations/ Remarks of the Practicing Company Secretary
1	Regulation 17(1) Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director for the quarter ended December 2021	Listed entity failed to appoint Woman director on time	The Company has failed to appoint Woman director on time although non compliances have been rectified w. e f 24.02.2022.
2	Regulation 17(1A) Non-compliance with the requirements pertaining to appointment or continuation of non- executive director who has attained the age of seventy-five years for the quarter ended December 2021	Listed Company failed to comply	The Company failed to comply although non compliances have been rectified w. e f 24.02.2022.
3	<b>Regulation 46 (3)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</b>  The listed entity shall update any change in the content of its website within two working days from the date of such change in content.	Listed Company has not updated its website	Listed Entity is under process of updating its website as required under Regulation 46 of (SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015

**23. Disclosure on confirmation with the Secretarial Standards:**

Company has complied with the Secretarial Standards issued by Institute of Companies Secretaries of India (ICSI) on Board Meetings (SS- 1) and General Meetings (SS-2).

**24. Extract of Annual Return:**

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2022 is available on the Company's website at **www.contol.in**

**25. Related Party Transactions:**

Related Party Transactions during the financial year 2021-22 were on arm's length basis and in ordinary course of business. They were all in compliance with the applicable provisions of the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as



amended). All such transactions are placed before the Audit Committee for review/approval. The necessary omnibus approvals have been obtained from Audit Committee wherever required. There were no material Related Party Contracts/ Arrangements/Transactions made by the Company during the year 2021-22 that would have required Shareholders' approval under provisions of Section 188 of the Companies Act, 2013 or of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). The Company has adopted a Related Party Transactions Policy duly approved by the Board, which is uploaded on the Company's website & may be accessed at [www.contol.in](http://www.contol.in)

There was no such transaction entered during the reporting year which could be considered period material and the details pursuant to clause (h) of Section 134(3) of act and Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Form AOC-2 is annexed as **Annexure-3**.

## **26. Human Resources:**

Company values its Human Resources the most. To keep their morale high, Company extends several welfare benefits to the employees and their families by way of comprehensive medical care, education, housing and social security.

## **27. Managing grievances:**

Our Company's Grievance Redressal Mechanisms ensure that all employees can raise issues and concerns as simply as possible. The Whistle Blower Policy provide for reporting in confidence of issues like child labour, etc. During the year, there have been no complaints alleging child labour, forced labour, involuntary labour and discriminatory employment.

Further, as per the Child Labour (Prohibition & Regulation) Act 1986, Company takes due care about child labour and in the management of the Company there is no employee whose age is below 18 years of age.

## **28. Directors/KMP:**

In accordance with the provisions of Companies Act, 2013 Mr. Navneet Khandelwal (DIN:00414636), Director of the Company, is retiring by rotation at ensuing Annual General meeting and being eligible, offers himself for reappointment.

During the period under review:

- Mr. Navneet Khandelwal (DIN:00414636) and Mr. Vikrant Khandelwal (DIN:01914756) were appointed as Directors w.e.f. 29.09.2021
- Ms. Jyoti Khandelwal has resigned from the post of Company Secretary & Compliance Officer w.e.f 31.12.2021.
- Mr. Ashok Kumar was appointed as Additional Director in the category Independent Director w.e.f 31.12.2021 and was ceased from the directorship of the Company w.e.f 24.02.2022.
- Ms. Shefali Bidawakta was appointed as Company Secretary & Compliance Officer w.e.f. 17.01.2022.
- Mr. Govind Sharan Khandelwal and Mrs. Rekha Sharma were appointed as Additional Director in the category Independent Director w.e.f. 24.02.2022 and were regularized in the EOGM held on 20.05.2022.

In accordance with Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), each Independent Director has given a declaration to the Company confirming that he/she meets the criteria of independence as specified under Section 149(6) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

They have also confirmed the compliance of Rule 6 of the Companies (Appointment and Qualification of Directors) Rule, 2014 regarding inclusion of their name in the data bank of Indian Institute of Corporate Affairs (IICA).

The brief profile, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the Director eligible for appointment/re-appointment forms part of the Corporate Governance Report.

## **29. Meetings of Board of Directors:**

During the financial year 2021-2022, the Board of Directors met 9(Nine) times. The details of the Board Meetings and the attendance of the Directors are provided in the Corporate Governance Report which is a part of this report.

## **30. Audit Committee:**

The Audit Committee comprises of three Non-Executive Directors, viz; Ram Nath Karol (DIN:00414741), Mr. Goverdhan Dass Sethi (DIN:01216222) and Mrs. Radhika Khandelwal (DIN:00414678). The Chairman of the Committee is Mr. Ram Nath Karol. The composition and terms of reference of the Audit Committee are in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. The details of Audit Committee Meetings and attendance of Committee Members are provided in the Corporate Governance Report.

## **31. Independent Directors Meeting:**

During the year under reference one meeting of Independent Directors was held on 05th March, 2022 in compliance with the requirement of Schedule IV of the Companies Act, 2013. At the said meeting performance of non-independent Directors, Board as a whole and Chairman of the Company was reviewed.

## **32. Nomination and Remuneration Committee:**

The Nomination & Remuneration Committee comprises of Mr. Ram Nath Karol (DIN:00414741) as Chairman and Mr. Goverdhan Dass Sethi (DIN:01216222) and Mrs. Radhika Khandelwal (DIN: 00414678) as members of the Committee. The details of Nomination & Remuneration Committee Meetings and attendance of Committee Members are provided in the Corporate Governance Report.

## **33. Stakeholders Relationship Committee:**

The Stakeholders Relationship Committee consists of Mrs. Radhika Khandelwal (DIN: 00414678), Non-Executive Director acting as Chairperson of the Committee and Mr. Goverdhan Dass Sethi (DIN:01216222) and Mr. Ram Nath Karol (DIN:00414741), Independent Directors, as members of the Committee. The details of Stakeholders Relationship Committee Meetings and attendance of Committee Members are provided under Corporate Governance Report.

## **34. Policy on directors' appointment and remuneration and other details**

Company firmly believes in nurturing a people friendly environment, which is geared to drive the organization towards high and sustainable growth. Each and every personnel working with Company strives to achieve the Company's vision of being the best in the industry. Its Remuneration Policy is therefore designed to achieve this vision. The policy has been approved by the Board on the recommendation of Nomination cum Remuneration Committee. The policy is applicable to Directors, Key Managerial Personnel (KMP) and other employees.

The directors and KMPs are appointed on the recommendation of Nomination cum Remuneration Committee in terms of Companies Act, 2013. The factors for deciding the Remuneration of working directors, KMPs and senior executives includes, responsibility and profile of Individual, remuneration packages of peer group, accolades and recognition conferred on the individual, performance of the sector in which company operates, overall performance of the Company. The Remuneration Policy can be accessed on the website of the Company at [www.contol.in](http://www.contol.in)

## **35. Familiarization Programme For Independent Directors**

In order to acquaint the new directors with the Company, a detailed presentation is given to them at the time of their appointment which covers their role, duties and responsibilities, Company's strategy, business model, operations, markets, organizational structure, products, etc. A detailed presentation along similar lines is sent to existing Independent Directors every year to keep them apprised of the above details.

As part of Board discussions, presentation on performance of the Company is made to the Board during its meeting(s). Plant visits are also arranged for Independent Directors from time-to time for better understanding of the Company's operations. The details of such familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed at [www.contol.in](http://www.contol.in)

### **36. Particulars Of Employees And Related Disclosures**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided at **Annexure - 4**.

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the top ten employees and employees drawing remuneration in excess of the limits as provided in the said rules are set out in the Board's Report as an addendum thereto.

### **37. Performance Evaluation of Board, Its Committees & Individual Directors**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board carried out annual evaluation of its own performance, performance of its Committees, and evaluation of individual Directors including Independent Directors. The Independent Directors had carried out an annual performance evaluation of non-independent Directors, the Board as a Whole and Chairperson of the Company taking into account the views of Executive and Non-Executive Directors. The Nomination and Remuneration Committee of the Board of Directors evaluated the performance of every Director. The performance is evaluated on the basis of number of Board and Committee meetings attended by individual Director, participation of each director in the affairs of the company, duties performed by each Director and targets achieved by company during the year. The Board/committee/directors found that the evaluation is satisfactory and no observations were raised from the said evaluation in current year as well as in previous year

### **38. Disclosure as per Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013:**

The Company has zero tolerance for sexual harassment at workplace and has a policy on prevention, prohibition and redressal of sexual harassment at workplace in the line of provisions of Sexual Harassment of women at work place (Prevention, Prohibition and Redressal), Act, 2013 and the rules framed there under. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. No complaint of sexual harassment was received during the financial year 2021-22.

### **39. Particulars of loans, guarantees or investments by the company:**

During the period under review the Company did not give any Loans, Guarantee and made Investments under section 186 of the Companies Act, 2013.

### **40. Particulars regarding conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Expenditure:**

The particulars regarding conservation of Energy, Technology Absorption and foreign exchange earnings and expenditure stipulated under section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rule 2014 is annexed as "**Annexure-5**" to the Board's Report.

### **41. Particulars of Fraud Reported By Auditors**

During the period under review, no fraud has been reported by the auditors

### **42. Other Matters:**

- Maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, is not required by the Company and accordingly such accounts and records are not so made and maintained.
- No application made or proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year.

- There was no instance of one-time settlement with any Bank or Financial Institution.

#### **43. Acknowledgement:**

The Board of directors of your Company acknowledges its sincere appreciation for the support extended by various departments of Central and State Government and others. The Board also takes this opportunity to express its deep gratitude for the continuous support received from the Shareholders.

For & on Behalf of Board of Directors

**CONTINENTALPETROLEUMSLIMITED**

Sd/-

**Vikrant Khandelwal**

CFO and Director

DIN:00414717

Sd/-

**Madan Lal Khandelwal**

Chairman & Managing Director

DIN: 01914756

Date: 05.09.2022

Place: Jaipur

## CORPORATE GOVERNANCE REPORT

As shareholders across the globe evince keen interest in the practices and performance of companies, Corporate Governance has emerged on the center stage of the way the corporate world functions. Effective and transparent corporate governance is necessary to maintain public trust and achieve business success. Corporate Governance is about commitment to values and ethical business conduct. It is about how an organization is managed. This includes its corporate and other structures, its culture, policies and the manner in which it deals with various stakeholders.

The Company has initiated the practice of incorporating the Corporate Governance Report in the Annual Report in compliance with SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015. A concerted attempt has been made to bring in transparency and professionalism to ensure ethical standard in business activities while implementing the Corporate Governance Code. The management places on record that the mandatory compliances to constitute various committees as required by SEBI (LODR), Regulations 2015, are in place.

The detailed report on Corporate Governance as per the format prescribed by SEBI and incorporated in SEBI (LODR), Regulations, 2015 as applicable to the Company is set out below:

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company is committed to good corporate governance and has implemented the Corporate Governance norms as prescribed by SEBI. The Company's philosophy of Corporate Governance is based on preserving core values and ethical business conduct which enhances the efficiency of the Board and inculcates a culture of transparency, accountability and integrity across the Company.

### 2. BOARD OF DIRECTORS

The Board of Directors ('the Board') comprises of appropriate mix of Executive and Non-Executive Directors as required under the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') to maintain the independence of the Board and also to maintain an optimal mix of professionalism, knowledge and experience to enable it to discharge its responsibilities. As on date, the Board consists of eight members, one of whom is Executive Director (Chairman), three Non- Executive (Non-Independent) Director including one Women Director and four Independent Directors including one Women Director. The members of the Board are from diverse background having expertise in the fields of law, banking, economics, sustainability, energy conservation, finance & taxation, etc.

The Board is responsible for and committed to sound principles of Corporate Governance in the Company. The Board, along with its committees, provides leadership and guidance to the management and directs and supervises the performance of the Company, thereby, enhancing stakeholders' value. The Board has a fiduciary relationship in ensuring that the rights of all stakeholders are protected. The Board also plays a crucial role in overseeing how the management serves the short and long term interests of stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and Independent Board. For Directors' Profile, please refer the 'Profile of Directors' section in the Annual Report

Attendance of Directors at Board Meetings during the financial year and the last AGM and Number of Directorships/Committee positions of Directors as on 31st March, 2022, were as under:

The details of attendance of each Director at the Board Meetings, last Annual General Meeting, and number of other directorship and membership in the Committees thereof, are as under:

Name of the Director	Category	Designation	No. of Board Meetings held	Attendance Particulars		Number of other Directors hips	Names of Listed Companies in which Director	Number of Committee positions held in other Companies		Inter-se relations hips among other Directors	Number of Shares held as at 31 <sup>st</sup> March, 2022
				Board Meeting	Last AGM			Me mbe r	Chair man		
Mr. Madan Lal Khandelwal  (DIN:00414717)	Chairman Executive Director	ManagingDirector	9	9	Yes	01	01	0	0	Mr. Madan Lal Khandelwal is father of Mr. Navneet Khandelwal and Mr. Vikrant Khandelwal.	265614
Mrs. Radhika Khandelwal (DIN:00414678)	Non-Independent & Non-Executive Director	Director	9	9	Yes	0	0	0	0	Mrs. Radhika Khandelwal is Wife of Sh. Navneet Khandelwal and daughter in law of MD Sh ML Khandelwal	315184
Mr. Ram Nath Karol  (DIN:00414741)	Independent Director	Director	9	9	Yes	0	0	0	0	NA	Nil
Mr. Goverdhan Dass Sethi  (DIN:01216222)	Independent Director	Director	9	9	Yes	0	0	0	0	NA	Nil
Mr. Navneet Khandelwal (DIN:00414636)	Non Independent &Non Executive Director	Director	5	5	No	02	0	0	0	Mr. Navneet Khandelwal is son of Mr. Madan Lal Khandelwal.	467894
Mr. Vikrant Khandelwal (DIN:01914756)	Non Independent &Non Executive Director	Director	5	5	No	01	0	0	0	Mr. Vikrant Khandelwal is son of Mr. Madan Lal Khandelwal.	544528
Mrs. Rekha Sharma (DIN:09260368)	Independent Director	Director	1	1	No	02	0	0	0	NA	Nil



<b>Mr. Govind Sharan Khandelwal</b> (DIN:09519474)	Independent Director	Director	1	1	No	0	0	0	0	NA	Nil
<b>*Mr. Ashok Kumar</b> (DIN:09443909)	Independent Director	Additional Director	2	2	No	0	0	0	0	NA	Nil

*\*Mr. Ashok Kumar (DIN: 09443909) was appointed as an Additional Director (Non- Executive & Independent Director) w.e.f. 31.12.2021 and was ceased from the directorship of the company w.e.f. 24.02.2022 due to his pre-occupation and certain unavoidable circumstances.*

List of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business and sector to function effectively and those actually available with the Board.

The Company's Board comprises qualified members who bring in required skills, competence and expertise which allow them to make effective contribution to the Board and its Committees. The Board members are committed to ensure that the Company is in compliance with the highest standards of corporate governance.

The below summarizes the list of core skills/expertise/competencies identified by the Board of Directors for conducting effectively business of the Company.

- Industry knowledge
- Professional approach
- Financial Expertise
- Leadership acumen

On the basis of the above-mentioned skill matrix, the skills which are currently available with the Board are as under:-

Name of the Director	Industry Knowledge	Professional Approach	Financial Expertise	Leadership Acumen
<b>Mr. Madan Lal Khandelwal</b> (DIN:00414717)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<b>Mrs. Radhika Khandelwal</b> (DIN:00414678)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<b>Mr. Ram Nath Karol</b> (DIN:00414741)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<b>Mr. Goverdhan Dass Sethi</b> (DIN:01216222)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<b>Mr. Navneet Khandelwal</b> (DIN:00414636)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<b>Mr. Vikrant Khandelwal</b> (DIN:01914756)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<b>Mrs. Rekha Sharma</b> (DIN:09260368)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<b>Mr. Govind Sharan Khandelwal</b>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

(DIN:09519474)				
*Mr. Ashok Kumar (DIN:09443909)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

*\*Mr. Ashok Kumar (DIN: 09443909) was appointed as an Additional Director (Non- Executive & Independent Director) w.e.f. 31.12.2021 and was ceased from the directorship of the company w.e.f. 24.02.2022 due to his pre-occupation and certain unavoidable circumstances.*

### 3. AUDIT COMMITTEE

The Audit Committee pursuant to the provisions of Section 177 of the Companies Act, 2013 at the Board level of Company acts as a link between the Auditors, the Management and the Board of Directors and overseas the financial reporting process. The Audit Committee interacts with the Internal Auditors, Statutory Auditors, Secretarial Auditors and reviews and recommends their appointment and remuneration, terms of appointment. The Audit Committee is provided with all necessary assistance and information for enabling them to carry out its function effectively.

#### THE TERMS OF REFERENCES OF THE AUDIT COMMITTEE ARE BROADLY AS UNDER:

- 1) Overseeing of the Company's financial reporting process and the disclosures of its financial information to ensure that the financial statements are correct, sufficient and credible.
- 2) Recommending to the Board, the appointment, re-appointment and, if required, there placement or removal of the Statutory Auditor and the term of appointment with fixation of audit fees.
- 3) Approval of payment to Statutory Auditors for any other services rendered by them.
- 4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - ┆ Matters required to be included in the director's responsibility statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - ┆ Changes, if any, in accounting policies, and practices and reasons for the same;
  - ┆ Major accounting entries involving estimates based on the exercise of judgment by management;
  - ┆ Significant adjustments made in the financial statements arising out of audit findings;
  - ┆ Compliance with listing and other legal requirements relating to financial statements;
  - ┆ Disclosure of any related party transactions.
  - ┆ Modified opinion(s) in the draft audit report.
- 5) Reviewing with the management the quarterly financial statements before submission to the Board for approval.
- 6) Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter
- 7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process
- 8) approval or any subsequent modification of transactions of the listed entity with related parties;
- 9) scrutiny of inter-corporate loans and investments
- 10) valuation of undertakings or assets of the listed entity, wherever it is necessary
- 11) evaluation of internal financial controls and risk management systems;
- 12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

- 14) discussion with internal auditors of any significant findings and follow up there on;
- 15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board
- 16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern
- 17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors
- 18) to review the functioning of the whistle blower mechanism
- 19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- 20) Carrying out any other function as is mentioned in the terms of reference of the audit committee

### COMPOSITION AND ATTENDANCE

The Audit Committee comprises of three Directors viz. Ram Nath Karol (DIN: 00414741), Govardhan Dass Sethi (DIN:01216222) and Radhika Khandelwal (DIN:00414678), with majority being independent. Ram Nath Karol is the Chairman. Two of the members are having experience in finance, law and business. The Statutory Auditors, Internal Auditors and Senior Executives of the Company are invited to attend the meetings of the Committee, whenever necessary. The Company Secretary acts as the Secretary of the Committee.

During the year under review the Audit Committee met 4 times on 30.06.2021, 13.08.2021, 12.11.2021 and 14.02.2022 to deliberate on various matters. The Composition and Attendance of the Audit Committee Meeting is as follows:

Name	Category	Designation	No. of meetings during F.Y.2021-22	
			Held	Attended
Ram Nath Karol (DIN: 00414741)	Non-Executive & Independent Director	Chairman	4	4
Goverdhan Dass Sethi (DIN:01216222)	Non-Executive & Independent Director	Member	4	4
Radhika Khandelwal (DIN:00414678)	Non-Executive Director	Member	4	4

### 4. NOMINATION AND REMUNERATION COMMITTEE:

The terms of reference of the committee inter alia include the following:

- 1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- 2) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- 3) Devising a policy on diversity of Board of Directors;
- 4) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- 5) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- 6) Any other matter as the Board may decide from time to time.

Succession planning for Board of Directors and Senior Management Employees, identifying and selection of candidates for appointment of Directors/Independent Directors based on certain laid down criteria's, identifying potential individuals for appointment of Key Managerial personnel and other senior managerial position and review the performance of the Board of Directors and Senior Management personnel including Key managerial personnel based on certain criteria approved by the Board. While reviewing the performance, the committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talents, remuneration commensurate with the performance of individual and group and also maintains a balance between fixed and incentive pay reflecting both short and long-term objectives of the Company.

**COMPOSITION:**

During the year under review, the Nomination and Remuneration Committee has met 5times on 22.07.2021, 02.09.2021, 21.12.2021, 15.01.2022 and 24.02.2022 during the year. Further, the Composition of the Nomination and Remuneration Committee Meeting is as follows:

Name	Category	No. of meetings during F.Y.2021-22		Designation
		Held	Attend ed	
Ram Nath Karol (DIN: 00414741)	Non-Executive & Independent Director	5	5	Chairman
Goverdhan Dass Sethi (DIN:01216222)	Non-Executive & Independent Director	5	5	Member
Radhika Khandelwal (DIN:00414678)	Non-Executive Director	5	5	Member

**APPOINTMENT, REMUNERATION AND EVALUATION OF DIRECTORS:**

The Board based on recommendations of the Nomination and Remuneration Committee laid down following policies:

- └ **Appointment and removal of Directors, KMP and Senior Management**
  - The NRC will have the responsibility and authority to decide the essential and desirable skills/competencies/Experience/criteria of independence required from the individuals for the office of director, KMP and senior management personnel.
  - The experience required from Directors, KMP and Senior Management personnel.
  - The NRC will review the criteria for the role and define the role specifications for the appointment.
  - The NRC shall review the criteria for the role and define the role specifications for appointment.
  - In case of directors and KMP, in addition to above specifications the NRC shall ensure that the candidate possesses the requisite qualifications and attributes as per Applicable laws.
  - Identifying candidates who are qualified to become Directors, KMP and senior Management personnel.
  - The NRC may assign the responsibility of identifying the candidates for the final interview by the NRC to the following
    - ❖ To the Managing Director/Whole-Time Director and Chairman of NRC in case of selection of directors.
    - ❖ To the Managing Director/Whole-time Director in case of selection of KMP and Senior Managerial Personnel.
    - ❖ The NRC shall identify members of the Board who will interview the candidate recommended to the NRC as above.
  - Upon selection of the candidate, the NRC shall make a recommendation to the Board for appointment of Director/KMP/Senior Management Personnel.
  - The appointment of directors and KMP shall be subject to the compliance of the Act, Clause 49 of listing agreement and Articles of Association.

#### ┘ **Selection of Independent Directors**

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field and who can effectively contribute to the Company's business and policy decisions are considered by NRC for appointment , as an independent Directors on the Board. The committee inter alia , considers qualification , positive attributes , area of experience and number of directorship held in other Companies by such person in accordance with the Company's policy for selection of Directors and determining Director's independence. The Board considers the committee's recommendation, and take appropriate decision. Every Independent Director at the first meeting of the Board in which he participates as Director and thereafter at the first meeting Board in every financial year, gives a declaration that he meets the criteria of independence as provided in the law.

#### ┘ **Term of appointment**

- The term of appointment of Directors shall be governed by provisions of the Companies Act, 2013 and SEBI(LODR) Regulations, 2015.
- The term of KMP (other than the MD) and Senior Management Personnel shall be governed by the prevailing policy of the Company.

#### ┘ **Removal of Director, KMP and Senior Management Personnel**

Removal of Director, KMP and Senior Management personnel may be warranted due to reasons such as disqualification prescribed under applicable laws and/or disciplinary reasons.

#### ┘ **Remuneration of Director, KMP and Senior Managerial Personnel**

- The remuneration payable to managing Director shall be determined by the NRC and recommended to the Board for approval. Such remuneration is further subject to approval of shareholders as per applicable provisions of the Act.
- Remuneration payable to Non-Executive Directors: Only the sitting fee will be paid to Non-Executive Directors which shall be determined by NRC.
- Remuneration to KMP and Senior Managerial personnel: The NRC will approve policy for remuneration payable to KMP and senior managerial personnel. The NRC will approve remuneration payable to KMP and Senior Managerial Personnel which will finally be approved by Board.

#### ┘ **Performance Evaluation of Board, Committees and Directors**

- Board is committed to assessing its own performance as Board is to identify its strength and areas in which it may improve its functioning.
- NRC is responsible for carrying out evaluation of every Director's performance and the NRC will frame criteria for the same.
- The evaluation of Board and Chairman will be reviewed by Independent Directors at their meeting.
- The directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholders Grievance Committee.
- The Performance of the Board is evaluated by each individual Director as well as collectively by the Board on the Annual Basis towards the end of the Financial Year.
- The Board performance is evaluated on the basis of number of Board and Committee meetings attended by individual director, participation of director in the affairs of the Company, duties performed by each director and targets achieved by Company during the year.
- Performance of Independent Directors is evaluated based on objectivity and constructiveness while exercising duties, providing independent Judgment and risk management etc.
- The criteria for performance evaluation cover the areas such as Qualifications,

experience, knowledge and competency, fulfillment of functions, ability to function as a team, imitative, availability and attendance, commitment, integrity, preparedness for the meeting, staying updated on developments, active participation at the meetings.

└ **Diversity of Board of Directors**

NRC will ensure the diversity of Board of Directors is in order with the requirement of size of the Company. Further, NRC will ensure scope of work of Directors in the Company and portfolios which are going to be allocated to them shall be based on diverse experience of Directors.

└ **Remuneration of Non-Executive/Executive Directors:**

All decisions relating to the remuneration of the Directors were taken by the Board of Directors of the Company and in accordance with the Shareholders' approval wherever necessary.

Details for remuneration paid/to be paid to the Directors for the year under review are as under:

Name of the Director	Business relationship with the Company	Salary, benefits, bonus etc paid during the year 2021-22	Commission due/paid/payablefor r2021-22	Sitting fess(for Board and its Committees)
Madan Lal Khandelwal	Chairman& Managing Director	12,00,000	--	--
Radhika Khandelwal	Non-Executive Director	--	--	--
Ram Nath Karol	Independent Director	--	--	--
Goverdhan Dass Sethi	Independent Director	--	--	--

5. **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

Stakeholders Relationship Committee comprises of three Directors namely Radhika Khandelwal (DIN:00414678) (Chairperson of the Committee), Goverdhan Dass Sethi (DIN:01216222) and Ram Nath Karol (DIN: 00414741).

The Committee administers transfer and transmission of shares, Issue of duplicate certificates, change of status of members, change of name, transposition, sub-division of share certificates, consolidation of shares, dematerialization/of shares and resolves the grievances of various security holders of the Company. Committee meets time to time as per its requirements. The Committee facilitates prompt and effective redressal of stakeholder/investors complaints.

- Number of complaints received-NIL
- Number of complaints solved to the satisfaction of shareholders-NIL
- Number of pending share transfers- NIL
- As at 31st March, 2022 no shares were pending for transfer.

6. **SHARE TRANSFER COMMITTEE:**

Share Transfer Committee hereby constituted to carry on the below mentioned duties:

- To approve transfer/transmission of shares both in physical and electronic form.
- To sub-divide, consolidate and issue share certificates as recommended by Registrar and Share Transfer Agent.
- To authorize affixation of common seal of the Company.
- To issue Share certificates in place of those which are damaged or in which the pages are completely exhausted provided the original certificates are surrendered to the Company as recommended by the



Registrar and Share Transfer Committee.

No Share Transfer Committee meeting held during the F.Y 2021-22.

Name	Category	Designation	No. of meetings during F.Y.	
			2021-22	
			Held	Attend ed
Ram Nath Karol (DIN: 00414741)	Non-Executive & Independent Director	Chairman	0	0
Goverdhan Dass Sethi (DIN:01216222)	Non-Executive & Independent Director	Member	0	0
Radhika Khandelwal (DIN:00414678)	Non-Executive Director	Member	0	0

GENERAL BODY MEETINGS

The last three Annual General Meetings of the Company were held asunder:

Financial Year	Date	Time	Venue
2020-21	29 <sup>th</sup> September,2021	02:00 P.M.	A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur, Rajasthan-302005
2019-20	28 <sup>th</sup> September2020	03:00P.M.	A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur, Rajasthan-302005
2018-19	26 <sup>th</sup> September2019	01:00P.M.	A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur, Rajasthan-302005

Summary of Special Resolutions passed at last three AGM are as under:

Date of AGM	Particulars of Special Resolutions Passed
29 <sup>th</sup> September, 2021	NA
28 <sup>th</sup> September, 2020	NA
26 <sup>th</sup> September, 2019	Re-appointment of Mr. Madan Lal Khandelwal (DIN: 00414717) as Managing Director. Re-appointment of Mr. Goverdhan Dass Sethi (DIN:01216222) as an Independent Director of the Company for a second term. Re-appointment of Mr. Ram Nath Karol(DIN:00414741) as an Independent Director of the Company for a second term.

- No Extraordinary General Meeting was held during the year 2021-22.
- There was no resolution passed by the shareholders through postal ballot in the financial year 2021-22.

**MEETING OF INDEPENDENT DIRECTORS**

As required under the provisions of section 149(8) read with Schedule IV (“Code for Independent Directors”) of the Act and Regulation 25 sub regulation 3 of the Listing Regulations, a separate meeting of Independent Directors of the Company was held on March 05, 2022 wherein Independent Directors, inter alia, reviewed the performance of Non-Independent Directors including chairman and the Board as a whole, taking into account the views of Executive Directors and Non-Executive Directors and assessed the adequacy quality, quantity and timeliness of flow of information between the Company’s management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

In addition to formal meetings, frequent interactions outside the Board Meetings also take place between the Independent Directors and with the Chairman, and rest of the Board

S. No.	Name	Number of meeting attended
1	Ram Nath Karol (DIN:)	1 of 1
2	Goverdhan Dass Sethi (DIN:)	1 of 1
3	Rekha Sharma (DIN:)	1 of 1
4	Govind Sharan Khandelwal (DIN:)	1 of 1

**DISCLOSURES**

**Related Party Transactions:**

There were no material related party transactions during the year 2021-22 that may have a potential conflict with the interest of the Company as provided under Section 188 of the Companies Act, 2013 and Regulation 23 of the Listing Regulations. All related party transactions have been approved by the Audit Committee.

The policy on Related Party Transactions as approved by the Audit Committee and the Board is available on the Company’s website and can be accessed at [www.contol.in](http://www.contol.in)

**Non-compliance/strictures/ penalties imposed:**

The listed entity has complied with the provisions of the Regulations and circulars/ guidelines issued by SEBI, except in respect of matters specified below along with the actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	BSE LIMITED	Regulation 17(1) Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director for the quarter ended December 2021  Penalty: Rs. 5,000 per day (computed till quarter ended September 30, 2021)	Fine of Rs. 542800/- was imposed by BSE Limited	The company has made representations for waiver of penalty to the BSE by giving suitable reasons of delay but representation is not entertained by BSE and company has to pay the penalty imposed by BSE.
2	BSE LIMITED	Regulation 17(1A) Non-compliance with the requirements pertaining to appointment or continuation of non-executive director who has attained the age of seventy-five years for the quarter ended December 2021  Penalty: Rs. 2,000 per day (computed till quarter ended September 30, 2021)	Fine of Rs. 2360/- was imposed by BSE Limited	The company has made representations for waiver of penalty to the BSE by giving suitable reasons of delay but representation is not entertained by BSE and company has to pay the penalty imposed by BSE.

#### **Vigil Mechanism/Whistle Blower Policy**

The Whistle Blower Policy is put in place to report concerns about unethical behavior. As required, the Chairman of the Audit Committee is accessible if employees and Directors encounter any unethical behavior. The said policy has been also put up on the website of the Company at the following link [www.connpetco.com](http://www.connpetco.com)

#### **Certificate from Practicing Company Secretary:**

A certificate from Mr. Mahendra Khandelwal, Practicing Company Secretary is attached and forms part of this report certifying that none of the directors of the Company have been debarred or disqualified from being appointed or continuing as director of company, by the SEBI or Ministry of Corporate Affairs or any such statutory authority

#### **Total fee paid to Statutory Auditors:**

Total fees paid by the Company for the services rendered by the statutory auditor, is Rs 31,320/- (includes Audit fees and certification / other services).

#### **Confirmation by the Board of Directors' Acceptance of Recommendation of Mandatory Committees:**

During the year, there were no such instances of non-acceptance by the Board of Directors of any mandatory recommendations made by the Committees.

#### **Disclosure pertaining to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

The details of the complaints pertaining to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are as under:-

S. No.	Particulars	No. of Complaints
1	Number of complaints filed during the financial year 2021-22	NIL
2	Number of complaints disposed of during the financial year 2021-22	NIL
3	Number of complaints pending as at end of the financial year 2021-22	NIL

**CODE OF CONDUCT**

The Company has formulated and implemented a Code of Conduct for all Board Members and Senior Management of the Company. In compliance with SEBI (Listing Obligations and Disclosures Requirements), Regulations 2015, all personnel have affirmed to it.

**MEANS OF COMMUNICATION**

The quarterly, half-yearly and yearly financial results of the Company are sent to the BSE Limited immediately after they are approved by the Board and they are also published in the Newspapers. Management Discussion & Analysis Report for the year ended March 31, 2022 forms a part of this Annual Report and is given under the section so captioned. Company has created a website addressed as [www.contol.in](http://www.contol.in) Email address of the Company is [conpetco@gmail.com](mailto:conpetco@gmail.com).

**Details of compliance with mandatory requirements and adoption of non-mandatory requirements:**

The Company has complied with all mandatory requirements of Regulation 34(3) read with Schedule V of the Listing Regulations.

**Disclosure with respect to Demat suspense account/ unclaimed suspense account**

The Company does not have any of its securities lying in demat/ unclaimed suspense account arising out of public/bonus right issues as at March 31, 2022. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise

**Disclosures of the Compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of Sub-regulation (2) of Regulation 46 are as follows:**

Regulation	Particulars of Regulations	Compliance Status (Yes/No)
17	Board of Directors	Yes
17A	Maximum number of directorships	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	Not Applicable
22	Vigil mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary of listed entity	Not Applicable
24A	Secretarial Audit & Secretarial Compliance Report	Yes
25	Obligations with respect to Independent Directors	Yes
26	Obligation with respect to employees including Senior Management, Key Managerial Persons, Directors and Promoters	Yes
27	Other Corporate Governance requirements	Yes
46(2)(b) to (i)	Website (Updation)	Yes

**SECURITIES IDENTIFICATION NUMBER(ISIN):**

ISIN is a unique identification number of traded scrips. The number has to be quoted in each transaction relating to the dematerialized equity shares of the Company. The Company's ISIN is INE369D01015.

**SECRETARIAL AUDIT REPORT REGARDING RECONCILIATION OF SHARE CAPITAL**

As required by Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, a quarterly audit is conducted by a Practicing Company Secretary, reconciling the Issued and Listed Share Capital of the Company with the aggregate of the shares held by the investors in physical form and in demat form in CDSL and NSDL and said certificates are submitted to the BSE wherein the shares are traded, within the prescribed time limit.

As on March 31<sup>st</sup>, 2022 there was no difference between the listed capital and the aggregate of shares held by the investors in both physical form and in electronic form with depositories.

Note: Company has total 5560624 Issued Equity Shares and 4930624 Listed Equity Shares there is difference of 630000 Equity Shares due to non-listing, Hence for the same, Company has made an application for the same for listing of such shares.

**GENERAL SHAREHOLDER INFORMATION**

Day, Date and Time	Friday, 30th September, 2022 at 3.00P.M
Venue	A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur Rajasthan-302005

- Financial Year :01<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2022
- Date of Book Closure :24th September 2022 to 30<sup>th</sup> September 2022(both days Inclusive)
- Listing on Stock Exchange :BSE Limited (25<sup>th</sup> floor Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400001
- Stock Codes(for shares) :523232s
- Symbol(for shares) : CONTPTR
- ISIN Number :NE369D01015
- Registrar and Transfer : Beetal Financial & Computer Services Pvt. Ltd(Registrar & Share Transfer Agent)  
Address: Beetal House, 3rd Floor, 99, Madangir, Near Dada Harsukhdas Mandir, New Delhi, Delhi-110062 Tel No.:011-29961281/29961282
- Payment of Listing Fees : Annual Listing fees as applicable have been duly paid.

The Company's shares are traded on BSE mandatorily in DEMAT mode. Physical Shares which are lodged with the Registrar and Transfer Agents/ or with the Company for transfer are processed and returned to the Shareholders duly transferred within the time limit stipulated under the Listing Agreement subject to the documents being in order. Members holding shares in physical form are requested to get them dematerialized for easy transactions on stock exchange.

**ADDRESS FOR CORRESPONDENCE:**

All Correspondence relating to the shares of the Company should be forwarded to the below mentioned address:

- Beetal Financial & Computer Services Pvt. Ltd (Registrar & Share Transfer Agent) Beetal House, 3rd Floor, 99, Madangir, Near Dada Harsukhdas Mandir,



New Delhi, Delhi, 110062

T:011-29961281/29961282

**Registered office Address:**

- Continental Petroleums Limited  
A-2, Opp. Udyog Bhawan, Tilak Marg, C-  
Scheme, Jaipur Rajasthan-302005

**DEMATERIALIZATION OF SHARES:**

Total number of Shares held in dematerialized form with CDSL & NSDL as on 31<sup>st</sup> March, 2022 is 27,67,196 Shares i.e., 49.76% of total shares of Company. Members are requested to convert their shares in demat form for easy transaction.

**SHARE TRANSFER SYSTEM:**

Shares lodged for transfer and requests for dematerialization of shares are processed within the prescribed time limit. The Company obtains from Practicing Company Secretary a half-yearly certificate of compliance with the Share transfer formalities as required under Regulation 40 (9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and files a copy of the same to stock exchange.

**GREEN INITIATIVE:**

The Ministry of Corporate Affairs has taken “Green Initiative in 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 email to its members. To Support this Green initiative of the Government in full measure, members who have not registered their e-mail, so far, are requested to register their email addresses in respect of their holdings with the Depository through their concerned Depository Participants. Members who hold share in physical form are requested to contact Mr. Vikrant Khandelwal, CFO, or at the registered office of the Company or M/s Beetal Financial & Computer Services Private Limited (Registrar and Share Transfer Agent).

**Form No. MR-3**

**CONTINENTAL PETROLEUMS LIMITED**

FOR THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> March, 2022

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,

The Members,

**CONTINENTAL PETROLEUMS LIMITED**

A-2, OPP. UDOYG BHAWAN, TILAK MARG, C-SCHEME, JAIPUR RJ 302005 IN

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **CONTINENTAL PETROLEUMS LIMITED** (hereinafter called as the Company) incorporated on 22<sup>nd</sup> July, 1986 having CIN No. L23201RJ1986PLC003704 and registered office at A-2, Opp. Udoyg Bhawan, Tilak Marg, C-Scheme, Jaipur RJ 302005 IN. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **CONTINENTAL PETROLEUMS LIMITED** for the financial year ended on 31<sup>st</sup> March, 2022 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable;
  - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; [Not applicable as there was no reportable event during the financial year under review for secretarial audit];
  - e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; [Not applicable as there was no reportable event during the financial year under review for secretarial audit];
  - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; [Not applicable as there was no reportable event during the financial year under review for secretarial audit and
  - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; [Not applicable as there was no reportable event during the financial year under review for secretarial audit].
- (j) As identified by the management, following laws are specifically applicable to the Company:
- a. The Petroleum Act, 1934;
  - b. Explosives Act, 1884;
  - c. Indian Boilers Act, 1923;
  - d. Offshore Areas Minerals (Development and Regulation) Act, 2002;
  - e. Trademark Act, 1999;
  - f. The Payment of Wages Act, 1936;
  - g. Factory Act 1948;
  - h. The Personal Injuries (Compensation in Wages) Act, 1963;
  - i. The Right to Information Act 2005;
  - j. The Sexual Harassment of Women at Workplaces (Prevention, Prohibition and Redressed) Act, 2013;
  - k. The Employees Provident Fund Act, 1952
  - l. The Payment of Gratuity Act, 1972
  - m. The Income-tax Act, 1961
  - n. The Maternity Benefit Act, 1961
  - o. Goods & Services Tax, 2017
  - p. And other applicable Laws

We have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by the Institute of Company Secretaries of India; with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) and Board Report (SS-10).
- SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Listing agreements entered into by the company with BSE Limited.

During the period under review the Company has-complied with the provisions of the Act, Rules, Regulations Guidelines, Standards, etc. mentioned above except the following non-compliance.

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 17(1) Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director for the quarter ended December 2021	Listed entity failed to appoint Woman director on time	The Company has failed to appoint Woman director on time although non compliances have been rectified w. e f 24.02.2022.
2	Regulation 17(1A) Non-compliance with the requirements pertaining to appointment or continuation of non-executive director who has attained the age of seventy-five years for the quarter ended December 2021	Listed Company failed to comply	The Company failed to comply although non compliances have been rectified w. e f 24.02.2022.
3	Regulation 46 (3)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015  The listed entity shall update any change in the content of its website within two working days from the date of such change in content.	Listed Company has not updated its website	Listed Entity has not updated its website as required under Regulation 46 of (SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015

The details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	BSE LIMITED	Regulation 17(1) Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director for the quarter ended December 2021  Penalty: Rs. 5,000 per day (computed till quarter ended September 30, 2021)	Fine of Rs. 542800/- was imposed by BSE Limited	The company has made representations for waiver of penalty to the BSE by giving suitable reasons of delay but representation is not entertained by BSE and company has to pay the penalty imposed by BSE.

2	BSE LIMITED	Regulation 17(1A) Non-compliance with the requirements pertaining to appointment or continuation of non-executive director who has attained the age of seventy-five years for the quarter ended December 2021  Penalty: Rs. 2,000 per day (computed till quarter ended September 30, 2021)	Fine of Rs. 2360/- was imposed by BSE Limited	The company has made representations for waiver of penalty to the BSE by giving suitable reasons of delay but representation is not entertained by BSE and company has to pay the penalty imposed by BSE.
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We further report that:

- a) The Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and company later rectified this non -compliance during the financial year.
- b) Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.
- d) All the decisions of the Board and Committees were carried out with requisite majority.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. Company has introduced compliance alert system for applicability of all applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has passed no special resolutions which are having major bearing on the Company's affairs in pursuant of the above referred laws, rules, regulations, guidelines, standards.

For M/s MKGP & Associates  
Company Secretaries

Place: Jaipur  
Date: 03.09.2022

Mahendra Prakash Khandelwal  
(Partner)  
Membership no.6266  
C.P. No-4459  
UDIN: F006266D000904130



\*Note: This report is to be read with my letter of even date which is annexed as "Annexure - A" which forms an integral part of this report.

ANNEXURE – A

To,  
The Members,  
Continental Petroleums Limited

**Our Secretarial Audit Report of even date is to be read along with this letter**

1. Maintenance of secretarial records is responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes which were appropriate to obtain reasonable assurance about correctness of the contents of the Secretarial records. The verification was done on test basis (by verifying records made available to us) to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained Management representation about the compliance of laws, rules and regulations and occurrence of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is responsibility of management. Our examination was limited to the verification of process followed by Company to ensure adequate Compliance.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of an efficacy or effectiveness with which the management has conducted affairs of the company

For M/s MKGP & Associates  
Company Secretaries

Place: Jaipur  
Date: 03.09.2022

Mahendra Prakash Khandelwal  
(Partner)  
Membership no.6266  
C.P.No-4459  
UDIN: F006266D000904130

## FORM AOC - 2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by the Company with the related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at arm's length basis: NIL**

S. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

**2. Details of material contracts or arrangement or transactions at arm's length basis: NIL**

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	

For & on Behalf of Board of Directors  
CONTINENTALPETROLEUMSLIMITED

Sd/-  
**Vikrant Khandelwal**  
CFO and Director  
DIN:00414717  
Date: 05.09.2022  
Place: Jaipur

Sd/-  
**Madan Lal Khandelwal**  
Chairman & Managing Director  
DIN: 01914756

## ANNEXURE-4

### DISCLOSURES OF REMUNERATION TO DIRECTORS & KMP [PURSUANT TO SECTION 197(12) OF THE ACT READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014]

- i. The Ratio of the remuneration of each Director to the median remuneration of employees of the Company for the financial year ended 31<sup>st</sup> March 2022 are: -

Sr. No.	Name of Director/CFO/CEO/ Company Secretary	Designation	Ratio of remuneration to median remuneration of the Employee of the Company	Percentage increase in the remuneration for the Financial Year 2021-22
1	Mr. Madan Lal Khandelwal (DIN:00414717)	Chairman & Managing Director	8.05	0%
2	Mrs. Radhika Khandelwal (DIN:00414678)	Director	0	NIL
3	Mr. Ram Nath Karol (DIN:00414741)	Independent Director	0	NIL
4	Mr. Goverdhan Das Sethi (DIN:01216222)	Independent Director	0	NIL
5	Mr. Vikrant Khandelwal (DIN:01914756)*	Director & Chief Financial Officer	9.27	28%
6	Mr. Navneet Khandelwal (DIN:00414636)*	Director	10.49	30%
7	Mrs. Rekha Sharma (DIN:09260368)**	Independent Director	0	NIL
8	Mr. Govind Sharan Khandelwal (DIN:09519474)**	Independent Director	0	NIL
9	Mr. Ashok Kumar***	Independent Director	0	NIL
10	Ms. Jyoti Khandelwal****	Company Secretary	0.81	NIL
11	Ms. Shefali Bidawatka*****	Company Secretary	1.09	NIL

\*Mr. Navneet Khandelwal (DIN:00414636) and Mr. Vikrant Khandelwal (DIN:01914756) were appointed as Directors w.e.f. 29.09.2021

\*\* Mr. GovindSharan Khandelwal and Mrs. Rekha Sharma were appointed as Additional Director in the category Independent Director w.e.f. 24.02.2022 and were regularized in the EOGM held on 20.05.2022.

\*\*\* Mr. Ashok Kumar was appointed as Additional Director in the category Independent Director w.e.f 31.12.2021 and was ceased from the directorship of the Company w.e.f 24.02.2022.

\*\*\*\*Ms. Jyoti Khandelwal has resigned from the post of Company Secretary & Compliance Officer w.e.f 31.12.2021.

\*\*\*\*\*Ms. Shefali Bidawatka was appointed as Company Secretary & Compliance Officer w.e.f. 17.01.2022.

- i. Percentage increase in the median remuneration of employees in the financial year 2021-22 is NIL
- ii. Number of Permanent Employees on the payroll as on 31<sup>st</sup> March 2022 of the Company are 50 (Fifty Only).
- iii. Average Percentile increase in the Salaries of the Employees other than Managerial Personnel is 19% and increase in salary of Managerial Personnel during last financial year is disclosed in point no.(i).
- iv. It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company for Directors, Key Managerial Personnel and other employees.
- v. Pursuant to Rule 5 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 & Rule 5 (3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, none of the employees are drawing remuneration in excess of limits set out in the rules.

**STATEMENT SHOWING THE NAMES AND OTHER PARTICULARS OF THE TOP TEN EMPLOYEES IN TERMS OF THE PROVISIONS OF SECTION 197(12) OF THE ACT READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:**

<b>Name</b>	<b>DEVANAND</b>
<b>Age</b>	32
<b>Designation</b>	SR. PLANT SUPERVISOR
<b>Remuneration</b>	660000
<b>Nature of Employment</b>	PERMANENT
<b>Qualification</b>	GRADUATE
<b>Experience (in Years)</b>	6
<b>Date of Commencement of Employment</b>	01-04-16
<b>Particulars of Previous Employment</b>	NA
<b>% of Equity Shares Held</b>	NIL
<b>Relation with Director or Manager</b>	No Relation with Management/ Directors

<b>Name</b>	<b>SUPRAKASH GHOSH</b>
<b>Age</b>	58
<b>Designation</b>	WORKS MANAGER
<b>Remuneration</b>	540120
<b>Nature of Employment</b>	PERMANENT
<b>Qualification</b>	GRADUATE
<b>Experience (in Years)</b>	25
<b>Date of Commencement of Employment</b>	01-10-07
<b>Particulars of Previous Employment</b>	NA
<b>% of Equity Shares Held</b>	NIL
<b>Relation with Director or Manager</b>	No Relation with Management/ Directors

<b>Name</b>	<b>SARVESH KHANDELWAL</b>
<b>Age</b>	34
<b>Designation</b>	IT OFFICER
<b>Remuneration</b>	455916
<b>Nature of Employment</b>	PERMANENT
<b>Qualification</b>	GRADUATE
<b>Experience (in Years)</b>	7
<b>Date of Commencement of Employment</b>	01-01-15
<b>Particulars of Previous Employment</b>	NA
<b>% of Equity Shares Held</b>	NIL
<b>Relation with Director or Manager</b>	MD BROTHER SON'S

<b>Name</b>	<b>ALOK TIRPATHI</b>
<b>Age</b>	37
<b>Designation</b>	SALES EXECUTIVE
<b>Remuneration</b>	444012
<b>Nature of Employment</b>	PERMANENT
<b>Qualification</b>	GRADUATE
<b>Experience (in Years)</b>	7
<b>Date of Commencement of Employment</b>	01-10-19
<b>Particulars of Previous Employment</b>	NA
<b>% of Equity Shares Held</b>	NIL



<b>Relation with Director or Manager</b>	No Relation with Management/ Directors
--	--

<b>Name</b>	<b>VARSHA BHARGAVA</b>
<b>Age</b>	44
<b>Designation</b>	ACCOUNT EXECUTIVE
<b>Remuneration</b>	420000
<b>Nature of Employment</b>	PERMANENT
<b>Qualification</b>	GRADUATE
<b>Experience (in Years)</b>	15
<b>Date of Commencement of Employment</b>	01-04-21
<b>Particulars of Previous Employment</b>	NA
<b>% of Equity Shares Held</b>	NIL
<b>Relation with Director or Manager</b>	No Relation with Management/ Directors

<b>Name</b>	<b>ANIL KUMAR JOHRI</b>
<b>Age</b>	63
<b>Designation</b>	ACCOUNT OFFICER
<b>Remuneration</b>	371988
<b>Nature of Employment</b>	PERMANENT
<b>Qualification</b>	GRADUATE
<b>Experience (in Years)</b>	37
<b>Date of Commencement of Employment</b>	01-01-90
<b>Particulars of Previous Employment</b>	NA
<b>% of Equity Shares Held</b>	NIL
<b>Relation with Director or Manager</b>	No Relation with Management/ Directors

<b>Name</b>	<b>VIJAY KUMAR YADAV</b>
<b>Age</b>	28
<b>Designation</b>	SR. PLANT SUPERVISOR
<b>Remuneration</b>	359820
<b>Nature of Employment</b>	PERMANENT
<b>Qualification</b>	GRADUATE
<b>Experience (in Years)</b>	4
<b>Date of Commencement of</b>	07-08-21

<b>Employment</b>	
<b>Particulars of Previous Employment</b>	NA
<b>% of Equity Shares Held</b>	NIL
<b>Relation with Director or Manager</b>	No Relation with Management/ Directors

<b>Name</b>	<b>VINOD SHRIKANT KALE</b>
<b>Age</b>	49
<b>Designation</b>	SALES EXECUTIVE
<b>Remuneration</b>	330480
<b>Nature of Employment</b>	PERMANENT
<b>Qualification</b>	GRADUATE
<b>Experience (in Years)</b>	20
<b>Date of Commencement of Employment</b>	17-04-17
<b>Particulars of Previous Employment</b>	NA
<b>% of Equity Shares Held</b>	NIL
<b>Relation with Director or Manager</b>	No Relation with Management/ Directors

<b>Name</b>	<b>RAJENDER SAINI</b>
<b>Age</b>	28
<b>Designation</b>	ELECTRIC ENGINEER
<b>Remuneration</b>	292260
<b>Nature of Employment</b>	PERMANENT
<b>Qualification</b>	GRADUATE
<b>Experience (in Years)</b>	3
<b>Date of Commencement of Employment</b>	12-10-20
<b>Particulars of Previous Employment</b>	NA
<b>% of Equity Shares Held</b>	NIL
<b>Relation with Director or Manager</b>	No Relation with Management/ Directors

<b>Name</b>	<b>RAMCHANDRA</b>
<b>Age</b>	26
<b>Designation</b>	SR. PLANT OPERATOR
<b>Remuneration</b>	270000

<b>Nature of Employment</b>	PARMANENT
<b>Qualification</b>	GRADUATE
<b>Experience (in Years)</b>	3
<b>Date of Commencement of Employment</b>	30-08-21
<b>Particulars of Previous Employment</b>	NA
<b>% of Equity Shares Held</b>	NIL
<b>Relation with Director or Manager</b>	No Relation with Management/ Directors

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO AS REQUIRED UNDER SECTION 134(3)(m) OF THE COMPANIES ACT,2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014]

✓ CONSERVATION OF ENERGY

(i) the steps taken or impact on conservation of energy;	The Company’s operations are not energy-intensive and as such involve low energy consumption. However, adequate measures have been taken to conserve the consumption of energy.
(ii) the steps taken by the company for utilizing alternate sources of energy;	
(iii) the capital investment on energy conservation equipments;	

✓ TECHNOLOGYABSORPTION

(i) the efforts made towards technology absorption;	During the reporting period, no new technology has been introduced by the Company. Further, there were no expenditure incurred on Research and Development during the year under review.
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution;	
(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- (a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	
(iv) the expenditure incurred on Research and Development.	

✓ FOREIGNEXCHANGE

The Foreign Exchange earnings and outgo during the financial period ended 31st March, 2022 is as follows:

Particulars	31 <sup>st</sup> March, 2022	31 <sup>st</sup> March, 2021
Foreign Exchange Earnings	8468101	1754739
Foreign Exchange Outgo	106958532	134351061

For & on Behalf of Board of Directors  
CONTINENTAL PETROLEUMS LIMITED

Sd/-  
**Vikrant Khandelwal**  
CFO and Director  
DIN:00414717

Sd/-  
**Madan Lal Khandelwal**  
Chairman & Managing Director  
DIN: 01914756

Date: 05.09.2022  
Place: Jaipur



**Contol**  
Lubricants-Accelerating Performance

## PRODUCT RANGE



### 1. INDUSTRY STRUCTURE & DEVELOPMENT:

**Continental Petroleums Limited** (CPL) is one of the leading manufacturers of industrial lubricants in India and manufacturing wide range of premium quality lubricants for Automotive & Industrial Application, specialties and process oils etc. under the registered brand name of "CONTOL". This industry has much growth potential and is growing globally. The company is also engaged in Common Treatment Disposal / Incineration of hazardous waste viz. solid, Liquid and Aqueous received from various industries.

### 2. OVERVIEW:

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and made on a prudent and reasonable basis in order that the financial statements reflect a true and fair manner the form and substance of transactions and reasonably present our state of affairs and profit for the year.

### 3. OPPORTUNITIES AND THREATS:

The management believes that Government of India's efforts to improve economic growth in the Country by providing opportunities for start-ups and infrastructure development is giving hopes to entrepreneurs for exploring new opportunities. The Company is also looking to tap such opportunity at the right moment.

Any growing economy offers a host of opportunities. The challenge comes from the fact that competition also keeps increasing alongside and this is becoming all the more prominent with the continuous arrival of newer entrepreneurs in the market. While this is good for the larger population and the economy, it does put pressure on profitability of business. Not only newer entrepreneurs, technological advancement and the onset of on-line services have made it much easier to conduct businesses without too much need for supporting brick and mortar infrastructure. Not to mention that there is support from conducive government policies to anybody wanting to start a new business.

### 4. SEGMENT REPORTING'S

The Company is exclusively engaged in manufacturing of Lubricants and Greases and revenues are mainly derived from this activity. Accounting Standard 17 regarding Segment-wise Reporting issued by the Institute of Chartered Accountants of India and notified under the Companies (Accounting Standards) Rules, 2006 does not apply to your Company since revenues are derived from only one segment.



## **5. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The overview of financial performance with respect to operational performance of the Company can be obtained from the various following ratio analysis:

- Debtor Turnover Ratio is 50.83 times
- Inventory Turnover Ratio is 13.99 times
- Interest Coverage Ratio is 5.48 times
- Current Ratio is 2.26 times
- Debt to Equity Ratio is 1.20 times
- Operating Profit Margin Ratio is 8.04 percentage
- Net Profit Margin Ratio is 0.03 percentage

## **6. RISKS AND CONCERNS:**

Your Company is exposed to internal and external risks. The internal risks relate to the risks within the Company due to change in management, personnel and policies, lapses / inadequacy in existing infrastructure facilities, delinquencies on the part of employees, staff attrition, misfeasance etc. The external risks can be associated to those factors which are not within the control of the Company like change in interest rates, government regulations, competition from others operating in similar business etc.

## **7. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

Company has always focused on maintain a strong internal control system which is commensurate with our size and nature of business. The Company's internal controls are structure in a manner that ensure reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, executing transactions with proper authorization and ensuring compliance of corporate policies, laws, accounting standards for ensuring reliability of financial reporting.

Company has documented procedures covering all financial and operating functions. Company has robust internal audit program, where the Internal Auditors, an independent firm of chartered accountants, conduct a risk-based audit with a view to not only test adherence to laid down policies and procedures but also to suggest improvements in processes and systems. Internal audit observations and recommendations are reported to the Audit Committee, which monitors the implementation of such recommendations. Suggestions for improvements are considered and the Audit Committee follows up on implementation of corrective actions. The Company also meets the Company's Statutory Auditors to ascertain, inter alia, their views on the adequacy of internal control systems and keeps the Board of Directors posted with its observations.

## **8. RISKMANAGEMENT**

Comprehensive risk management practices form an integral part of the operations of Company. With ups and downs, volatility and fluctuations in the business in which Company operates, is exposed to a slew of complex, variable risks and uncertainties in the normal course of business. Since such variations can cause deviations in the results from operations and affect our financial state, the focus on risk management is high. The rapid and continuous changes in the business environment have ensured that the organization becomes increasingly risk focused to achieve its strategic objectives. Company policies ensure timely identification, management and mitigation of relevant risks, such as credit risk, liquidity risk, interest rate risk, operational risk, reputational and regulatory risks etc., which help the Company move forward with vigor.

## **9. HUMAN RESOURCE:**

The Company enjoys the services of human resources highly committed towards the growth of the Company. The Company ensures the health & safety requirements of all concerned at its sites as well as offices. There is a unity of purpose among all the employees of the Company.

## **10. HEALTH SAFETY AND ENVIRONMENT:**

The management is aware of all the Health Safety and Environment issues that are relevant to the conduct of oil and gas operations. Hence enforces complete regard to the Health Safety and Environment and ensures all its personnel, contractors and others associated with the operations adhere to the Company's HSE policies and norms to ensure safe and environmentally friendly operations. Due to this, the Company has thus far been successful in conducting its operations safely.

## **11. CAUTIONARY STATEMENT:**

Statements in this report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting global and domestic demand-supply, finished goods price in the domestic and overseas markets in which the Company operates, raw-materials cost and availability, changes in Government regulations, tax regimes, economic developments within or outside India and other factors such as litigation and industrial relations. The Company assumes no responsibility to publicly amend, modify or

revise any forward-looking statements, on the basis of any subsequent developments, information or events.

For & on Behalf of Board of Directors  
CONTINENTALPETROLEUMSLIMITED

Sd/-  
**Vikrant Khandelwal**  
CFO and Director  
DIN:00414717

Sd/-  
**Madan Lal Khandelwal**  
Chairman & Managing Director  
DIN: 01914756

Date: 05.09.2022  
Place: Jaipur

### CEO/CFO CERTIFICATION

Under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,

The Board of Directors

**CONTINENTAL PETROLEUMS LIMITED**

We, Madan Lal Khandelwal, Managing Director and Vikrant Khandelwal, CFO of the Company, hereby certify to the Board that-

- A. We have reviewed the Financial Statements and the Cash Flow Statement for the year ended March 31, 2022 and that to the best of our knowledge and belief:
  - I. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - II. These statements together present a true and fair view of the listed entity's affairs and are in Compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of their knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and Audit Committee that:
  - I. There has not been any significant change in internal control over financial reporting during the year under reference;
  - II. There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - III. There has not been any instance during the year of significant fraud of which we had become aware and the involvements therein, if any, of the management or an employee having a significant role in

the Company's internal control system over financial reporting.

For & on Behalf of Board of Directors

**CONTINENTALPETROLEUMSLIMITED**

Sd/-

**Vikrant Khandelwal**

CFO and Director

DIN:00414717

Sd/-

**Madan Lal Khandelwal**

Chairman & Managing Director

DIN: 01914756

Date: 05.09.2022

Place: Jaipur

## DECLARATION OF CODE OF CONDUCT

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This is to confirm that the Company has adopted a code of conduct for its Board of Directors and Senior Management Personnel. This Code is available at the Company's Registered Office and website.

I confirm that Board of Directors and Senior Management Personnel of the Company have, in respect of the financial year ended March 31, 2022, affirmed compliance with the Code of Conduct as applicable to them.

Sd/-

**Madan Lal Khandelwal**

(Managing Director)

DIN:00414717

Date: 05.09.2022

Place: Jaipur



## **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members of  
Continental Petroleums Ltd.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Continental Petroleums Limited having CIN L23201RJ1986PLC003704 and having registered Office at A-2, Opp. Udyog Bhawan, Tilak Marg, C-Scheme, Jaipur RJ 302005 IN (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para C clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verification (including Directors Identification Number (DIN) status at the MCA portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S. No.	Name of Director	DIN	Disqualification under Section 164 of Companies Act, 2013	Deactivation of DIN due to Non-Filing of Form DIR-3 KYC
1	Navneet Khandelwal	00414636	N.A.	N.A.
2	Radhika Khandelwal	00414678	N.A.	N.A.
3	Madan Lal Khandelwal	00414717	N.A.	N.A.
4	Ram Nath Karol	00414741	N.A.	N.A.
5	Goverdhan Dass Sethi	01216222	N.A.	N.A.
6	Vikrant Khandelwal	01914756	N.A.	N.A.
7	Rekha Sharma	09260368	N.A.	N.A.
8	Govind Sharan Khandelwal	09519474	N.A.	N.A.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on the basis of my verification. This certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M/s Mahendra Khandelwal & Co  
Company Secretaries

Place: Jaipur  
Date: 03.09.2022

Mahendra Prakash Khandelwal  
(Prop.)  
Membership no.6266  
C.P. No-4459  
UDIN: F006266D000904262

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## NOTICE OF 36<sup>th</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that 36<sup>th</sup> Annual General Meeting of the Members of Continental Petroleums Limited will be held on Friday 30<sup>th</sup> September 2022, at 03:00 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses.

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2022, and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Navneet Khandelwal (DIN:00414636) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company and to fix their remuneration and in this regard, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. RP Khandelwal & Associates, Chartered Accountants, (Firm Registration No: 001795C.) be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 consecutive years from the conclusion of this 36<sup>th</sup> Annual General Meeting till the conclusion of the 41<sup>st</sup> Annual General Meeting to be held in the year 2027, at such remunerations plus Good and Service Tax (GST) as applicable, out of pocket expenses etc. as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

Date: 05/09/2022

Place: Jaipur

By Order of the Board  
For **Continental Petroleums Limited**

Sd/-  
Madan Lal Khandelwal  
(Chairman and Managing Director)  
DIN:00414717

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated 5th May, 2020 read with Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020, Circular no. 20/2020 dated May 5, 2020, General Circular nos. 02/2021 and 21/2021 dated 13th January , 2021 14th December , 2021 respectively and General Circular no.02/2022 dated 05th May , 2022("MCA Circulars") and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), permitting holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of Members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015("SEBI Listing Regulations") and MCA Circulars. The registered office of the Company shall be deemed to be the venue for the AGM.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
3. Pursuant to Section 113 of the Companies Act, 2013, Corporate Members (i.e. other than Individuals / HUF, NRI, etc.) can appoint their representatives to attend the AGM through VC/OAVM and vote through e-voting. They are requested to send the scanned copy (PDF/JPEG Format) of their Board or governing body Resolution/ Authorization etc., authorizing their representative such as the President of India or the Governor of a State or body corporate to attend the AGM through VC/OAVM.
4. 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 MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
5. The Board of Directors of the Company has appointed Mr. Rohit Gupta, Practicing Chartered Accountant as Scrutinizer to scrutinize the remote e-voting in a fair and transparent manner.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
7. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and The Register of Contract or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be

available electronically for inspection by the members

11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.contol.in](http://www.contol.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
12. The Register of Members and Transfer Books of the Company will be closed from Saturday, 24th September, 2022 to Friday, 30th September, 2022 (both days inclusive).
13. The Shares of the Company are mandated by Securities and Exchange Board of India for trading in dematerialized form by all investors. Members holding Shares in physical form are advised to dematerialize their Shares to avoid the risks associated with the physical holding of such Share Certificates. 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's Registrar and Transfer Agent (R&T).
14. The Registrar and Transfer Agent: Beetal Financial & Computer Services Pvt. Ltd, Beetal House, 3rd Floor, 99, Madangir, Near Dada Harsukhdas Mandir, New Delhi, Delhi, 110062 is handling registry work in respect of Shares held both in physical form and in electronic/demat form.
15. Members may refer Additional Information on Directors recommended for appointment/re-appointment under the provisions of Listing Regulations.
16. Members holding Shares in electronic form are requested to register their e-mail address with their respective Depository Participants and Members holding Shares in Physical form are requested to register their e-mail address with the Company's Registrar and Transfer Agents and participate in the "Green initiative" launched by the Ministry of Corporate Affairs in future. As per rule 3 of Companies(Management & Administration) Rules, 2014, Registers of Members of all the Companies now should have additional details pertaining to e-mail, PAN / CIN, UID, Occupation, Status, Nationality. We request all the Members of the Company to update their details with their respective Depository Participants in case of Shares held in electronic form and with the Company's Registrar and Transfer Agents in the case of physical holding immediately.
17. Members holding Shares in physical form are requested to notify to the Company's Registrar and Transfer Agent of any change in their address and update their Bank account details. Members holding Shares in electronic form are requested to notify any change of address and update bank account details to their respective Depository Participants directly.
18. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding Shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of Shares held in electronic/ demat form, the nomination form may be filed with the respective Depository Participant.
19. Electronic copy of the Notice of the 36<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting is being sent only to all the Members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection during normal business hours on all working days except Saturdays, upto and including the date of the Meeting.
20. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
21. The Company has appointed M/s Beetal Financial & Computer Services Pvt. Ltd, Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.

22. Members, who are holding shares in identical order of names in more than one folio, are requested to write to the Company enclosing their share certificates to consolidate their holdings in one folio.
23. Statement giving details of the Directors seeking re-appointment is also annexed with this Notice pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(hereinafter referred to as "Listing Regulations") and Secretarial Standard on General Meeting("SS-2").
24. Members holding shares of the Company as on Friday, 23rd September, 2022 shall be entitled to vote at the Annual General Meeting of the Company. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins **27<sup>th</sup> September, 2022** (9:00 A.M. IST) and ends on **29<sup>th</sup>September, 2022** (05:00 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 23rd **September, 2022** 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
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Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to log into Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/loginorvisit">https://web.cdslindia.com/myeasi/home/loginorvisit</a> <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System My easi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e- Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL Ide AS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL:<a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "BeneficialOwner" icon under "Login" which is available under 'IDeAS 'section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS " Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and</li> </ol>



	you will be redirected to e- Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in Demat mode) log in through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
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.comor contact at 022- 23058738 and 22-23058542-43.
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

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	<b>For Physical Shareholders and other than individual shareholders holding shares in Demat</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date Of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  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.

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

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘ Password Creation’ menu where in 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.

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

(ix) Click on the EVSN for the relevant CONTINENTAL PETROLEUMS LIMITED on which you choose to vote.

(x) 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.

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

(xii) 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.

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

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

(xv) 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.

(xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@sigachi.com](mailto:cs@sigachi.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs.conpetco@gmail.com](mailto:cs.conpetco@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs@sigachi.com](mailto:cs@sigachi.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 Company/ RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM& e-Voting from the CDSL e- Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022- 23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022- 23058542/43.

**Other instructions:**

- a. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as Friday 23rd September, 2022.
- b. The shareholders can opt for only one mode of voting i.e. either physically by attending AGM or e-voting. If any shareholders opt for e-voting, he/she will not be eligible to vote physically in AGM.
- c. Mr. Rohit Gupta, Practicing Chartered Accountant 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 three working days from the conclusion of the e-voting period unlock the votes in presence of two witnesses not in employment of the Company make a scrutinizer's report of the votes casted in favor or against, if any, forthwith to the Chairman of the Company.
- d. The Results of e-voting shall be declared on or after the AGM of the Company and the Results shall be declared with Scrutinizer Report and shall be placed on the Website of the Company i.e. [www.contol.in](http://www.contol.in) or [www.conpetco.com](http://www.conpetco.com) and also on the website of CDSL viz.[www.cdslindia.com](http://www.cdslindia.com) within two days of passing of the Resolution at the AGM of the Company.

**REGISTRAR & SHARE TRANSFER AGENT**

Beetal Financial & Computer Services Pvt.  
Ltd Beetal House, 3rdFloor,99, Madangir,  
Near Dada Harsukhdas Mandir, New Delhi,  
Delhi,110062

**Additional Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2:**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT AND REAPPOINTMENT AT THE ANNUAL GENERAL MEETING:**

<b>Name</b>	<b>Navneet Khandelwal</b>
<b>Date of Birth</b>	<b>10-Jun-1971</b>
<b>Date of First Appointment on Board</b>	<b>29.09.2021</b>
<b>Qualification</b>	<b>B. Tech, Chemical Engineering from Dayanand University, Bangalore in the year 1994.</b>
<b>Designation</b>	<b>Executive Non-Independent Director</b>
<b>Brief Profile and Expertise in specific functional Areas</b>	<b>He has an experience of 25 years. He has an expertise on budget improving productivity, strengthening the balance sheet, reducing operating and overhead costs, improving overall safety and sustainability performance.</b>
<b>Terms and Conditions of Appointment or Re-appointment Along With Details of Remuneration Sought to be Paid</b>	<b>Re-appointment as a Director, liable to retire by rotation. Remuneration of Rs. 160000 per month will be paid.</b>
<b>The number of Meetings of the Board Attended during the year</b>	<b>05</b>
<b>Age</b>	<b>50</b>
<b>Disclosure of Relationships Between Directors/KMP inter- se;</b>	<b>Madan Lal Khandelwal, and Vikrant Khandelwal is relative of Navneet Khandelwal</b>
<b>Directorships held in other Public Companies</b>	<b>--</b>
<b>Memberships/Chairmanships of Committees of other Public Companies</b>	<b>--</b>
<b>No. of Shares held in the Company</b>	<b>467894</b>

Date: 05/09/2022

Place: Jaipur

By Order of the Board  
For **Continental Petroleums Limited**

Sd/-  
MadanLalKhandelwal  
(Chairman and Managing Director)  
DIN:00414717



## NOTES TO MEMBERS

To the kind attention of the Members of the Company holding shares in physical form: As you all aware, the shares of the Company are mandated by the Securities and Exchange Board of India (SEBI) for trading in dematerialized form by all Members. Members may please note that with effect from April 1, 2019, shares held in physical form cannot be transferred. Members in their own interest are requested to have their physical holdings dematerialized through a Depository Participant by opening a demat account.

We give below a brief overview of Depository, Depository Participants and Dematerialization (Demat) of Shares in order to encourage Members of the Company to convert their physical holdings to Demat form. Depository/Depository Participant:

A Depository can be compared to a bank. A Depository holds securities (like shares, debentures, bonds, Government Securities, units etc.) of Members in electronic form. Besides holding securities, a Depository also provides services related to transactions in securities. In India National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) are the 2 Depositories.

A Depository interfaces with the members through its agents called Depository Participants (DPs). If a member wants to avail the services offered by the Depository, the member has to open an account with a DP. This is similar to opening an account with any branch of a bank in order to utilize the bank's services. NSDL/CDSL provides its services to members through its agents called Depository Participants (DPs). These agents are appointed by NSDL/CDSL with the approval of SEBI. According to SEBI Regulations, amongst others, 3 categories of entities i.e .Banks, Financial Institutions and Members of Stock Exchanges [brokers] registered with SEBI can become DPs. You can get a list of DPs from NSDL"s/CDSL"s office or from their respective websites viz., at [www.nsdl.co.in](http://www.nsdl.co.in) and [www.cdslindia.com](http://www.cdslindia.com).

You can select your DP to open a Demat account just like you select a bank for opening a savings account. Some of the important factors for selection of a DP can be: Convenience - Proximity to your office/residence, business hours; Comfort - Reputation of the DP, past association with the organization, whether the DP is in a position to give the specific service you may need? ; Cost - The service charges levied by DP and the service standards. You can approach any DP of your choice and fill up an account opening form. At the time of opening an account, you may have to sign an agreement with the DP in a NSDL/CDSL prescribed standard agreement, which details you and your DPs rights and duties. You will have to submit the documents relating to Proof of Identity, Proof of Address, Passport size photographs etc., with the prescribed account opening form.

### Procedure and Benefits of Dematerialization(Demat) of shares are given below:

1. Demat is a process by which shares/securities held in physical form are cancelled and destroyed and the ownership thereof is retained in fungible form in a Depository by way of electronic balances.
2. The benefits of Demat are: Elimination of bad deliveries; Elimination of all risks associated with physical certificates; No stamp duty on transfers; Immediate transfer and trading of shares; Faster disbursement of non-cash corporate benefits like rights, bonus etc. ; Periodic status reports and information available on internet; Ease related to change of address of member; Elimination of problems related to transmission of demat shares and ease in pledging the shares.
3. Procedure for getting demat shares in the name of legal heirs in the event of death of sole beneficial owner with nomination: - If the value of shares of the Company as on date of application is up to Rs. 5 Lakhs, the legal heirs should submit the following documents to the DP: Notarized copy of the death certificate; Transmission Request Form(TRF);Affidavit-to the effect of the claim of legal ownership to the shares; Deed of indemnity-Indemnifying the depository and DP; NOC from legal heirs, if applicable or family settlement deed duly executed by all legal heirs of the deceased beneficial owner. - If the value of the shares of the Company as on date of application is more than Rs. 5 Lakhs, the legal heirs should additionally submit one of the following documents to the DP: Surety Form; Succession certificate; Probated will and Letter of administration. Members holding shares in physical form are advised to dematerialize their shares to avoid the risks associated with the physical holding of such share certificates.

SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent (R&T): Beetal Financial & Computer Services Pvt. Ltd, Beetal House, 3rd Floor, 99, Madangir, Near Dada Harsukhdas Mandir, New Delhi, Delhi,110062.

**AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF  
CORPORATE GOVERNANCE**

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**Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To  
The Members,  
**Continental Petroleums Limited**  
**A-2, Opp. Udyog Bhawan, Tilak**  
**Marg, C-Scheme, Jaipur Rajasthan**  
**302005 IN**

We have examined the compliance of conditions of Corporate Governance by **CONTINENTAL PETROLEUMS LIMITED** ("the Company"), for the financial year ended on March 31, 2022, as stipulated in applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). With respect to Corporate Governance for the year ended March 31, 2022. This report is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company

**Management's Responsibility**

The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as specified under the applicable provisions of the Listing Regulations.

We further state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Gopal Sharma & Co.**  
**Chartered Accountants**

FRN: 002803C

Sd/-  
**CA Abhishek Sharma**  
(Partner)

M.No.:079224

Place: Jaipur

Date: 30.05.2022

UDIN: **2079224AJXJBF5737**

To  
The Members of  
CONTINENTAL PETROLEUMS LIMITED

## **Opinion**

We have audited the financial statements of **Continental Petroleums Limited**, which comprise the Balance Sheet as at 31st March, 2022, and the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statement give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022, of its profit and other comprehensive income, changes in equity and cash flows for the year ended on that date.

## **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the financial statements.

## **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters

## **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. We have been provided the aforesaid reports and based on the work we have performed, we did not observe any material misstatement of this other information and accordingly, we have nothing to report in this regard.



## **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards (Ind-AS) specified under section 133 of the Act read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also;

1. Identify and assess the risks of material misstatement of the Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Management and the Board of Directors.
4. Conclude on the appropriateness of the Management and the Board of Directors, use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report.
5. However, future events or conditions may cause the Company to cease to continue as a going concern.
6. Evaluate the overall presentation, structure and content of the Financial Results, including the disclosures, and whether the Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

#### **As required by Section 143(3) of the Act, we report that:**

- 1 We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- 2 In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- 3 The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- 4 In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- 5 On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

- 6 With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report. **"Annexure B"**
- 7 With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us
- i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Gopal Sharma & Co.**  
**Chartered Accountants**  
FRN NO. 002803C

**CA Abhishek Sharma**  
(Partner)  
M.No. 079224  
Date: - 30.05.2022  
Place: - Jaipur  
UDIN: **22079224AJXJBF5737**

## **Annexure "A"**

The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".

We report that:

1. In respect of Company's Fixed Assets:
  - a) The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
  - b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
  - c) The title deeds of immovable properties are held in the name of the company.
2. In respect of loans, secured or unsecured granted by the company to companies, Firms or other parties in the register maintained under section 189 of the companies Act.
  - a) According to the information and explanations given to us, the company has not granted any loan to the parties listed in the register maintained under section 189 of the Act,
  - b) The company has also given advances in the nature of loans of its employees which are recovered regularly together with interest if applicable as per company policy.
3. In respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with and the investment in shares has been taken at cost, their valuation can vary from time to time depending on stock market.
4. The company has not accepted any deposits from the public covered under sections 73 to 76 of the Companies Act, 2013.
5. As per information & explanation given by the management, maintenance of cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.
6. According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income-tax, Goods and Services Tax and any other statutory dues to the extent applicable, have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2022 for a period of more than six months from the date they became payable.
7. According to the information and explanations given to us, there is no amount payable in respect of income Tax, Goods and Services Tax, whichever applicable, which have not been deposited on account of any disputes.
8. In our opinion and according to the information and explanations given by the Management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank, Government or debenture holder, as applicable to the company.

9. Based on our audit procedures and according to the information given by the Management, the company has raised money by way of preferential issue of shares (Equity shares) during the year.
10. According to the information and explanations given to us, we report that no fraud By the company or any fraud on the Company by its officers or employees has been Noticed or reported during the year.
11. Remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. The company is not a Nidhi Company. Therefore clause xii) of the order is not Applicable to the company.
13. According to the information and explanations given to us, all transactions with the Related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.
14. The company has not made / issued any share capital during the year under review, but the company has revised the paid up capital structure by converting the **Paid up** Capital of Equity Shares of Rs.10/-each into equity shares of Rs.5/- each , consequently the number of Shares in Authorised Capital and Paid capital were increased by twice the existing numbers of shares and no increase in the share capital of the company.
15. Company has not entered into non-cash transactions with directors or persons Connected with him and hence provisions of section 192 of the Act are not applicable.
16. The company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the registration has been obtained.

**For Gopal Sharma & Co.**  
**Chartered Accountants**  
FRN NO. 002803C

Sd/-  
**CA Abhishek Sharma**  
(Partner)  
M.No. 079224  
Date: -30.05.2022  
Place: -Jaipur  
UDIN: **22079224AJXJBF5737**

## **Annexure "B"**

### **Report on Internal Financial Controls Over Financial Reporting**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of CONTINENTAL PETROLEUMS LIMITED ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal Financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to Provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting. Meaning of Internal Financial Controls over Financial Reporting A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting.

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. Provide reasonable assurance that transactions are recorded as necessary to Permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the Company; and
3. Provide reasonable assurance regarding prevention or timely detection of Unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note. We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2022 financial statements of the Company, and these material weaknesses does not affect our opinion on the financial statements of the Company.

**For Gopal Sharma & Co.**  
**Chartered Accountants**  
FRN NO. 002803C

Sd/-  
**CA Abhishek Sharma**  
(Partner)  
M.No. 079224  
Date: -30.05.2022  
Place: -Jaipur  
UDIN: **22079224AJXJBF5737**



## ANNEXURE TO THE AUDITOR'S REPORT

[Referred to in our report of even date to the Member of Continental Petroleum's Ltd]:

- 1.(A). The Company is in the process of compiling fixed assets records to show full Particulars, including quantitative details and situation of fixed assets.
  - (B) We were informed that all major items of fixed assets were physically verified by the management at the end of the year and that no discrepancy was notified on such verification, which on account of proper records being still under compilation, could not be verified.
2. The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the clause 3(iii) (a) and 3 (iii)(b) of the Order are not applicable to the Company.
3. In our opinion and according to information and explanation given to us; there is adequate internal control system commensurate with the size of the Company and the nature of its business, fixed assets and with regard to loans given. Further on the basis of our examination of books and records of the Company, and according to the information and explanations given to us, we have not observed any continuing failure to correct major weaknesses in the aforesaid internal control system.
4. According to information and explanation given to us, the central government has Not prescribed maintenance of cost records under section (1) one of section 148 of the company's act, 2013.
  - (a) According to the information and explanation given to us, the company has no disputed outstanding statutory dues as at 31st march, 2022.
  - (b) According to the information and explanation given to us, the amounts which were reacquired to be transferred to the investor Education and Protection fund and Accordance with the relevant provision of the company's Act, 2013 and rules there underhas been transferred to such funds within time.
5. The company does not have any accumulated losses at the end of the financial Year and has not incurred cash losses during the financial year end in the immediately preceding financial year.
6. According to the information and explanation given to us, the Company has not Defaulted in the repayments of dues to financial institution, bank or debenture holder during the year.
7. According to the information and explanation given to us, the Company has not given any guarantee for loans taken by others from bank or financial intuitions during the year.
8. According to the information and explanation given to us, the Company has Applied term loans for the purpose for which the loans were obtained.

9. According to the information and explanation given to us, no fraud on or by the Company has been noticed or reported during the year review.

**For Gopal Sharma & Co.**  
**Chartered Accountants**  
FRN NO. 002803C

**CA Abhishek Sharma**  
(Partner)  
M.No. 079224  
Date: -30.05.2022  
Place: -Jaipur  
UDIN: **22079224AJXJBF5737**



# CONTINENTAL PETROLEUMS LIMITED

CIN: L23201RJ1986PLC003704, Email Id: conpetco@gmail.com, Phone : 0141-2222232

## Balance Sheet as at 31st March, 2022

(Rs. in Lakhs)

Particulars	Note No	31st March 2022 (Amount in `)	31st March 2021 (Amount in `)
<b>I.Assets</b>			
<b>(1) Non-current assets</b>			
<b>(a) Property, plant and equipment and Intangible assets</b>	1.0		
(i) Property, plant and equipment	1.1	979.48	226.99
(ii) Capital work-in-progress	1.2	-	550.17
(b) Non-current investments	2.0		
(i) Investments	2.1	-	-
(ii) Other Financial Assets	2.2	4.51	7.17
(c) Other Non Current Assets	3		
(i) Deferred tax assets (net)	3.1	7.23	-
<b>(2) Current assets</b>			
(a) Inventories	4	934.77	598.92
(b) Trade receivables	5	1,299.50	1,426.58
(c) Cash and cash equivalents	6.1	13.36	10.29
Bank balances other than (c) above	6.2	299.44	201.07
(d) Other Current Assets	7.1	293.01	439.84
(e) Short-term loans and advances	7.2	-	-
<b>Total</b>		<b>3,831.30</b>	<b>3,461.05</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's funds</b>			
(a) Share capital	8	278.03	278.03
(b) Surplus	9	1,464.22	1,056.98
<b>(2) Non-current liabilities</b>			
(a) Long-term borrowings	10	252.87	140.39
(a) Deferred tax liability (net)	11		24.36
<b>(3) Current liabilities</b>			
(a) Short Term Borrowings	12	902.34	761.06
(b) Trade payables	13		
(A) total outstanding dues of micro enterprises and small enterprises; and	13.1	-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises	13.2	754.58	1,083.07
(c) Other current liabilities	14	154.31	64.10
Other financial liabilities	15	16.58	15.37
(d) Short-term provisions	16	8.37	37.68
<b>Total</b>		<b>3,831.30</b>	<b>3,461.05</b>

Significant accounting policies 1  
Notes referred to above form an integral part of the Financial Statements.

**As per our report of even date**  
**For Gopal Sharma & Co**  
**Chartered Accountants**

sd/-  
**Abhishek Sharma (Partner)**  
**M.No.: 079224**

**For & On Behalf of the Board**

sd/-  
**Madan Lal Khandelwal**  
**(CMD)**  
**DIN : 00414717**

sd/-  
**Navneet Khandelwal**  
**(Exe Director & CEO)**

**Date:- 30.05.2022**  
**Place:- Jaipur**  
**UDIN: 22079224AJXGJV7585**

sd/-  
**Vikrant Khandelwal**  
**(Ex. Director & CFO)**

sd/-  
**Shefali Bidawatka**  
**(Company Secretary)**

# CONTINENTAL PETROLEUMS LIMITED

CIN: L23201RJ1986PLC003704, Email Id: conpetco@gmail.com, Phone : 0141-2222232

## Statement of Profit and Loss for the year ended 31st March, 2022

(Rs. in Lakhs)

Particulars	Note No.	2021 - 22 (Amount in `)	2020 - 21 (Amount in `)
I. Revenue from operations	17	12,121.46	9,967.13
II. Other Income	17	40.65	35.52
<b>III. Total Income (I + II)</b>		<b>12,162.11</b>	<b>10,002.65</b>
IV. Expenses:			
Cost of materials consumed	18	11,070.26	9,248.19
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	19	(11.31)	18.91
Employee benefit expense	20	87.91	101.30
Financial costs	21	116.17	80.23
Depreciation and amortisation cost	22	45.04	26.65
Lease Rental	23	11.69	13.00
Other expenses	24	363.58	197.24
<b>Total expenses</b>		<b>11,683.35</b>	<b>9,685.51</b>
<b>V. Profit before exceptional &amp; extraordinary items &amp; tax (III - IV)</b>		<b>478.76</b>	<b>317.14</b>
VI. Exceptional Items		-	2.17
<b>VII. Profit before extraordinary items and tax (V - VI)</b>		<b>478.76</b>	<b>314.97</b>
VIII. Extraordinary Items		-	-
<b>IX. Profit before tax (VII - VIII)</b>		<b>478.76</b>	<b>314.97</b>
<b>X. Income Tax expenses:</b>			
(1) Current tax	27.1	103.12	93.15
(2) Deferred tax	27.2	(31.59)	(1.04)
<b>XI. Profit(Loss) for the period from continuing operations (IX-X)</b>		<b>407.23</b>	<b>222.86</b>
<b>Profit/(Loss) for the period</b>		<b>407.23</b>	<b>222.86</b>
<b>XII. Profit/(Loss) for the period</b>		<b>407.23</b>	<b>222.86</b>
Brought forward from Prev. year		939.73	716.87
<b>Balance carried forward to next year</b>		<b>1,346.96</b>	<b>939.73</b>
Earning per equity share:	26		
Face value per equity shares Rs.5/- fully paid up.			
(1) Basic		7.32	4.01
(2) Diluted		7.32	4.01

Notes referred to above form an integral part of the Financial Statements.

**As per our report of even date**  
**For Gopal Sharma & Co**  
**Chartered Accountants**

**For & On Behalf of the Board**

sd/-  
**Abhishek Sharma (Partner)**  
**M.No.: 079224**

sd/-  
**Madan Lal Khandelwal**  
**(CMD)**  
**DIN : 00414717**

sd/-  
**Navneet Khandelwal**  
**(Exe Director & CEO)**

**Date:- 30.05.2022**  
**Place:- Jaipur**

sd/-  
**Vikrant Khandelwal**  
**(Ex. Director & CFO)**

sd/-  
**Shefali Bidawatka**  
**(Company Secretary)**

CONTINENTAL PETROLEUMS LIMITED		
CIN: L23201RJ1986PLC003704, Email Id: conpetco@gmail.com, Phone : 0141-2222232		
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022		
(Rs. in Lakhs)		
Particulars	For the Year ended March 31, 2022	For the year ended March 31, 2021
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax and extraordinary items	407.23	222.86
Adjustments for:		
Finance Cost	116.18	80.23
Exceptional cost_Loss on Sale of Assets	-	2.17
Deferred tax	-	-
Income tax	71.53	92.11
Depreciation and amortisation expense	45.04	26.65
<b>Operating profit / (loss) before working capital changes</b>	<b>639.98</b>	<b>424.02</b>
<b>Changes in working capital:</b>		
<b>Change in Current Liabilities</b>		
Increase /( Decrease) in Trade Payables	(328.49)	17.75
Increase /( Decrease) in Borrowings	141.29	17.50
Increase /( Decrease) in Other financial liabilities	1.21	(142.89)
Increase /( Decrease) in Other current liabilities	90.21	(108.82)
Increase /( Decrease) in Other Non-current liabilities	112.48	(55.19)
Increase /( Decrease) in Provisions (except IT)	(29.31)	(4.92)
<b>Total</b>	<b>(12.62)</b>	<b>(276.57)</b>
<b>Change in current Assets</b>		
(Increase)/Decrease in Inventory	335.84	(710.36)
(Increase)/Decrease in Trade receivables	(127.08)	632.64
(Increase)/Decrease in Others current financial assets	(2.67)	0.40
(Increase)/Decrease in Other current assets	(146.83)	(101.98)
(Increase) / Decrease in Non current Financial Assets	-	-
<b>Total</b>	<b>59.26</b>	<b>(179.30)</b>
<b>Net change</b>	<b>(71.88)</b>	<b>(97.28)</b>
<b>CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES</b>	<b>568.10</b>	<b>326.74</b>
Less: Taxes paid	103.12	93.15
<b>NET CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES</b>	<b>464.98</b>	<b>233.59</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
(Increase) / Decrease in Long Term Loans & Advances	-	-
Purchase of Fixed Assets	797.53	92.81
(Increase)/decrease to CWIP	(550.18)	-
Proceeds From Sales/written off of Fixed Assets	-	(5.21)
<b>NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES</b>	<b>247.35</b>	<b>87.60</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Procurement of Borrowings	-	-
Repayment of Borrowings	-	-
Capital Subsidy under TUF	-	-
Interest paid	116.18	80.23
<b>NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES</b>	<b>116.18</b>	<b>80.23</b>
<b>NET INCREASE / (DECREASE) IN CASH &amp; CASH EQUIVALENTS (A+B+C)</b>	<b>101.45</b>	<b>65.76</b>
<b>Cash and Cash equivalents at beginning period</b>	<b>211.36</b>	<b>145.60</b>
<b>Cash and Cash equivalents at end of period</b>	<b>312.81</b>	<b>211.36</b>
<b>D. Cash and Cash equivalents comprise of</b>		
Cash on hand	13.36	10.29
<b>Balances with banks</b>		
In current accounts	299.44	201.07
<b>Total</b>	<b>312.81</b>	<b>211.36</b>
This Cash Flow Statement has been prepared as per "Indirect Method" as prescribed by Accounting Standard -3 (revised) "Cash Flow Statements"		
<b>As per our report of even date</b>	<b>For &amp; On Behalf of the Board</b>	
<b>For Gopal Sharma &amp; Co</b>		
<b>Chartered Accountants</b>		
sd/-	sd/-	sd/-
<b>Abhishek Sharma (Partner)</b>	<b>Madan Lal Khandelwal</b>	<b>Navneet Khandelwal</b>
<b>M.No.: 079224</b>	<b>(CMD)</b>	<b>(Exe Director &amp; CEO)</b>
	<b>DIN : 00414717</b>	
	sd/-	sd/-
<b>Date:- 30.05.2022</b>	<b>Vikrant Khandelwal</b>	<b>Shefali Bidawatka</b>
<b>Place:- Jaipur</b>	<b>(Ex. Director &amp; CFO)</b>	<b>(Company Secretary)</b>
<b>UDIN: 22079224AJXGJV7585</b>		

# CONTINENTAL PETROLEUMS LIMITED

CIN: L23201RJ1986PLC003704, Email Id: conpetco@gmail.com, Phone : 0141-222232

## Notes Forming Part of Balance Sheet

### Note 8 :- Share capital

(Rs. in Lakhs)

Particulars	31st March, 2022	31st March, 2021
<b>Authorised share capital</b> 6000000 Equity Shares of Rs.5/-each at par value	<b>300.00</b>	<b>300.00</b>
<b>Issued, subscribed &amp; paid-up share capital</b> 5560624 Equity Shares of Rs.5/-each at par value	<b>278.03</b>	<b>278.03</b>
<b>Share holding pattern and details (holding more than 5% of total shares)</b>		
<b>Shareholder</b>	<b>% holding</b>	<b>No. of shares</b>
Vikrant Khandelwal	9.79%	544528
Navneet Khandelwal	8.41%	467894
Anubha Khandelwal	5.76%	320040
Radhika Khandelwal	5.67%	315184
<b>Total share capital</b>	<b>278.03</b>	<b>278.03</b>

### Note 8.1 : Reconciliation of number of shares outstanding is set out below:

Particulars	31st March, 2022	31st March, 2021
Equity shares at the beginning of the year	278.03	278.03
<b>Add: Shares issued during the current financial year</b>	<b>-</b>	<b>-</b>
<b>Equity shares at the end of the year</b>	<b>278.03</b>	<b>278.03</b>

Note 8.2 : The Company has only one class of equity shares. Each holder of equity shares is entitled to one vote per share.

Note 8.3 : There is no fresh issue or buyback of shares during the year.

Note 8.4 : The Company has only one class of equity shares. Each holder of equity shares is entitled to one vote per share.

Note 8.5 : There is no change in the number of shares outstanding at the beginning and at the end of the year.

Note 8.6 : There is no change in the pattern of shareholding during the year. It is same as the last year.

Shares held by promoters at the end of the year 31st March 2022				% Change during the year***
Sr. No.	Promoter Name	No. of Shares**	% of total shares**	
1	Anubha Khandelwal	320040	5.76%	NIL
2	Madan Lal Khandelwal	265614	4.78%	NIL
3	Navneet Khandelwal	467894	8.41%	NIL
4	Radhika Khandelwal	315184	5.67%	NIL
5	Vikrant Khandelwal	544528	9.79%	NIL
6	Dwarika Pd Khandelwal	0	0.00%	NIL
7	Hemlata Khandelwal	0	0.00%	NIL
8	Krishna Khandelwal	0	0.00%	NIL
	<b>Total</b>	<b>1913260</b>	<b>34%</b>	

Shares held by promoters at the end of the year ending 31st March 2021				% Change during the year***
Sr. No.	Promoter Name	No. of Shares**	% of total shares**	
1	Anubha Khandelwal	320040	5.76%	NIL
2	Madan Lal Khandelwal	265614	4.78%	NIL
3	Navneet Khandelwal	467894	8.41%	NIL
4	Radhika Khandelwal	315184	5.67%	NIL
5	Vikrant Khandelwal	544528	9.79%	NIL
6	Dwarika Pd Khandelwal	0	0.00%	NIL
7	Hemlata Khandelwal	0	0.00%	NIL
8	Krishna Khandelwal	0	0.00%	NIL
	<b>Total</b>	<b>1913260</b>	<b>34.41%</b>	

# CONTINENTAL PETROLEUMS LIMITED

CIN: L23201RJ1986PLC003704, Email Id: conpetco@gmail.com, Phone : 0141-2222232

## Notes Forming Part of Balance Sheet

### Note 9: Surplus

(Rs. in Lakhs)

Particulars	31st March, 2022	31st March, 2021
<b>General Reserve</b>		
At the beginning of the year	74.62	74.62
Add; Additions during the year		
Less: withdrawals/transfer		
Balance at the year end	<b>74.62</b>	<b>74.62</b>
<b>Capital Reserve</b>	<b>0.35</b>	<b>0.35</b>
<b>Security Premium Account</b>	<b>42.27</b>	<b>42.27</b>
<b>Surplus</b>	-	-
At the beginning of the year	939.73	716.87
Add/(Less): Additions during the year	407.23	222.86
	<b>1,346.96</b>	<b>939.73</b>
<b>Total</b>	<b>1,464.22</b>	<b>1,056.98</b>

### Note 10 : Long term borrowings

(Rs. in Lakhs)

Particulars	31st March, 2022	31st March, 2021
HDFC Bank - Term loan for P&M-New	73.48	122.84
HDFC Bank - vehicle	7.51	12.77
Kotak Mahendra Bank car loan	1.25	4.78
HDFC Bank LTD (CV Loan )	162.80	-
HDFC Bank (PICKUP Loan)	7.84	-
<b>Loans and advances from related parties:</b>	-	-
<b>TOTAL</b>	<b>252.87</b>	<b>140.39</b>

### Note 11: Deferred tax liability

(Rs. in Lakhs)

Particulars	31st March, 2022	31st March, 2021
Opening balance	24.36	25.40
Total reversible timing difference in books maintained as per Companies Act 2013		
Depreciation as per Companies Act 2013	45.04	26.65
Total reversible timing difference in books maintained as per Income Tax Act 1961		
Depreciation as per Income Tax Act 1961	158.61	22.81
Net reversible timing difference (1) - (2)	(113.57)	3.84
Deferred tax asset recognised for the year	(31.59)	1.04
Add : Deferred tax income/(expense)		
<b>Total</b>	<b>(7.23)</b>	<b>24.36</b>

### Note 12 : Short Term Borrowings

(Rs. in Lakhs)

	Particulars	31st March, 2022	31st March, 2021
	<b>Working Capital Loan repayable on demand from Banks :</b>		
	<b>Secured</b>		
<b>1</b>	HDFC Bank - Cash Credit Limit	416.71	443.65
<b>2</b>	HDFC Bank - GECL Loan	88.85	115.00
	<b>Total (A)</b>	<b>505.57</b>	<b>558.65</b>
<b>3</b>	HDFC Bank - L.C. Limit	396.78	202.41
	<b>Total (B)</b>	<b>396.78</b>	<b>202.41</b>
	<b>Total</b>	<b>902.34</b>	<b>761.06</b>



# CONTINENTAL PETROLEUMS LIMITED

CIN: L23201RJ1986PLC003704, Email Id: conpetco@gmail.com, Phone : 0141-2222232

## Notes Forming Part of Balance Sheet

### Note 13 : Trade payables

(Rs. in Lakhs)

	Particulars	31st March, 2022	31st March, 2021
13.1	Total outstanding dues of micro enterprises and small enterprises		
13.2	Total outstanding dues of creditors other than micro enterprises and small enterprises	754.58	1,083.07
	<b>Total</b>	<b>754.58</b>	<b>1,083.07</b>

Note 13.3 : Steps have been taken to identify the suppliers who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act 2006. Since no intimation has been received from the suppliers regarding their status under the said Act as at 31st March 2021, disclosures relating to amounts unpaid as at the year end, if any, have not been furnished. In the opinion of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act, is not expected to be material.

### Trade Payables ageing schedule: As at 31st March, 2022

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment			Total
	Less than 1 year	1-2 years	2-3 years	
(i) MSME				-
(ii) Others	742.04	12.54	-	754.58
(iii) Disputed dues- MSME				-
(iv) Disputed dues - Others				-

### Trade Payables ageing schedule: As at 31st March 2021

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment			Total
	Less than 1 year	1-2 years	2-3 years	
(i) MSME				-
(ii) Others	1,067.39	15.68	-	1,083.07
(iii) Disputed dues- MSME				-
(iv) Disputed dues - Others				-

Note: Ageing has been considered from the date of transaction

### Note 14 : Other Current Liabilities

(Rs. in Lakhs)

Particulars	31st March, 2022	31st March, 2021
Statutory Dues:	39.32	9.11
Other Dues:	-	-
Payable to Depot	-	5.73
Other Liabilities/Adv.from Customers	114.99	49.26
<b>Total</b>	<b>154.31</b>	<b>64.10</b>

### Note 15 : Outstanding Liabilities

(Rs. in Lakhs)

Particulars	31st March, 2022	31st March, 2021
Outstanding liabilities/Deposit from customers	15.00	15.00
Other out standing liab.	1.58	0.37
<b>Total</b>	<b>16.58</b>	<b>15.37</b>

### Note 16 : Short Term Provisions

(Rs. in Lakhs)

Particulars	31st March, 2022	31st March, 2021
Provision for Income Tax/ Advance Tax/ TDS	6.04	35.21
Provision for Bonus	2.33	2.48
Provision for Doubtful Debtors	-	-
<b>Total</b>	<b>8.37</b>	<b>37.68</b>

**CONTINENTAL PETROLEUMS LIMITED**  
**Note 10.1 :- Property, plant & equipments as on 31st March, 2022**  
**( As per the Companies Act, 2013 )**

**Tangible Assets**

Details of Assets	Gross Block				Accumulated Depreciation				(Rs. in Lakhs)	
	As On 01st April, 2021	Additions	Deductions	Total	As On 01st April, 2021	For The Year	Deductions	As on 31st March, 2022	As At 31st March, 2022	As At 31st March, 2021
<b>TANGIBLE ASSETS</b>										
Land	8.45	-	-	8.45	-	-	-	-	8.45	8.45
Building	168.96	68.28	55.22	182.01	67.25	2.44	-	69.69	112.33	101.71
Furniture & Fixture	22.07	-	-	22.07	15.45	1.45	-	16.90	5.16	6.62
Plant & Machinery	1,021.31	531.55	494.95	1,057.90	412.31	24.28	-	436.59	621.31	609.00
Office Equipments	22.88	5.89	-	28.77	17.86	2.45	-	20.32	8.46	5.02
Computer	20.61	2.15	-	22.76	18.30	1.24	-	19.53	3.22	2.31
Motor Vehicles	115.61	189.66	-	305.28	71.55	13.19	-	84.73	220.55	44.07
	<b>1,379.88</b>	<b>797.53</b>	<b>550.18</b>	<b>1,627.24</b>	<b>602.72</b>	<b>45.04</b>	<b>-</b>	<b>647.76</b>	<b>979.48</b>	<b>777.17</b>
<b>INTANGIBLE ASSETS</b>										
Software development	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>1,379.88</b>	<b>797.53</b>	<b>550.18</b>	<b>1,627.24</b>	<b>602.72</b>	<b>45.04</b>	<b>-</b>	<b>647.76</b>	<b>979.48</b>	<b>777.17</b>
<b>Figures of previous year</b>	<b>1,300.44</b>	<b>92.81</b>	<b>13.36</b>	<b>1,379.88</b>	<b>582.05</b>	<b>26.65</b>	<b>5.99</b>	<b>602.72</b>	<b>777.17</b>	<b>797.83</b>

*Please note that in previous year 2020-21, CWIP was clubbed in Building & Plant and Machinery by Rs 55.22 Lacs & 4.95 Cr respectively, was regrouped in the year 2021-22*

# CONTINENTAL PETROLEUMS LIMITED

CIN: L23201RJ1986PLC003704, Email Id: conpetco@gmail.com, Phone : 0141-2222232

## Notes Forming Part of Balance Sheet

### Note 10.2 : Capital Work in Progress

(Rs. in Lakhs)

Sr. No.	Particulars	31st March, 2022	31st March, 2021
1	Capital work in progress-Building	0.00	55.22
2	Capital work in progress-Plant & Machinery	0.00	494.95
	<b>Total</b>	<b>0.00</b>	<b>550.17</b>

### Note 11 : Non current investment

(Rs. in Lakhs)

Sr. No.	Particulars	31st March, 2022	31st March, 2021
	<b>Quoted investments</b>		
	Equity based mutual fund	NIL	NIL
	<b>Debt based mutual fund</b>	<b>NIL</b>	<b>NIL</b>
	<b>Total</b>	<b>-</b>	<b>-</b>

All above investments are carried at cost

#### 11.1 Other disclosures

(a)	Aggregate cost of quoted investment	NIL	NIL
	Aggregate market value of quoted investments	NIL	NIL
(b)	Aggregate amount of unquoted investments	NIL	NIL
(c)	Aggregate provision for diminution in value of investment	NIL	NIL

#### 11.2 Other Financial Assets

(Rs. in Lakhs)

Sr. No.	Particulars	31st March, 2022	31st March, 2021
1	Security Deposit with Parties	4.51	7.17
	<b>Total</b>	<b>4.51</b>	<b>7.17</b>

### Note 12 : Long term loans and advances

(Rs. in Lakhs)

Sr. No.	Particulars	31st March, 2022	31st March, 2021
I)	Security deposit	0.00	0.00
II)	Other loans & advances	0.00	0.00
	<b>Total</b>	<b>-</b>	<b>-</b>

### Note 10.3 : Deferred Tax Assets

(Rs. in Lakhs)

Sr. No.	Particulars	31st March, 2022	31st March, 2021
1	Deferred tax assets (net)	7.23	0.00
	<b>Total</b>	<b>7.23</b>	<b>-</b>

### Note 13 : Inventories\*

(Rs. in Lakhs)

Sr. No.	Particulars	31st March, 2022	31st March, 2021
1	Raw material	749.33	424.79
2	Semi finished goods	4.71	4.25
3	Finished goods	180.73	169.88
4	Stores & packing		
	*Valued at lower of cost and net realizable value		
	<b>Total</b>	<b>934.77</b>	<b>598.92</b>

**Note 14 : Trade receivables****(Rs. in Lakhs)**

Sr. No.	Particulars	31st March, 2022	31st March, 2021
1	<b><u>Outstanding for more than six months</u></b> a) Secured, considered good b) Unsecured, considered good c) Doubtful	64.49	39.30
2	<b><u>Others</u></b> a) Secured, considered good b) Unsecured, considered good c) Doubtful	1,235.01	1,387.28
	<b>Total</b>	<b>1,299.50</b>	<b>1,426.58</b>

**Trade Receivables ageing schedule as at 31st March,2022****(Rs. in Lakhs)**

Particulars	for following periods from due date		Total
	Less than 6 months	6 months -1 year	
(i) Undisputed Trade receivables -considered good	1,235.01	64.49	1,299.50
(i) Undisputed Trade receivables -considered doubtful	-	-	-
(iii) Disputed trade receivables considered good	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-

**Trade Receivables ageing schedule as at 31st March,2021****(Rs. in Lakhs)**

Particulars	for following periods from due date		Total
	Less than 6 months	6 months -1 year	
(i) Undisputed Trade receivables -considered good	1,387.27	39.30	1,426.58
(i) Undisputed Trade receivables -considered doubtful	-	-	-
(iii) Disputed trade receivables considered good	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-

**Note 15 : Cash and bank balances****(Rs. in Lakhs)**

Sr. No.	Particulars	31st March, 2022	31st March, 2021
15.1	<b><u>Cash and cash equivalent</u></b>	13.36	10.29
	<b>Sub total (A)</b>	<b>13.36</b>	<b>10.29</b>
15.2	<b><u>Bank balances - current accounts</u></b>		
	- In Fixed Deposit	299.44	199.26
	- In Current Account and Deposit A/c	-	1.81
	<b>Sub total (B)</b>	<b>299.44</b>	<b>201.07</b>
	<b>Total [ A + B ]</b>	<b>312.81</b>	<b>211.36</b>

**Note 16.1 : Short terms loans and advances****(Rs. in Lakhs)**

Sr. No.	Particulars	31st March, 2022	31st March, 2021
	Prepaid Expenses	0.07	0.18
	Advance to Suppliers of Raw Material	50.50	127.70
	Advance Income Tax & TDS Receivable	-	0.00
	GST /IGST Receivable	105.75	78.51
	Adv.with service tax and other govt. recd.	-	-
	Deposit with Depot	136.69	168.33
	Intergrated tax	-	65.12
	<b>Total</b>	<b>293.01</b>	<b>439.84</b>

**Note 16.2 : Short terms loans and advances****(Rs. in Lakhs)**

Sr. No.	Particulars	31st March, 2022	31st March, 2021
	Others	0.00	0.00
	<b>Total</b>	<b>0.00</b>	<b>0.00</b>

## CONTINENTAL PETROLEUMS LIMITED

CIN: L23201RJ1986PLC003704, Email Id: conpetco@gmail.com, Phone : 0141-2222232

### Notes Forming Part of Statement of Profit & Loss

#### **Note 17 : Revenue from operations**

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	Sales of products (refer sub note 16.1)	11,546.33	8,658.34
2	Sale of services	-	-
3	Other operating revenues -		
	Incineration of Hazardous waste	575.13	425.11
	Contract of Supply & Errection work	-	883.68
	<b>Total</b>	<b>12,121.46</b>	<b>9,967.13</b>

#### **17.1 Sale of products**

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	Sales - Export	35.46	17.54
2	Sales - Indigenous	11,510.87	8,640.80
	<b>Total</b>	<b>11,546.33</b>	<b>8,658.34</b>

#### **Note 18 : Other income**

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
	<b>Other Non operating revenue</b>		
	Interest on FDR	10.60	9.18
	Foreign Exchange Difference	-	5.37
	Other Income	30.05	20.97
	<b>Total</b>	<b>40.65</b>	<b>35.52</b>

#### **Note 19 : Cost of material consumed**

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	<b>Cost of materials consumed:</b>		
	(refer sub note 18.1)	11,070.26	9,248.19
	<b>Total</b>	<b>11,070.26</b>	<b>9,248.19</b>

#### **19.1 Cost of materials consumed**

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	<u>Consumption of raw material</u>		
	Opening stock	424.79	1,116.25
	<b>Add :-</b> purchase during the year	11,063.04	8,104.23
	<b>Add:-</b> Freight/Duty and other exp. (With Plant Salary)	315.85	441.60
	<b>Add:-</b> Power and Fuel	15.92	10.90
		11,819.60	9,672.98
	<b>Less :-</b> Closing stock	749.33	424.79
	<b>Total</b>	<b>11,070.26</b>	<b>9,248.19</b>
	<b>Total</b>	<b>11,070.26</b>	<b>9,248.19</b>

**Note 20 : Change in inventories****(Rs. in Lakhs)**

Sr. No.	Particulars	2021-22	2020-21
<b>1</b>	<b><u>Change in inventories of finished goods</u></b>		
	Opening stock	169.88	190.13
	Closing stock	180.73	169.88
	<b>Sub total (a)</b>	<b>(10.85)</b>	<b>20.25</b>
<b>2</b>	<b><u>Changes in inventories of work-in-progress</u></b>		
	Opening stock	4.25	2.91
	Closing stock	4.71	4.25
	<b>Sub total (b)</b>	<b>(0.46)</b>	<b>(1.34)</b>
	<b>Total</b>	<b>(11.31)</b>	<b>18.91</b>

**Note 21 : Employment benefit expenses****(Rs. in Lakhs)**

Sr. No.	Particulars	2021-22	2020-21
(i)	Salaries & Other Allowance	63.36	95.49
(ii)	Directors Remuneration (Plant)	18.00	-
(iii)	Contribution to Provident Fund	2.39	1.21
(iv)	Bonus	2.33	2.50
(v)	Contribution to ESIC	1.10	0.72
(vi)	Staff welfare Expenses	0.73	1.38
	<b>Total</b>	<b>87.91</b>	<b>101.30</b>

\* Considered as Related Party Transaction. Refer to note no. 25 for related party disclosure.

**21.1 Incentives to employees****(Rs. in Lakhs)**

Sr. No.	Particulars	2021-22	2020-21
1	Bonus	2.33	2.50
	<b>Total</b>	<b>2.33</b>	<b>2.50</b>

**21.2 Employment provident fund****(Rs. in Lakhs)**

Sr. No.	Particulars	2021-22	2020-21
1	Contribution to Provident Fund	2.39	1.21
	<b>Total</b>	<b>2.39</b>	<b>1.21</b>

**21.3 ESIC****(Rs. in Lakhs)**

Sr. No.	Particulars	2021-22	2020-21
1	Contribution to ESIC	1.10	0.72
	<b>Total</b>	<b>1.10</b>	<b>0.72</b>

**Note 22 : Financial cost****(Rs. in Lakhs)**

Sr. No.	Particulars	2021-22	2020-21
(i)	Bank Charges	6.30	4.55
(ii)	Interest on CC Limit	43.40	48.41
(iii)	Interest paid on other loans & Brokerage	58.90	27.27
(iv)	Foreign Exchange Difference	7.57	0.00
	<b>Total</b>	<b>116.17</b>	<b>80.23</b>

\* Considered as Related Party Transaction. Refer to note no. 25 for related party disclosure.

**Note 23 : Depreciation and amortised cost****(Rs. in Lakhs)**

Sr. No.	Particulars	2021-22	2020-21
	Depreciation on Tangible Assets	45.04	26.65
	<b>Total</b>	<b>45.04</b>	<b>26.65</b>

**Note 24 : Lease Rental**

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
	Lease Rent for Immovable Property	11.69	13.00
	<b>Total</b>	<b>11.69</b>	<b>13.00</b>

**Note 25 : Other expenses**

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
(a)	<b>Selling Expenses</b>		
	Advertisement Expenses	0.63	0.41
	Discount on Sales	4.48	0.19
	Freight & Cartage Outward	16.82	25.42
	Sales Promotion & Conference Expenses	11.36	3.65
	Sales Commission	119.94	55.38
	Tender Application fee	0.00	5.00
	<b>Total</b>	<b>153.23</b>	<b>90.05</b>
(b)	<b>Administration Expenses</b>		
	Conveyance Expenses	1.73	3.37
	Postage & Courier Expenses	0.51	0.35
	Waste Handling Expenses	99.30	0.00
	Payment to Auditors	0.00	0.00
	-Statutory Audit Fees	0.30	0.30
	-Tax Audit	0.24	0.24
	-Other Services	0.35	0.22
	Legal & Professional Expenses	8.27	9.20
	Listing Fees & Secretarial Comp. Expenses	3.00	3.00
	Membership Fees & subscription	0.08	1.95
	Miscellaneous Expenses	25.02	8.23
	Printing and Stationery	0.95	2.67
	Rates & Taxes	7.08	5.81
	Repairs & Maintenance -General	29.00	2.36
	Repair & Maintenance-Vehicle	5.37	3.84
	Interest on Vehicle loan	1.14	2.16
	Telephone and internet Expenses	1.54	1.41
	AGM expense	0.27	0.26
	Commercial Vehicle Operating Expenses	8.53	0.00
	<b>Travelling Expenses</b>		
	-Foreign	3.80	0.09
	-Local	3.89	5.26
	Insurance Premium (Comprehensive & Others)	5.46	6.61
	Power, Fuel & Water	1.11	36.63
	-Machinery & Electricals	3.45	13.25
	<b>Total</b>	<b>210.35</b>	<b>107.19</b>
	<b>Total</b>	<b>363.58</b>	<b>197.24</b>

**Note 25 : Exceptional Items**

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	Loss on Sale of Fixed Assets	-	2.17
	<b>Total</b>	<b>-</b>	<b>2.17</b>

**Note 27 : Deferred Tax Expense**

(Rs. in Lakhs)

Sr. No.	Particulars	2020 - 21	2019 - 20
27.1	<b>Current Tax</b>		
	Provision for Income Tax (Current Year)	103.12	93.15
	Short /(Excess) Provision for Income tax of earlier Years Adjusted	-	-
	<b>Total</b>	<b>103.12</b>	<b>93.15</b>
27.2	<b>Deferred Tax</b>		
	Deferred Tax charge/(credit)	-31.59	-1.04
	<b>Total Deferred Income Tax expense/(benefit)</b>	<b>(31.59)</b>	<b>(1.04)</b>

**Note 26 : Earning per share**

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	Net profit after tax	407.23	222.86
2	Weighted average number of equity shares	55.61	55.61
	<b>Earning per share (face value of Rs.5/-fully paid)</b>	<b>7.32</b>	<b>4.01</b>



**Note 25 : Disclosure as required by Para 20 of Accounting Standard-AS 18 "Related Parties" of the Companies (Accounting Standard) Rules, 2006:-**  
**CIN : L23201RJ1986PLC003704**

**Names of related parties and description of relationship : Relevant Para of the CARO 2020 - 3(xiii)**

Sr. No.	Name	Relation
1	M.L KHANDELWAL	MANAGING DIRECTOR
2	NAVNEET KHANDELWAL	CHIEF EXECUTIVE OFFICER & DIRECTOR
3	VIKRANT KHANDELWAL	CHIEF FINANCIAL OFFICER & DIRECTOR
4	UNIQUE TECHNO ASSOCIATES PV	RELATIVE OF KEY MANAGEMENT PERSONAL
4	RADHIKA KHANDELWAL	DIRECTOR
5	NAVNEET KHANDELWAL (HUF)	CHIEF EXECUTIVE OFFICER & DIRECTOR

**Transactions with related parties for the year ended March 31, 2022**

**(Rs. in Lakhs)**

Sr. No.	Particulars	Purchase & Labour Charges		Interest Expenses		Salary Expenses	
		2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
1	M.L KHANDELWAL	-	-	-	-	12.00	12.00
2	NAVNEET KHANDELWAL	-	-	-	5.66	15.64	12.00
3	VIKRANT KHANDELWAL	-	-	-	-	13.84	10.80
4	UNIQUE TECHNO ASSOCIATES PV	1,379.08	554.80	-	-	-	-
5	RADHIKA KHANDELWAL	-	-	-	1.91	-	-
6	NAVNEET KHANDELWAL (HUF)	-	-	-	0.08	-	-
	<b>Total</b>	<b>1,379.08</b>	<b>554.80</b>	<b>-</b>	<b>7.65</b>	<b>41.48</b>	<b>34.80</b>

	Ratio Analysis	Numerator	31/03/22 Rs in Lacs	31/03/21 Rs in Lacs	Denominator	31/03/22 Rs in Lacs	31/03/21 Rs in Lacs	31/03/22 Ratios	31/03/21 Ratios
1	<b>Current Ratio</b>	<b>Current Assets</b> Inventories  Sundry Debtors Cash and Bank balances Receivables/Accruals Loans and Advances Disposable Investments Any other current assets	935  1,299 313 1,299 - - 293	599  1,427 211 1,427 - - 440	<b>Current Liabilities</b> Creditors for goods and services Short term loans Bank Overdraft Cash Credit Other Current Liability Outstanding Liabilities Any other current liabilities	755   506 397 154 17	1,083   559 202 64 15	<b>2.26</b>	<b>2.13</b>
			<b>4,140</b>	<b>4,103</b>		<b>1,828</b>	<b>1,924</b>		
2	<b>Debt Equity Ratio</b>	<b>Total Liabilities</b> Total Outside Liabilities	2,089	2,126	<b>Shareholder's Equity</b> Total Shareholders Equity	1,742	1,335	1.20	1.59
3	<b>Debt Service Coverage Ratio</b>  (For Ind AS Companies Profit before OCI)	<b>Net Operating Income</b> Net Profit after tax + non-cash operating expenses like depreciation and other amortizations + Interest+other adjustments like loss on sale of fixed assets, etc.	580	343	<b>Debt Service</b> Current Debt Obligation (Interest & Lease payment+ Principal Repayment.	218	149	2.66	2.30
4	<b>Return on Equity Ratio</b>	<b>Profit for the period</b> Net Profit after taxes - preference dividend (if any)	407	223	<b>Avg. Shareholders Equity</b> (Beginning shareholders' equity + Ending shareholders' equity) ÷ 2	1,539	1,224	0.26	0.18
5	<b>Inventory Turnover Ratio</b>	<b>Cost of Goods sold</b> (Opening Stock + Purchases) – Closing Stock	10,727	8,815	<b>Average Inventory</b> (Opening Stock + Closing Stock)/2	767	954	13.99	9.24
6	<b>Trade Receivables Turnover Ratio</b>	<b>Net Credit Sales</b> Credit Sales	<b>11,546</b>	<b>8,658</b>	<b>Average Trade Receivables</b> (Beginning Trade Receivables + Ending Trade Receivables) / 2	227	185	50.83	46.79

	Ratio Analysis	Numerator	31/03/22 Rs in Lacs	31/03/21 Rs in Lacs	Denominator	31/03/22 Rs in Lacs	31/03/21 Rs in Lacs	31/03/22 Ratios	31/03/21 Ratios
7	Trade Payables Turnover Ratio	Total Purchases Annual Net Credit Purchases	11,063	8,104	Average Trade Payables (Beginning Trade Payables + Ending Trade Payables) / 2	153	179	72.24	45.27
8	Net Capital Turnover Ratio	Net Sales Total Sales - Sales Return	12,121	9,967	Average Working Capital Current Assets - Current Liabilities	2,312	2,180	5.24	4.57
9	Net Profit Ratio	Net Profit Profit After Tax	407	223	Net Sales Sales	12,121	9,967	0.03	0.02
10	Return on Capital employed	EBIT Profit before Interest and Taxes	595	397	Capital Employed * Capital Employed = Equity + Long Term Debt	531	418	1.12	0.95
11	Return on Investment	Return/Profit/Earnings			Investment **	-	-		

\* Capital Employed could be treated three ways

<b>Repayment of Borrowings</b>	<b>FY 21-22</b>	<b>FY 20-21</b>
Pickup loan	0.40	-
Truck Loan	12.98	-
Term Loan (Plant	49.36	44.87
USL		
Car Ford	5.26	4.07
Kotak- Ford	3.53	3.22
GECL	26.15	-
Tuscon	-	3.86
<b>Total</b>	<b>97.69</b>	<b>56.03</b>

## SIGNIFICANT ACCOUNTING POLICIES

Notes on accounts forming part of the Ind AS financial statements as at end for the year ended 31.03.2022

### NOTE '1': COMPANY OVERVIEW

Continental Petroleum's Limited is a listed public limited Company incorporated on 22/07/1986, having registered office at A- 2, Opp. Udayg Bhawan, Tilak Marg, C- Scheme, Jaipur- 302005. It's Corporate Identification Number is (CIN) L23201RJ1986PLC003704). The Company is engaged in production of liquid or gaseous fuels, illuminating oils, lubricating oil, or Greases or other products from crude petroleum or bituminous minerals, and government order supplier and contractor

### NOTE '2': BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES:

#### 2.1 Statement of Compliance

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 01, 2017. These financial statements comprising of Balance Sheet, Statement of Profit and Loss (including Other Comprehensive Income), Statement of Cash Flows and Statement of Changes in Equity for the year ended March 31, 2020 have been prepared in accordance with Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

#### 2.2 Basis of Preparation of Accounts

The financial statements are prepared on going concern, accrual and historical cost basis except certain financial assets and liabilities which have been measured at fair value.

The Company has adopted all the Ind AS and that was carried out in accordance with Ind AS 101 "First time adoption of Indian Accounting Standards". The transition was carried out from Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, which was the previous GAAP. Reconciliations and descriptions of the effect of the transition have been summarized in Note 23 (12) (ii) and 23 (12) (iii).

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements for the year ended March 31, 2020 were approved by the Board of Directors and authorize for issue on June 29, 2020.

### **2.3 Functional and Presentation Currency**

The financial statements are prepared in Indian Rupees ("INR") which is the Company's presentation currency and the functional currency for all its operations. All financial information presented in INR has been rounded to the nearest Lakh with two decimal places unless stated otherwise.

### **2.4 Use of Estimates**

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

The Company based its assumptions and estimates or parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

### **Property, Plant & Equipment and Intangible Assets**

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

### **2.5 Classification of Assets and Liabilities as Current and Non-Current**

All Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of product & activities of the Company and their realization in cash and cash equivalent, the Company has determined its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

## **2.6 Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made.

### **Sale of Goods**

Revenue from the sale of goods is recognized, when all the significant risks and rewards of ownership of the goods have passed to the buyer, the Company no longer has effective control over the goods sold, the amount of revenue and costs associated with the transaction can be measured reliably and no significant uncertainty exists regarding the amount of consideration that will be derived from the sales of goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

## **2.7 Inventory**

Inventories are valued at the lower of cost and net realizable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

## **2.8 Property, Plant & Equipment**

Property, Plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the costs to the item can be measured reliably. Repairs and maintenance costs are recognized in the statement of profit and loss when incurred.

The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset only if the recognition criteria for a provision are met and amount is considered material. Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

## **Depreciation**

Depreciation is calculated on Straight Line basis over the useful lives of the assets as prescribed in Schedule II of the Companies Act, 2013.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

### **2.9 Intangible Assets**

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. Amortization methods and useful lives are reviewed periodically including at each financial year end.

### **Research and Development Costs**

Research costs are expensed as incurred. Development expenditures are recognized as an intangible asset when they meet necessary recognition criteria.

### **2.10 Leases**

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognized as operating lease. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term, unless the lease agreement explicitly states that increase is on account of inflation.

### **2.11 Impairment of Assets**

Non-financial asset

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An



impairment loss is recognized in the statement of profit and loss.

## **Financial Assets**

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

### **2.12 Financial Assets & Liabilities**

#### **Financial Instruments**

##### **a) Initial Recognition**

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

##### **b) Subsequent Measurement**

###### **(i) Financial assets carried at amortized cost**

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cashflows that are solely payments of principal and interest on the principal amount outstanding.

###### **(ii) Financial assets at fair value through other comprehensive income**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

###### **(iii) Financial assets at fair value through profit or loss**

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest rate method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

c) Derecognition

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

d) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

### **2.13 Foreign Exchange Transactions/Translations**

Financial statements are presented in INR, which is Company's functional currency. Monetary assets and liabilities denominated in foreign currencies (except financial instruments designated as Hedge Instruments) are translated at the functional currency spot rates of exchange at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item.

All exchange differences are included in profit or loss except any exchange differences on monetary items designated as an effective hedging instrument of the currency risk of designated forecasted sales or purchases, which are recognized in the other comprehensive income.

## **2.14 Employee Benefits**

Short-term Employee Benefits are recognized as an expense on accrual basis. The Company does not have any liability towards long-term employee benefits.

## **2.15 Taxation**

### **Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be paid to or recovered from the taxation authorities in accordance with Income Tax Act 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized either in other comprehensive income or in equity.

### **Deferred Tax**

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

## **2.16 Provision, Contingent Liabilities & Contingent Assets**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingent Liability is disclosed after careful evaluation of facts, uncertainties and possibility of reimbursement, unless the possibility of an outflow of resources embodying economic

benefits is remote. Contingent liabilities are not recognized but are disclosed in notes.

Contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent assets are not recognized in financial statements and are disclosed in notes when it is virtually certain that economic benefits will inflow to the Company.

## **2.17 Segment Reporting**

Identification of Segments: An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the Company's chief operating decision maker to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the chief operating decision maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

## **2.18 Earnings Per Share**

The Company presents basic and diluted earnings per share (EPS) data for its equity shares. Basic EPS is calculated by dividing the profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

## **2.19 Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

## **2.20 Cash and Cash Equivalents**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

## 2.21 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

## 2.22 Fair Value Management

The Company measures financial instruments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

**Level 1** - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

**Level 2**- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

**Level 3**- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

## 2.23 Recent accounting pronouncements

Appendix B to Ind AS 21, Foreign currency transactions and advance consideration:

On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency.

The Company is evaluating the requirement of the amendment and the impact on the financial statements. The effect on adoption of Ind AS 21 is expected to be insignificant.

Ind AS 115, Revenue from Contract with Customers:

Further the new standard requires enhanced disclosures about the nature, amount, timing

and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

The standard permits two possible methods of transition:

- a) Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors
- b) Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach)

The Company is evaluating the requirement of the amendment and the impact on the financial statements. The effect on adoption of Ind AS 115 is expected to be insignificant.



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