

# CONFIDENCE TRADING COMPANY LIMITED

---

**CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED BY MEMBERS IN EXTRA ORDINARY GENERAL MEETING (EGM) OF CONFIDENCE TRADING COMPANY LIMITED HELD ON 13<sup>TH</sup> DECEMBER, 2013 ON FRIDAY AT 3:30 PM AT THE REGISTERED OFFICE OF THE COMPANY AT 9, BOTAWALA BUILDING, 3<sup>RD</sup> FLOOR, 11/13, HORNIMAN CIRCLE, FORT, MUMBAI 400001:**

Members have passed following resolution as Special Resolution.

## **1. Sub Division of shares**

RESOLVED THAT pursuant to the provision of Section 94 and other applicable provision, if any , of the companies Act,1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company) Equity Share Capital of the Company be and hereby subdivided OF EVERY ONE (1) EXISTING ORDINARY SHARE OF Rs. 10/- EACH IN TO TEN (10) ORDINARY SHARES OF Rs.1/- EACH.

RESOLVED FURTHER THAT the Authorised Share Capital of the Company comprising 21,000,000 (Two Crore Ten Lac ) Equity Shares of the face value of Rs.10/- (Rupees Ten ) each aggregating to Rs. 210,000,000 (Rupees Twenty One Crore) by and hereby subdivided in to 210,000,000 (Twenty one Crore) Equity Shares of Rs. 1/- (Rupee One) each aggregating to Rs. 210,000,000/- (Rupeses Twenty one Crore).

FURTHER RESOLVED THAT the existing issued, subscribed and fully paid-up Equity Share Capital of the Company, comprising 1,02,50,000/- (One Crore Two Lac Fifty Thousand) Equity Shares of the face value of Rs. 10/- (Rupee Ten) each aggregating to Rs.102,500,000/- (Rupee Ten Crore Twenty Five Lac) be subdivided in to 102,500,000 (Ten Crore Twenty Five Lac) Equity Shares of the face value of Rs. 1/-(Rupee One) each aggregating to Rs.102,500,000/- (Rupee Ten Crore Twenty Five Lac).

"FUTHER RESOLVED THAT subject to the passing of Special Resolution, approval be and is hereby given to the Directors of the Company to subdivide every one (1) existing ordinary share of Rs.10/- each in the issued and fully paid-up capital of the Company, held by the registered shareholders of the Company with effect from the record date to be fixed, into Ten (10) ordinary shares of Rs.1/- each in the share capital of the Company ("Split Shares"), which will be fully paid-up;

THATthe Split Shares shall, upon allotment and issue, rank pari passu in all respects with each other.

AND THATthe Directors of the Company be and are hereby empowered, authorised and directed to do all such acts and things and take such steps, execute such documents as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and/or give effect to the Proposed Share Split with full powers to assent to any terms, modifications, conditions, variations and/or amendments as may be agreed to/required by the relevant regulatory authorities or as a consequence of any such requirement or as may be deemed necessary and/or expedient in the best interests of the Company."

FURTHER RESOLVED THAT no letter of sub-division shall be issued but the share certificates for the sub-divided new Equity Shares of Rs.1/- (Rupee One) each be delivered to share holders who hold the existing shares in physical form without calling for surrender of the share certificates held by them and the respective beneficiary account be credited with sub-divided new equity shares of Rs.1/- (Rupee One) each for such share holders who hold existing shares in dematerialized form.

RESOLVED THAT , subject to the passing of the Ordinary Resolution, approval be and is hereby given to the Directors of the Company to:

(a) delete the existing Clause (V) A. of the Memorandum of Association of the Company in its entirety and substituting in its place thereof the following new Clause (V) A prior to the implementation of the Proposed Share Split:

V A. "The Authorized Share Capital of the Company is Rs.210,000,000/- (Rupees Twenty One Crore ) divided into 210,000,000 (Twenty One Crore) ordinary shares of Rs.1/- (Rupee One) each.

**REGISTERED OFFICE:**

9, Botawala Building, 3<sup>rd</sup> Floor,  
11/13, Horniman Circle, Fort,  
Mumbai: 400001

**Date:** 18<sup>th</sup> November, 2013

**For Confidence Trading Company Limited**



**Manoj Jain**  
**Director**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES, 1956.**

**ITEM No.1**

The shareholders to note that the equity shares of your Company are listed on the Stock Exchange, Mumbai (BSE).The shares are actively traded on BSE.

The market price of the shares of the Company has witnessed significant spurt over the last 6 months. In order to improve the liquidity of the Company's shares in the stock market and to make it affordable to the small investors, the Board of Directors of the Company ('the Board') at their meeting held on 18<sup>th</sup> November 2013, considered it desirable to sub-divide the nominal value of the equity portion of the authorized share capital of the Company.

The shareholders may please note that presently the nominal value of the equity shares is Rs.10/- each and consequent to the sub-division it is being divided into 10 (Ten) equity shares of Rs.1/- each. The date on which this sub-division would become effective, will be decided by the Board after obtaining the shareholders' approval, which will be notified through the Stock Exchange.

Shareholders attention is also invited to the fact that in view of the foregoing, the existing Capital Clause V A in the Memorandum of Association of the Company relating to equity shares also need relevant amendment to give effect to the sub-division.

None of the Directors of the Company are interested in this resolution.