

CONFIDENCE FINANCE AND TRADING LIMITED

NOTICE OF 40th ANNUAL GENERAL MEETING

Notice is hereby given that the 40th Annual General Meeting (AGM) of the Members of **CONFIDENCE FINANCE AND TRADING LIMITED** will be held on **30th September, 2020** on **Wednesday** 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, approve and adopt the Audited Financial Statements which includes Audited Balance Sheet as at 31st March, 2020, Statement of Changes in Equity, Statement of Profit and Loss and cash Flow Statement of the Company for the Financial year ended 31st March, 2020 and the reports of the Board's 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.

SPECIAL BUSINESS:

3. ***Re-appointment of Ms Sneha Raut (DIN: [03161352](#)) as an Independent Director of the Company.***
To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Ms Sneha Raut (DIN: [03161352](#)), Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five consecutive years commencing from August 14, 2020 to August 13, 2025 or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines and whose office shall not be liable to retire by rotation".

RESOLVED FURTHER THAT the Board of Directors and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

4. ***Re-appointment of Mr Ashok Nagori (DIN: [02025485](#)) as an Independent Director of the Company.***
To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr Ashok Nagori (DIN: [02025485](#)), Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five consecutive years commencing from August 14, 2020 to August 13, 2025 or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution".

5. ***Appointment Of Shri Manoj Jain (DIN:00165280) existing director as the Managing Director of the company for a term of 5 years:***
To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and of Association of the Company, the company hereby approves the Appointment Shri Manoj Jain (DIN:00165280) as Managing Director of the Company for a period of 5 years w.e.f 5th Sep, 2020 on such remuneration and terms and conditions as recommended by the Nomination and

Remuneration Committee of the directors and approved by the board of Directors in their respective meeting held on 5th September,2020 and set out in draft agreement submitted before the meetings,by which agreement be and hereby specifically sanctioned with liberity to the Board of Directors to alter and vary terms and conditions of the said appoinment and /or agreement so as not to exceed the limits specified in the Schedule V,as may be agreed between the directors and Mr Manoj Jain or as may be varied by the general meeting and to do all such acts ,deeds,matters and things as they may in their absolute discretion deem necessary, expedient,usual and proper in the best interest of the company for the purpose of giving this resolution effect

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year of the company ,the remuneration, perquites set out in the agreement with Mr Manoj Jain as minimum remuneration provided that the total remuneration by way of salary , Perquites and any other allowances doesnt exceed the ceiling limit provided in section II of part II of Schedule V or such other amount and perquites as may be provided from time to time.”

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

Date:5th September,2020

By Order of the Board Of Directors

CS Shweta Sharma
Company Secretary
and Compliance Officer
ACS 58239

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 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 .
2. 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.
3. 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. A Proxy form for the AGM is enclosed.
4. 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.
5. Members / Proxies should bring attendance slip duly filled in for attending the Meeting. Members are also requested to bring their copies of Annual Report.
6. 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 Arrangments in which the directors are interested, maintanied under Section 189 of the Act, will be available for inspection by the Mmbers at the AGM.
7. The Register of Members and the Transfer Book of the Company will remain closed fromThursday, 24th September 2020 to Wednesday, 30thSeptember, 2020 (both days inclusive).
8. 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.
9. The Annual Report 2019-20, the Notice of the 40th 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 40th 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.
10. 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.
11. Members may also note that the Notice of the 40th Annual General Meeting and the Confidence Finance and Trading Limited will be available on the Company's Website: www.ctcl.co.in
12. 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:
13. The Register of Directors, Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

14. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 as per Companies Act, 2013 will be available for inspection by the members at the 40th Annual General Meeting

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.

15. **E voting through Electronic Means**

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 vote at the 40th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services(India)Limited (CDSL).

The Company shall provide facility for voting through polling paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting. The Members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The cut-off date for the purpose of voting (including remote e-voting) is Tuesday, the 23rd September, 2020 .

The remote e-voting facility will be available during the flowing period after which the portal shall forthwith be blocked and shall not be available:-

Commencement of remote e-voting	09.00 am (IST) on Sunday 27th September, 2020
End of Remote e-voting	5.00 p.m.(IST) on Tuesday, 29th September, 2020

16.Voting through electronic means Members are requested carefully read the below mentioned instructions for remote e-voting before casting vote.

(i) The voting period begins on 27th September, 2020 (Sunday) at 9.00 AM (IST) and ends on 29 September, 2020 (Tuesday) at 5.00 P.M (IST), During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL. for voting thereafter.

(ii) "The shareholders should log on to the e-voting website www.evotingindia.com

(iii) Click on "Shareholders" module

(iv) 'Now Enter your User 1D

a, For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

© Shareholders holding shares in Physical Form should enter Folio Number registered with the Company,

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
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 the first two letters of their name and the 8 digits of the sequence number in the PAN field
Dividend Bank Details or Date of Birth(DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded Bank Details in your demat account or in the company records in order to login. 1.if both the details are not recorded with the depository or company, please enter the Birth (DOB) member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)..

(viii) After entering these details appropriately, click on "SUBMIT™" tab.

(ix) 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 wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(xi) Click on the EVSN for the relevant "**Confidence Finance and Trading Limited**" on which you choose to vote.

(xii) 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,

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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

(xvii) 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 and enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mx app m-Voting. The m-Voting app can be downloaded from respective store, Please follow the instructions as prompted by the mobile app while voting on your mobile

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

17.Process for those shareholders whose email addresses are not registered with the Depositories for obtaining Login Credentials for E-Voting for the Resolutions proposed in this notice:

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 ctclbse@gmail.com / support@purvashare.com

- For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN. (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ctclbse@gmail.com/support@purvashare.com
- The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

18.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.

19.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.

20.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	Mr. Manish Jain	Mr Manoj Jain	Mr. Ashok Nagori	Ms.Sneha Raut
<i>Designation</i>	<i>Non Executive Director</i>	<i>Executive Director</i>	<i>Independent Director</i>	<i>Independent Director</i>
<i>Date of Birth</i>	<i>29/08/1973</i>	<i>06/02/1972</i>	<i>25/02/1977</i>	<i>27/02/1987</i>
<i>Educational Qualification</i>	<i>B.Com, LLB</i>	<i>B.Com, Chartered Accountant</i>	<i>Chartered Accountant</i>	<i>B.com Graut</i>
<i>Experties in Specific Functional Area</i>	<i>Accounts, Capital Markets and Law</i>	<i>Accounts and Capital Markets</i>	<i>Accountancy Financial Knowledge</i>	<i>Commerce finance taxation and accounts</i>
<i>Relationship with other Directors and Key Managerial Personnel</i>	<i>Except for Mr. Manoj Jain, Director of the Company, no other Directors and Key Managerial Personnel related with Mr. Manish Jain</i>	<i>Except for Mr. Manish Jain, Director of the Company, no other Directors and Key Managerial Personnel related with Mr. Manoj Jain</i>	<i>NA</i>	<i>NA</i>
<i>Directorship held in other Companies as on 31-03-2019 excluding Foreign Companies</i>	<i>Taranya Project Private Ltd Anju Securities Private Ltd Jaisons Realty (Asia) Ltd Daksh Investments Advisory Services Ltd Ansox Industries Private Ltd</i>	<i>Taranya Project Private Ltd Anju Securities Private Ltd Jaisons Realty (Asia) Ltd</i>	<i>Integrated Personnel Services Ltd</i>	<i>NA</i>
<i>Membership(s) and Chairmanship(s) of Board Committees on other Companies</i>	<i>N.A.</i>	<i>NA</i>	<i>NA</i>	<i>NA</i>
<i>No. of Shares Held</i>	<i>3100</i>	<i>1095717</i>	<i>NA</i>	<i>NA</i>

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Items 3 and 4:

Ms Sneha Raut (DIN: 03161352), and **Mr Ashok Nagori (DIN: 02025485)** were appointed as the Independent Directors of the Company to hold office as Independent Director up to 13th August, 2020 ("first term"). The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended for their re-appointment as the Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company. The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during their tenure, the continued association would be beneficial to the Company and it is desirable to continue to avail their services as an Independent Directors. Accordingly, it is proposed to re-appoint them as Independent Directors of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years w.e.f. 14th Aug, 2020 on the Board of the Company. All the aforesaid independent directors proposed for re-appointment are not disqualified as a Director in terms of Section 164 of the Act and other applicable laws and has given their consent to act as a Director. The Company has also received declaration from them that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. In the opinion of the Board, these directors fulfil the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015. They shall be paid remuneration by way of fee for attending meetings of the Board. Copy of draft letter of appointment of them setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company. The aforesaid directors may be deemed to be interested in the resolution to the extent of the fee for attending the meetings as may be payable and their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. Therefore the above said resolutions as set out in the Item No. 3 and 4 pass by way of special resolution.

ITEM 5:

Mr. Manoj Jain was appointed as Executive director of the Company. On the recommendation of the Nomination and Remuneration Committee, The Board of Directors has recommended appointment of Mr. Manoj Jain as Managing Director for a period of five years subject to the approval of members with such terms and remuneration as set out in resolution. The Board considered that the terms and conditions the salary and perquisites as agreed by the board and commensurate with his high responsibilities, status and image of the Company. The Board recommends to pass necessary special resolution as set out in Item No. 5 of the notice. Except Mr Manish Jain none of the directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution. Following Information as required under section II, Part 2 of the Schedule V is being given as under:

General Information:

Nature of industry	Other Financial Industry
Date or expected date of commencement of commercial production	NA
In case of new companies, expected date of activities as per project approved by financial institutions appearing in the prospectus	NA
Financial performance based on given indicators	The Company has achieved gross turnover of indicators Rs 173.43 Lakhs for the year ended 31 st March, 2020 and earned profits before Tax Rs 1.13 lakhs
Foreign investments or collaborations, if any	NA

II. Information about the appointee:

Background details	Mr Manoj Naginlal Jain is a B.Com graduate and a Chartered Accountant by Profession.
Past remuneration	The total remuneration Payable for the year ended on 31.03.2020 i.e. 6.00 lakhs
Recognition or awards	NIL
Job profile and his suitability	As per agreement
Remuneration proposed	As per agreement
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is comparable with remuneration for equivalent position of comparable size and complexity.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr Manoj Jain is a promoter of the company holding 10,95,717 shares. Mr Manoj Jain is a relative to Mr Manish Jain who is a Non Executive Director of the Company.

Other information:

Reasons of loss or inadequate profits	There is no loss however, The company is having inadequate profits for remuneration proposed to be payable to the proposed appointee. The said inadequate profit is due to increase in the remuneration payable to appointee.
Steps taken or proposed to be taken for improvement	The Company is continuing efforts to introduce higher value products and broaden its operating base.
Expected increase in productivity and profits in measurable terms	The Company expect to increase its turnover and profits by about 8-10% every year.

REGISTERED OFFICE:

**9, Botawala Building, 3rd Floor,
11/13, Horniman Circle, Fort,
Mumbai: 400001
Date: 5th September, 2020**

By Order of the Board of Directors

**Sd/-
CS Shweta Sharma
Company Secretary and Compliance Officer
ACS 58239**