

37th ANNUAL REPORT

**CONFIDENCE FINANCE AND TRADING LIMITED
2016-2017**

Registered Office:
9, Botawala Building, 3rd Floor,
11/13, Horniman Circle, Fort,
Mumbai 400001
www.ctcl.co.in
ctclbse@gmail.com

CONFIDENCE FINANCE AND TRADING LIMITED

Registered Office: 9, Botawala Building, 3rd Floor, 11/13, Horniman Circle, Fort, Mumbai 400001
CIN: L51909MH1980PLC231713

BOARD OF DIRECTORS

Mr. Manoj Naginlal Jain	DIN: <u>00165280</u>	Chairman and Executive Director
Mr. A. R. Coutinho	DIN: <u>00477933</u>	Managing Director
Mr. Manish Naginlal Jain	DIN: <u>00165472</u>	Executive Director
Ms. Swati P Panchal	DIN: <u>00477933</u>	Independent Director
Ms. Sneha Moreshwar Raut	DIN: <u>03161352</u>	Independent Director
Mr. Ashok Nagori	DIN: <u>02025485</u>	Independent Director

AUDITOR

M/s Suresh Anchaliya & Co.
Chartered Accountants

SECRETARIAL AUDITOR

Ms. Deepika Singhvi
Practicing Company Secretary

REGISTERED OFFICE

9, Botawala Building, 3rd Floor,
11/13, Horniman Circle, Fort,
Mumbai 400001
www.ctcl.co.in
ctclbse@gmail.com

BANKERS

Axis Bank Ltd.
HDFC Bank Ltd.

REGISTRAR & SHARE TRANSFER AGENT

Purva Share Registry (India) Private Limited
9, Shiv Shakti Industrial Estate,
J.R. Boricha Marg, Lower Parel (E),
Mumbai 400 011
www.purvashare.com
busicomp@vsnl.com

CONFIDENCE FINANCE AND TRADING LIMITED
37th ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the 37th(Thirty Seventh) Annual General Meeting(AGM) of the Members of **CONFIDENCE FINANCE AND TRADING LIMITED** Will be held on **30th September, 2017** on **Saturday** 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 of the Company for the Financial year ended 31st March, 2017 and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Manoj Jain (DIN: 00165280), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of **M/s. Suresh Anchaliya & Co.**, as Statutory Auditors:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by Members at the Thirty Fifth (35th) Annual General Meeting appointing M/s. Suresh Anchaliya & Co, Chartered Accountants, Mumbai (Firm Registration No. 112492W) as Statutory Auditors of the Company to hold office until the conclusion of Thirty Ninth (39th) Annual General Meeting of the Company, the Company hereby ratifies and confirms the appointment of M/s. Suresh Anchaliya & Co, as Statutory Auditors of the Company for the financial year ending 31st March, 2018 on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification(s), if any, the following as a **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152, of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules & regulations made there under approval of the member of the Company be and is hereby accorded to the change in designation of Mr. Manish Jain (DIN: 00165472) from Executive Director to Non-Executive Director of the company, liable to retire by rotation of Directors, effective from 18th August, 2017 on such terms and conditions as per Letter of Appointment given to Mr. Manish Jain by the Company.

RESOLVED FURTHER THAT any one director of the Company or Company Secretary of the Company be and are hereby jointly and/or severally authorised to file the necessary e-forms with Registrar of Companies, Mumbai and to do all such acts and deeds as may be required to give effect to the above resolution.

5. To consider and, if thought fit, to pass, with or without modification(s), if any, the following as a **Special Resolution:**

“RESOLVED THAT pursuant to Section 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other consents and permission as may be required, the Company hereby approves reappointment Mr. Amruth Coutinho (DIN: 00477933) as Managing Director of the Company for a further period of 5 years commencing from 30th January, 2018 on such remuneration and on terms and conditions as recommended by the Nomination and Remuneration Committee of the Directors and approved

by the Board of Directors in their respective meetings held on 18th August, 2017 and set out in the revised draft Agreement placed before the meeting, the said agreement be and is hereby specifically sanctioned with liberty to the board of Directors to alter and vary the terms and conditions of the said appointment and/or agreement and remuneration so as not to exceed the limits specified in Schedule V, as may be agreed between the Board/ Nomination and Remuneration Committee and Mr. A.R. Coutinho

“RESOLVED FURTHER THAT in event of no profits or inadequacy of profits, in any financial year, during the currency of term of Mr. Coutinho, the Company shall pay Mr. Amruth Coutinho, the remuneration as set out in the aforesaid agreement as minimum remuneration by way of salary, perquisites and / or allowance, performance based rewards/ incentives exceeding the limit laid down in Schedule V to the Companies Act, 2013, as applicable to the Company or such other limits, as may be prescribed by the Central Government from time to time as to minimum remuneration and in compliance with provisions stipulated therein subject to the prior approval of the Central Government if and to the extent necessary”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. To consider and, if thought fit, to pass, with or without modification(s), if any, the following as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 61 of the Act and other applicable provisions, if any, of the Act and any statutory modification(s) thereof and any Rules framed thereunder and Articles of Association of the Company, the existing Equity Share Capital of the Company be altered by consolidating the authorized capital from as Rs. 21,00,00,000 (Twenty One Crores) consisting of 21,00,00,000 (Twenty One Crores) Equity Shares of Re.1/- (Rupee One only) to Rs. 21,00,00,000 (Twenty One Crores) consisting of 2,10,00,000 (Two Crores Ten Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each fully paid up with effect from the “Record Date” to be determined by Board of Directors provided that no member shall be entitled to a fraction of a share and all fractional entitlements resulting from the consolidation shall be aggregated into whole shares and the number of whole shares so arising shall be held by trustee appointed by the Board of Directors (hereinafter referred as the Board which term shall be deemed to include any Committee thereof any such officer of the Company as the Board may deem fit) of the Company (trustee) who shall dispose of the said whole shares and the shares and the proceeds of sale of such whole shares shall be distributed proportionately among the members who would otherwise be entitled to fractional entitlement.”

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 of the Act and other applicable provisions, if any, of the Act or any statutory modification(s) thereof and Rules framed thereunder, consequent to above consolidation, the existing Clause V of the Memorandum of Association of the Company be replaced with the following new Clause V A:

V. A The Authorised Share Capital of the Company is Rs. 21,00,00,000/-(Twenty One Crores) divided into 2,10,00,000 (Two Crores Ten Lakhs) Equity Shares of Rs. 10/- each.

RESOLVED FURTHER THAT pursuant to the consolidation of the Equity Shares of the Company, Ten Equity Shares of the face value of Re. 1/- (Rupee One Only) each as Existing on the Record date shall stand consolidated into 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) each fully paid-up, with effect from the Record date.

RESOLVED FURTHER THAT on consolidation, 1 (One) Equity Share of the face value of Rs. 10 /- (Rupees Ten Only) each fully paid-up be issued in lieu of 10 Equity Shares of Re. 1/- (Rupee One Only) each fully paid-up, subject to the terms of Memorandum and Articles of Association of the Company and such shares shall rank pari passu in all respects and carry the same rights as the existing fully paid Equity Shares of the Company and shall be entitled to dividend(s) after consolidation of equity shares, if declared/recommended by the Board and subsequently approved by the shareholders.

RESOLVED FURTHER THAT the Company shall, with or without the surrender of share certificates, issue and dispatch the new share certificates of the consolidated shares, in lieu thereof, to the shareholders who hold

shares in physical forms and credit the respective beneficiary account to those shareholders, who hold existing shares or opt to receive the consolidated shares in dematerialized/ electronic form.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms, etc, as required with the regulatory/statutory authorities and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution any one Director of the Company and / or Company Secretary of the Company be and are hereby severally authorised to file all the necessary Forms and / or Returns and / or any other Form to the Registrar of Companies and / or to Central Government and / or to Statutory Authorities for approval for the change of name as above and to do such other acts, things and deeds as may be necessary to give effect to this resolution.”

REGISTERED OFFICE:

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

Date: 18th August, 2017

By Order of the Board Of Directors

Manoj Jain
Chairman
DIN: 00165280

NOTES:

- 1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
- 2) 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 10% (Ten Percent) of the total Share Capital of the Company carrying voting rights may appoint a Single person as Proxy, provided that the person does not act as a Proxy for any other person or Shareholder .
- 3) Corporate Members intending to send their authorised representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, 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.
- 4) The instrument appointing the proxy, duly completed, must be Deposited at the Company's Registered office not less than 48 hours before the commencement of the meeting (on or before 29th September, 10.00 A.M. IST). A Proxy form for the AGM is enclosed.
- 5) During the period beginning 24 hours before the time fixed for the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- 6) Members / Proxies should bring attendance slip duly filled in for attending the Meeting. Members are also requested to bring their copies of Annual Report.
- 7) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 ('the Act'), and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members at the AGM.

- 8) The Register of Members and the Transfer Book of the Company will remain closed from Saturday, 23rd September 2017 to Saturday, 30th September, 2017 (both days inclusive).
- 9) 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.
- 10) The Annual Report 2016-17, the Notice of the 37th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by electronic mode to all the Members whose Email address are registered with the Company/Depository Participant(s) for communication purposes, unless any member has requested for a Physical copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 37th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- 11) Members 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
- 12) Members may also note that the Notice of the 37th Annual General Meeting and the Confidence Finance and Trading Limited will be available on the Company's Website: www.ctcl.co.in
- 13) 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.

14) **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 , 22nd September, 2017, i.e. the date prior to the commencement of Book Closure, being the cut-off date, 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 remote e-voting period will commence at 9.00 a.m. on Tuesday, 26th September, 2017 and will end at 5.00 p.m. on Friday, 29th September, 2017. 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: "remote 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. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.

- i. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
- ii. Click on "Shareholder - Login".
- iii. 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" or "Physical User Reset Password" option available on www.evoting.nsdl.com
- iv. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
- v. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
- vi. Select "EVEN" of Confidence Finance and Trading Limited.
Note: e-Voting shall not be allowed beyond said time limit.
- vii. Now you are ready for "e-Voting" as "Cast Vote" page opens.
- viii. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
- ix. 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.

A) 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.

NOTE: Shareholders who forget the user Details/Password can use "Forgot user Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
In case Shareholders are holding Shares in demat mode, USER-ID is the combination of (DPID+ClientID).
In case Shareholders are holding Shares in physical mode, USER-ID is the combination of (Even No+ Folio No).
- 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 Friday, 22nd September, 2017.
- 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. 22nd September, 2017, 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 or "Physical User Reset Password" 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 results of the electronic voting shall be declared to the Stock Exchange after the Annual general meeting, The results along with the Scrutinizers report, Shall also be placed on the website of the Company.

- 15) 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.
- 16) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting.
- 17) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection without any fee at the Registered Office of the Company during working hours on all working days except Saturdays, up to and including the date of the AGM of the Company.

Additional information on Director recommended for appointment/re-appointment as required under Regulation 36 of the (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Director	<i>Mr. Manoj Jain</i>
Date of Birth	<i>06/02/1972</i>
Educational Qualification	<i>B.Com, Chartered Accountant</i>
Experties in Specific Functional Area	<i>Finance and Capital Markets</i>
Relationship with other Directors and Key Managerial Personnel	<i>Except for Mr. Manish Jain, Director of the Company, no other Directors and Key Managerial Personnel related with Mr. Manoj Jain</i>
Number of the Meeting attended for FY 2016-17	<i>6</i>
Directorship held in other Companies as on 31-03-2017 excluding Foreign Companies	<i>1. Taranya Project Private Limited</i> <i>2. Anju Securities Private Limited</i> <i>3. Jaisons Realty (Asia) Limited</i>
Membership(s) and Chairmanship(s) of Board Committees on other Companies	<i>N.A.</i>
No. of Shares Held	<i>-</i>

EXPLANATORY STATEMENT

ITEM NO. 4.

The Members are apprised that Mr. Manish Jain who was appointed as Executive Director of the Company w.e.f. 30th September, 2015 by the Board of Directors and Members have ratified his appointment in the Annual General Meeting held on 30th September, 2015 has shown his willingness to act as Non- Executive Director of the company.

The Nomination & Remuneration Committee and Board of Directors in its respective meetings held on 18th August, 2017, considered his request and approved the change in designation of Mr. Manish Jain from Executive Director to Non-Executive Director of the Company on the terms and conditions as specified in the Appointment Letter with effect from 18th August, 2017.

Hence, the Committee & the Board have proposed to appoint him as Non-Executive Director of the company. The appointment of Mr. Manish Jain as such shall take effect from 18th August, 2017 and requires the approval of the Shareholders of the Company by way of Ordinary Resolution passed in the Annual General Meeting as per the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013.

Based on the recommendation of the Nomination & Remuneration Committee & the Board, the matter is recommended to the shareholders for their approval for change in designation of Mr. Manish Jain, from Executive Director to Non-Executive Director of the Company on such terms and conditions as mentioned in the revised Letter of Appointment.

None of the Directors and/or Key Managerial personnel of the company and their relatives, except Mr. Manish Jain and their relatives, are in any way concerned or interested in the proposed appointment of Mr. Manish Jain.

The Directors recommend the aforesaid resolution for the approval by the members as Ordinary Resolution.

ITEM NO. 5.

Mr. Amruth was appointed as Managing Director of the Company on 11th August, 2011 and upon expiration of his tenure he was re-appointed in the Board Meeting held on 30th January, 2015 for a period of 3 years with effect from 30th January, 2015.

The present term of Mr. Amruth Coutinho as Managing Director of the Company (hereinafter referred to as Mr. Coutinho) will expire by efflux of time on 30th January, 2018. The Board of Directors at its meeting held on 18th August, 2017 have recommended to re-appoint Mr. Coutinho as Managing Director of the Company on the remuneration as recommended by the Nomination and Remuneration Committee for a further period of Five years, commencing from 30th January, 2018 subject to necessary approvals. The Board had further authorised Nomination and Remuneration Committee to approve the revision in the remuneration from time to time within the limit as approved by the Board

The appointment of Mr. Coutinho is appropriate and in the best interest of the Company. Thus, the Board of Directors recommends the resolution set out at Item no.5 of the notice for your approval The remuneration payable to the abovementioned Director is given below:

- 1) Period: From 30th January, 2018 to 30th January, 2023
- 2) Remuneration:

The Executive Director shall be entitled to basic salary up to a maximum of Rs. 50,000/- per month, with annual increments which will be effective 1st April each year, will be decided by the Board and will be merit-based and take into account the Company's performance; incentive remuneration and/or commission based on certain performance criteria to be laid down by the Board; benefits, perquisites and allowances, as may be determined by the Board from time to time.