

CONFIDENCE FINANCE AND TRADING LIMITED
36th ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the 36th(Thirty Sixth) Annual General Meeting(AGM) of the Members of **CONFIDENCE FINANCE AND TRADING LIMITED** Will be held on **30th September, 2016** on **Friday at 10:00 A.M.** at the Registered Office of the Company at 9, Botawala Building, 3rd Floor, 11/13, Horniman Circle, Fort, Mumbai-400001 to transact the following business;

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the Financial year ended 31st March, 2016 and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Manish Jain (DIN:00165472), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of **M/s. Suresh Anchaliya & Co.**, Chartered Accountants, Mumbai [Firm Registration No. 112492W] as approved by Members at the Thirty Fifth(35th) Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of Thirty Ninth(39th) Annual General Meeting and to fix their remuneration.

REGISTERED OFFICE:

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

By Order of the Board Of Directors

Date: 2nd September, 2016

Manoj Jain
Chairman
DIN: 00165280

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy for Members not exceeding 50(Fifty) and holding in aggregate not more than ten percent of the total share capital of the Company.
- 2) The Register of Members and the Transfer Book of the Company will remain closed from Saturday, 24th September 2016 to Friday,30th September, 2016 (both days inclusive).
- 3) Members / Proxies should bring attendance slip duly filled in for attending the Meeting. Members are also requested to bring their copies of Annual Report.
- 4) Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution to the Company, authorising their representative to attend and vote on their behalf at the Meeting.
- 5) Pursuant to Regulation 36 of the (Listing Obligations And Disclosure Requirements)Regulations,2015, details of Director seeking appointment/re-appointment at the Annual General Meeting, forms part of the notice.
- 6) Electronic copy of the Notice of the 36th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the

Members whose Email Ids are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 36th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

- 7) Members are requested to notify immediately any change in their address details to the Company's Registrar and Share Transfer Agents for Shares held in demat/physical form at Purva Shareregistry (India) Pvt. Ltd. Unit No.9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp. Kasturba Hospital lane, Lower Parel (E), Mumbai – 400 011
- 8) Printed copies of the Balance Sheet, Statement of Profit and Loss, Director's Report, Auditor's Report and every other documents required by the law to be annexed or attached to the Balance Sheet for the year ended 31st March, 2016 are enclosed herewith.
- 9) SEBI has mandated submission of Permanent Account Number (PAN) by every participant(s) in securities market. In view thereof, Members who have not furnished PAN are requested to furnish the same as under:
 - I. Members holding Shares in electronic form to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
 - II. Members holding Shares in physical form to submit their PAN details to the Registrar and Transfer Agents.

10) **E voting**

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations 2015, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday , 23rd September, 2016, are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired Shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 9.00 a.m. on Monday, 26th September, 2016 and will end at 5.00 p.m. on Thursday, 29th September, 2016. The Company has appointed Ms. Deepika Singhavi, Practising Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes casted. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

PROCEDURE FOR E-VOTING

The procedure with respect to e-voting is provided below:

- A) In case of Members receiving notice by e-mail from NSDL :
 - i. Open e-mail Id and open the attached PDF file viz: "E-Voting.pdf" giving your Client ID (in case you are holding Shares in demat mode) or Folio No. (in case you are holding Shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
 - ii. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
 - iii. Click on "Shareholder - Login".
 - iv. Put User ID and Password as Initial Password noted in step (i) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing User ID and password. If

you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com

- v. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
- vi. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
- vii. Select "EVEN" of Confidence Finance and Trading Limited.
Note: e-Voting shall not be allowed beyond said time limit.
- viii. Now you are ready for "e-Voting" as "Cast Vote" page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
- x. Institutional Shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail csdeepika45@gmail.com with a copy marked to evoting@nsdl.co.in.

B) In case a Member receiving physical copy of the Notice of AGM by post :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) above, to cast vote.
- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads Section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - II. If you are already registered with NSDL for remote e-voting then you can use your existing User ID and password/PIN for casting your vote.
 - III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - IV. The voting rights of Members shall be in proportion to their Shares of the paid up Equity Share Capital of the Company as on the cut-off date of 23rd September, 2016.
 - V. Any person, who acquires Shares of the Company and become Member of the Company after dispatch of the Notice and holding Shares as of the cut-off date i.e. 23rd September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 - VI. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - VII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - VIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Remote e-voting" or "Ballot Paper" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- IX. The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- X. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.ctcl.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- 11) Members seeking any information with regard to accounts are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready.
- 12) Proxies, in order to be effective, forms must be deposited duly stamped and signed at the Registered Office of the Company not less than 48 hours before the Meeting.

ANNEXURE TO NOTICE DATED 2nd SEPTEMBER, 2016

**Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting
(Pursuant to Regulation 36 of the (Listing Obligations and Disclosure Requirements) Regulations,
2015)**

Name of the Director	<i>Mr. Manish Jain</i>
Date of Birth	<i>29-08-1973</i>
Educational Qualification	<i>B.com, LLB</i>
Experties in Specific Functional Area	<i>Accounts and Law and Capital Markets</i>
Relationship with other Directors and Key Managerial Personnel	<i>Except for Mr. Manoj Jain, Executive Director of the Company, no other Directors and Key Managerial Personnel related with Mr. Manish Jain</i>
Number of the Meeting attended for FY 2015-16	<i>2</i>
Directorship held in other Companies as on 31-03-2016 excluding Foreign Companies	<i>1. Taranya Project Private Limited 2. Anju Securities Private Limited 3. Jaisons Realty (Asia) Limited 4. Daksh Investments Advisory Services Limited</i>
Membership(s) and Chairmanship(s) of Board Committees on other Companies	<i>N.A.</i>
No. of Shares Held	<i>31,195 Equity Shares</i>