

CONFIDENCE FINANCE AND TRADING LIMITED

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

Tel: 22662150 www.ctcl.co.in ctclbse@gmail.com CIN: L51909MH1980PLC231713

Date: 14th August, 2023

Online Filing at: www.listing.bseindia.com

To
The Manager,
DCS-CRD
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai – 400 001

Scrip Code: 504340

SUBJECT: Corrigendum in continuation to the Notice & Explanatory Statement attached thereto dated 2nd August, 2023 convening the Annual General Meeting of Confidence Finance and Trading Limited to be held on Friday, 25th August 2023 at 10.30 am at the registered office of the company.

Dear Sir,

This Corrigendum is issued in continuation to the Notice and Explanatory Statement annexed thereto dated 2nd August, 2023 which was mailed to all the shareholders and uploaded on the Websites of the Company & Bombay Stock Exchange of India Limited on 3rd August, 2023.

The Company had applied for In-principal approval of Bombay Stock Exchange of India Limited for issue and allotment of upto 34,00,000 (Thirty-four Lakhs) Equity Shares on preferential basis under Regulation 28(1) of the SEBI (LODR) Regulations, 2015.

The Bombay Stock Exchange raised a query regarding the working of three valuation method (Income, Cost and Market Approach) to be used to determine fair value of equity shares by the valuer. In the light of the above, valuer has issued addendum to valuation report incorporating the methods of valuation showing three valuation methods such as Income Approach Method, Market Approach and Cost Approach vide its Valuation Report dated 11th August, 2023. The fair value is derived after comparing three of the valuation methods which is Rs. 19.45/- per equity share. The valuation report dated 11th August, 2023 is made available on the website of the company www.ctcl.co.in

The Company through this communication wishes to bring to the notice of the Shareholders, following changes in the said Notice of AGM dated 2nd August, 2023 ("AGM Notice") emailed to Shareholders of the Company on 3rd August, 2023 under first paragraph of Point 4- Basis on which the price has been arrived at and justification for the price (including premium, if any) and Name and Address of the valuer who performed Valuation under Item No. 4 - of the Explanatory Statement wherein the minimum price of the Equity Shares which shall be issued and allotted should now be read as Rs. 19.45/- each (Face Value Rs. 10/- each + Premium Rs. 9.45/- each) instead of Rs. 20/- each (Face Value Rs. 10/- each + Premium Rs. 10/- each).

All other contents of the AGM Notice save and except as amended / clarified by this Addendum, shall remain unchanged.

Thanking You

Yours Faithfully

For Confidence Finance and Trading Limited

Shweta



SHWETA SHARMA

Company Secretary &

Compliance Officer

Encl: Notice of 43rd Annual general meeting

CONFIDENCE FINANCE AND TRADING LIMITED

NOTICE OF 43rd ANNUAL GENERAL MEETING

Notice is hereby given that the 43rd Annual General Meeting (AGM) of the Members of CONFIDENCE FINANCE AND TRADING LIMITED will be held on 25th August, 2023 on Friday at 10:30 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, 2023, Statement of Changes in Equity, Statement of Profit and Loss and cash Flow Statement of the Company for the Financial year ended 31st March, 2023 and the reports of the Board's and Auditors thereon.
2. To appoint a Director in place of Mr. Manoj Naginlal Jain (DIN: 00165280), who retires by rotation and being eligible, offers himself for re-appointment.
3. **RE-APPOINTMENT M/S A.K. KOCCHAR AND ASSOCIATES AS THE STATUTORY AUDITORS OF THE COMPANY.**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

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 relevant rules thereunder, M/s A. K. Kocchar and Associates, Chartered Accountants, (Firm Registration No. 120410W), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Act and applicable rules, be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office with effect from conclusion of the 43rd Annual General Meeting of the Company till conclusion of 48th Annual General Meeting, to conduct audit of accounts of the Company, subject to their continuity of fulfilment of the applicable eligibility norms, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

SPECIAL BUSINESS

4. **TO OFFER, ISSUE AND ALLOT EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS:**

To consider and, if thought fit, to give assent or dissent to the following resolution proposed to be passed as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment (s) thereof for the time being in force), and in accordance with Ministry of Corporate Affairs ("MCA"), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Ministry of Corporate Affairs, Government of India, the Securities and Exchange Board of India ("SEBI") and BSE Limited where the equity shares of the Company are listed ("Stock Exchange"), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the Members of the Company be and is hereby accorded, to create, offer, issue and allot at an appropriate time, on a preferential basis, upto 34,00,000 (Thirty Four Lakhs) Equity Shares of face value Rs. 10/- (Rupees Ten Only) each ("Equity Shares") for cash at an issue price of Rs. 20/- per equity share aggregating to Rs. 6,80,00,000/- (Rupees Six Crores Eighty Lakhs only) to the below mentioned Non-Promoters, ("Proposed Allottees"), in accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue on such terms and conditions, as are stipulated in the explanatory statement attached and as Board may deemed fit in its absolute discretion;



Sr. No.	Name of the Proposed Allottees	Category	No. of Equity Shares proposed to be allotted	Name of the Ultimate Beneficial Owner
1	KIRTESH BABULAL SHAH	Non-Promoter	6,00,000	KIRTESH BABULAL SHAH
2	SAMEER M BHAMBHA	Non-Promoter	1,50,000	SAMEER M BHAMBHA
3	BHAMBHA SWETA SAMEER	Non-Promoter	1,50,000	BHAMBHA SWETA SAMEER
4	KAPIL M BHAMBHA	Non-Promoter	1,50,000	KAPIL M BHAMBHA
5	ALPA KAPILKUMAR BHAMBHA	Non-Promoter	1,50,000	ALPA KAPILKUMAR BHAMBHA
6	VIKAS RAMESH MEHTA	Non-Promoter	6,50,000	VIKAS RAMESH MEHTA
7	KESAR TRACOM INDIA LLP	Non-Promoter	6,50,000	1. KEVAL ARVIND MODI 2. MOHIT HEMANT NAGARSETH
8	KUBER EQUITY SEVICES LLP	Non-Promoter	6,50,000	1. KEVAL ARVIND MODI 2. PREMAL MUKUND BHAI SHAH
9	JITENDRA CHUNILAL DARJEE	Non-Promoter	1,00,000	JITENDRA CHUNILAL DARJEE
10	A A DOSHI SHARE AND STOCK BROKERS LTD	Non-Promoter	1,50,000	1. ABHAY NANALAL DOSHI 2. PRITI ABHAY DOSHI
	TOTAL		34,00,000	

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations the "Relevant Date" for the purpose of calculating the price for the issue of Equity Shares be and is hereby fixed as, Wednesday, 26th July, 2023 being the date 30 days prior to the date of Annual General Meeting i.e. Friday, 25th August, 2023;

RESOLVED FURTHER THAT all such Equity Shares to be issued and allotted by the Board shall be subject to provisions of Memorandum and Article of Association of the Company and shall rank pari passu in all respect including dividend and voting rights with the existing Equity Shares of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the names of the Proposed Allottees be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer cum application letter in Form No. PAS-4 be issued to the Proposed Allottees inviting them to subscribe to the Equity Shares and consent of the Members of the Company be and is hereby accorded to the issuance of the same to the Proposed Allottees inviting them to subscribe to the Equity Shares;

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees for application of the Equity Shares pursuant to this preferential issue be kept by the Company in a separate bank account;

RESOLVED FURTHER THAT the Proposed Allottees shall be required to bring in the entire consideration for the Equity Shares to be allotted, along with application letter and the consideration for allotment of Equity shares shall be paid to the Company from the bank accounts of the respective proposed allottees;

RESOLVED FURTHER THAT the allotment shall be completed within a period of 15 days from the passing of this special resolution, provided that any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of the SEBI (ICDR) Regulations, 2018.;

RESOLVED FURTHER THAT the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall be issued in dematerialized form and shall be subject to lock-in for such period as may be prescribed under Regulation 167 of the SEBI (ICDR) Regulations and the Equity Shares so offered, issued and allotted will be listed on Stock Exchanges where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt,



effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, open bank account in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI (ICDR) Regulations and the SEBI Listing Regulations, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or to one or more Directors or executive of the Company including making necessary filings with the Stock Exchange and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint consultants, professional advisors and legal advisors to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

REGISTERED OFFICE:

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

Date: 2nd August, 2023

sd/-

By Order of the Board of Directors



CS Shweta Sharma
Company Secretary (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 authorized 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, authorizing 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 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.
7. The Register of Members and the Transfer Book of the Company will remain closed from Saturday, 19th August, 2023 to Friday, 25th August, 2023 (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 2022-23, the Notice of the 43rd 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 43rd 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. The Notice calling the AGM along with complete Annual Report has been uploaded on the website of the Company www.ctcl.co.in. The Notice and Annual Report can also be accessed from the websites of the BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility i.e. (www.evotingindia.com)).
 12. 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 43rd Annual General Meeting.
 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. 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.
 15. The Members are requested to:
 - a. Intimate changes, if any, in their registered addresses immediately.
 - b. Quote their ledger folio number in all their correspondence.
 - c. Send their Email address to RTA for prompt communication and update the same with their DP to receive softcopy of the Annual Report of the Company.
 16. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Boards.
 17. As per SEBI Circular NO.SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021, shareholders holding shares of the company in the physical form are required to provide PAN, KYC, Contact Details, Bank account Details, Specimen Signature and Nomination by holders and compulsory linking of PAN and Aadhaar by all holders of physical securities in listed companies. If, the aforesaid details not updated in folio, the folios wherein anyone of the above cited document/details are not available on or after April 01, 2023, shall be frozen by the RTA.
 18. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement sub-division/splitting of securities certificate; consolidation of securities certificates folios; transmission and transposition. Accordingly, Members are requested to make service request by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website www.ctcl.co.in and is also available on the website of the RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.
 19. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

20. 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 43rd 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 Friday, the 18th August, 2023.

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 Tuesday 22 nd August, 2023
End of Remote e-voting	5.00 p.m.(IST) on Thursday, 24 th August, 2023

21. 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 Tuesday 22nd August, 2023 at 09.00 am (IST) and ends on Thursday, 24th August, 2023 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 **18th August, 2023** 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi tab 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 e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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.



<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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.com or contact at toll free no. 1800 22 55 33
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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- v. Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
 1. The shareholders should log on to the e-voting website www.evotingindia.com.
 2. Click on "Shareholders" module.
 3. Now enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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. <ul style="list-style-type: none"> 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 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.
- 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 CONFIDENCE FINANCE AND TRADING LIMITED 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. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory 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: ctclbse@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- 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.
 - For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
 - 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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
- 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 or call at toll free no. 1800 22 55 33

22. 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.
23. In case of joint holders attending the meeting, only such joint holders who is higher in the order of names, will be entitled to vote at the Meeting.
24. 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. Manoj Naginlal Jain
Designation	Executive Director and Managing Director
DIN	00165280
Date of Birth	06/02/1972
Date of Appointment	21/02/2011
Educational Qualification	B.Com, Chartered Accountant
Expertise in Specific Functional Area	Accounts and Capital Markets
Relationship with other Directors and Key Managerial Personnel	Except for Mr. Manish Jain, Director of the Company, no other Directors and Key Managerial Personnel related with Mr. Manoj Jain
Directorship held in other Companies as on 31-03-2023 excluding Foreign Companies	Anju Securities Private Ltd Vemaa Equipments Ltd
Membership(s) and Chairmanship(s) of Board Committees on other Companies	NA
No. of Shares Held	11,58,009

A

NNEXURE TO THE NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 4 of the accompanying Notice dated 2nd August, 2023.

ITEM NO. 4:

The Board in their Meeting held on 2nd August, 2023, subject to necessary approval(s), had approved to offer, issue and allot equity shares of the Company to proposed allottees on preferential basis.

In accordance with Sections 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue of up to 34,00,000 (Thirty Four Lakhs) Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each for cash at an issue price of Rs. 20/- per share to Non-Promoters to whom the shares to be allotted on Preferential basis.

Necessary information or details in respect of the proposed Preferential Issue of Equity Shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the SEBI (ICDR) Regulations are as under:

- 1. Particulars of the offer including date of passing of the Board resolution, kind of securities offered, total/maximum number of securities to be issued and the Issue Price:**



The Board of Directors of the Company at their meeting held on Wednesday, 2nd August, 2023, subject to the approval of the Members of the Company ("Members") and such other approvals as may be required, had approved the issue of 34,00,000 Equity shares having face value of Rs. 10/- (Rupees Ten Only) each at a Premium of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 6,80,00,000/- (Rupees Six Crores Eighty Lakhs only) on a preferential basis, for cash consideration, in the following manner:

Sr. No.	Name of the Proposed Allottees	PAN	Number of Equity Shares proposed to be allotted
Non-Promoters			
1	KIRTESH BABULAL SHAH	AADPS9394J	6,00,000
2	SAMEER M BHAMBHA	ALKPB8463F	1,50,000
3	BHAMBHA SWETA SAMEER	BVMPB0618R	1,50,000
4	KAPIL M BHAMBHA	ALQPB0315A	1,50,000
5	ALPA KAPILKUMAR BHAMBHA	ALQPB0316D	1,50,000
6	VIKAS RAMESH MEHTA	AFSPM6049Q	6,50,000
7	KESAR TRACOM INDIA LLP	AAUFGK2908B	6,50,000
8	KUBER EQUITY SEVICES LLP	AASF7806Q	6,50,000
9	JITENDRA CHUNILAL DARJEE	ADVDP5118Q	1,00,000
10	A A DOSHI SHARE AND STOCK BROKERS LTD	AAACA4670R	1,50,000
	TOTAL		34,00,000

The terms and conditions of the Preferential Issue of the Equity Shares are as stated in the Resolution No. 4.

2. Objects of the Preferential Issue:

The proposed issue of 34,00,000 Equity Shares to Non- Promoters on Preferential allotment basis is being made for cash with the object of meeting the working capital requirements, furtherance of business including loans and investments and general corporate purposes in order to support the future growth plan of the Company.

3. Relevant Date:

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, relevant date for determining the price for the Preferential Issue of the Equity Shares is 26th July 2023, being the date 30 days prior to the date of this Annual General Meeting i.e. 25th August, 2023.

4. Basis on which the price has been arrived at and justification for the price (including premium, if any) and Name and Address of the valuer who performed Valuation:

The Equity Shares of the Company are not frequently traded shares within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018 and the pricing of Equity Shares is determined in compliance with Regulation 165 and Regulation 166A of Chapter V of SEBI (ICDR) Regulations, 2018. The Valuation of Equity Shares has been done by Pratik Singhi, IBBI Registered Valuer- Securities and Financial Assets being an Independent Registered Valuer (IBBI Registration No. IBBI/RV/06/2018/10077) having its Office at D-303 ,Prathamesh residency, near Bhavans College, Dadabhai Road, Andheri(W), Mumbai 400058. In terms of the applicable provisions of SEBI (ICDR) Regulations, the minimum price at which the Equity Shares shall be issued and allotted is Rs. 19.45/- each (Face Value Rs. 10/- each + Premium Rs. 9.45/- each).

The valuation report shall be available for inspection by the Members at the Meeting and is also placed on the Company's website at the following link www.ctcl.co.in

Further, Articles of Association of the Company doesn't provide for any method on determination for valuation of shares which results in Minimum price/ Floor Price higher than determined price pursuant to SEBI (ICDR) Regulations.

Based on the above and on the Valuation provided by the Independent Registered Valuer, the Board has decided the issue of Equity Shares on preferential basis shall be at as issue price of Rs. 20/- each (Face Value Rs. 10/- each + Premium Rs. 10/- each).

The issue price shall be subject to appropriate adjustments in the cases specified under Regulation 166 of the SEBI (ICDR) Regulations.

5. Amount which the Company intends to raise by way of such securities:

The Company intends to raise Rs. 6,80,00,000/- (Rupees Six Crores Eighty Lakhs Only) by way of Preferential Issue of 34,00,000 Equity Shares.

6. Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the Preferential Issue:

None of the Promoters, Directors, Key Managerial Personnel or Senior Management or their relatives intend to subscribe to any Equity Shares pursuant to the proposed Preferential Issue.

7. Time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Special Resolution as provided in Item No. 4 of this Notice, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

8. Name of the proposed allottees, class and percentage of post Preferential Issue capital that may be held by them:

Name of Proposed Allotees	Class	Pre-Issue Holding		Post-issue Holding	
		No.	%	No.	%
KIRTESH BABULAL SHAH	Equity Shares	-	-	6,00,000	4.40
SAMEER M BHAMBHA	Equity Shares	-	-	1,50,000	1.10
BHAMBHA SWETA SAMEER	Equity Shares	-	-	1,50,000	1.10
KAPIL M BHAMBHA	Equity Shares	-	-	1,50,000	1.10
ALPA KAPILKUMAR BHAMBHA	Equity Shares	-	-	1,50,000	1.10
VIKAS RAMESH MEHTA	Equity Shares	-	-	6,50,000	4.76
KESAR TRACOM INDIA LLP	Equity Shares	-	-	6,50,000	4.76
KUBER EQUITY SERVICES LLP	Equity Shares	-	-	6,50,000	4.76
JITENDRA CHUNILAL DARJEE	Equity Shares	-	-	1,00,000	0.73
A A DOSHI SHARE AND STOCK BROKERS LTD	Equity Shares	-	-	1,50,000	1.10

9. Contribution being made by the promoters or Directors either as part of the offer or separately in furtherance of objects

No Contribution is being made by the promoters of the Company or Directors either as part of the offer or separately in furtherance of its objects.

10. Principle terms of assets charged as securities. Not Applicable

11. Shareholding pattern of the Company before and after the Preferential Issue: The shareholding pattern of the Company giving the position as on the latest available BENPOS dated 28th July, 2023 being the latest practicable date prior to the approval of Board of Directors of the Company and issuance of notice to the Members of the Company is provided as under:

Sr. No	Category	Pre-Preferential Issue of Equity Shares*		Post Preferential Issue of Equity Shares	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters Holding				
1	Indian				
	Individual	11,58,009	11.30	11,58,009	8.48
	Bodies corporate	1,82,500	1.78	1,82,500	1.34
	Sub-total	13,40,509	13.08	13,40,509	9.82
2	Foreign Promoters	-	0.00	-	0.00
	Sub-total (A)	13,40,509	13.08	13,40,509	9.82
B	Non-promoters' holding				
	Institutional investors	-	0.00	-	0.00
	Non-institution				
	Private corporate bodies & LLP	13,91,765	13.58	28,41,765	20.82
	Indian public & HUF	75,12,566	73.29	94,62,566	69.32
	(Others (including IEPF, NRIs, Clearing members, Trusts, etc))	5,160	0.05	5,160	0.04
	Sub-total (B)	89,09,491	86.92	1,23,09,491	90.18
C	Non Promoter & Non Public	-	0.00	-	0.00
	GRAND TOTAL	1,02,50,000	100.00	1,36,50,000	100.00

* As on 28th July, 2023



12. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:

SR. No.	Name of the Proposed Allottees	Ultimate Beneficial Owner	Category of the allottees	PAN of the Allottees	Pre-Issue share Holding *	Percentage of equity shares held pre-issue *	No. of equity shares to be allotted	Post issue equity holding	Percentage of equity shares held post issue
1.	KIRTESH BABULAL SHAH	KIRTESH BABULAL SHAH	Non-Promoter	AADPS9394J	-	-	6,00,000	6,00,000	4.40
2.	SAMEER M BHAMBHA	SAMEER M BHAMBHA	Non-Promoter	ALKPB8463F	-	-	1,50,000	1,50,000	1.10
3.	BHAMBHA SWETA SAMEER	BHAMBHA SWETA SAMEER	Non-Promoter	BVMPB0618R	-	-	1,50,000	1,50,000	1.10
4.	KAPIL M BHAMBHA	KAPIL M BHAMBHA	Non-Promoter	ALQPB0315A	-	-	1,50,000	1,50,000	1.10
5.	ALPA KAPILKUMAR BHAMBHA	ALPA KAPILKUMAR BHAMBHA	Non-Promoter	ALQPB0316D	-	-	1,50,000	1,50,000	1.10
6.	VIKAS RAMESH MEHTA	VIKAS RAMESH MEHTA	Non-Promoter	AFSPM6049Q	-	-	6,50,000	6,50,000	4.76
7.	KESAR TRACOM INDIA LLP	1. KEVAL ARVIND MODI 2. MOHIT HEMANT NAGARSETH	Non-Promoter	AAUFG2908B	-	-	6,50,000	6,50,000	4.76
8.	KUBER EQUITY SERVICES LLP	1. KEVAL ARVIND MODI 2. PREMAL MUKUND BHAI SHAH	Non-Promoter	AASF7806Q	-	-	6,50,000	6,50,000	4.76
9.	JITENDRA CHUNILAL DARJEE	JITENDRA CHUNILAL DARJEE	Non-Promoter	ADVPD5118Q	-	-	1,00,000	1,00,000	0.73
10.	A A DOSHI SHARE AND STOCK BROKERS LTD	1. ABHAY NANALAL DOSHI 2. PRITI ABHAY DOSHI	Non-Promoter	AAACA4670R	-	-	1,50,000	1,50,000	1.10

* As on 28th July, 2023

13. Change in Control or Management, if any, that would occur in the Company consequent to the Preferential Issue:

There shall be no change in management or control of the Company pursuant to the aforesaid issue of Equity Shares. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Issue.



14. Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer: Not applicable as the Offer which is specified in item no. 4 is being made for cash.

15. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

Save and except the preferential issue as proposed in the resolution no. 4 as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the financial year 2023-2024.

16. Lock-in Period:

The Equity Shares shall be locked-in for such period as may be specified under Chapter V of the SEBI (ICDR) Regulations. The entire pre-preferential allotment shareholding, if any, of the above mentioned proposed allottees shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations .

17. Listing:

The Company will make an application to the Stock Exchange, BSE Limited, at which the existing shares of the Company are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

18. The current and proposed status of the allottees(s) posts the preferential issues namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	KIRTESH BABULAL SHAH	Not Applicable	Non-Promoter
2.	SAMEER M BHAMBHA	Not Applicable	Non-Promoter
3.	BHAMBHA SWETA SAMEER	Not Applicable	Non-Promoter
4.	KAPIL M BHAMBHA	Not Applicable	Non-Promoter
5.	ALPA KAPILKUMAR BHAMBHA	Not Applicable	Non-Promoter
6.	VIKAS RAMESH MEHTA	Not Applicable	Non-Promoter
7.	KESAR TRACOM INDIA LLP	Not Applicable	Non-Promoter
8.	KUBER EQUITY SEVICES LLP	Not Applicable	Non-Promoter
9.	JITENDRA CHUNILAL DARJEE	Not Applicable	Non-Promoter
10.	A A DOSHI SHARE AND STOCK BROKERS LTD	Not Applicable	Non-Promoter

19. Practicing Company Secretary Certificate: The certificate from Ritika Agrawal, Practicing Company Secretary, having its office at 602-603, Shubham Centre A-2, Cardinal Gracious Road, Near WEH Metro Station & Holy Family Church, Chakala, Andheri East, Mumbai (MH) - 400099 certifying that the Preferential Issue is being made in accordance with the requirements contained in the Chapter V of SEBI (ICDR) Regulations shall be placed before the shareholders at their proposed Annual General Meeting and the same shall be available for inspection by the Members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch/ email of the AGM Notice till 25th August, 2023. This certificate is also placed on Company's website at the following link www.ctcl.co.in.

20. Material terms of the proposed Preferential Issue of the Equity Shares: Issue and allotment of 34,00,000 Equity Shares at a price of Rs. 20/- per share (Face Value of Rs. 10/- per share and Premium Rs. 10/- per share) on preferential allotment basis for cash consideration. The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

21. Maximum number of specified securities to be issued and price of the securities:

The resolution set out in the accompanying notice authorizes the Board to issue 34,00,000 Equity Shares of Rs. 10/- each at a price of Rs. 20/- each (including premium of Rs. 10/- each) on preferential basis for Cash consideration.

22. The class or classes of persons to whom the allotment is proposed to be made:

The proposed preferential allotment of Equity Shares is made to Individuals, Limited Liability Partnership (LLP) and Bodies Corporate belonging to Non- Promoters category.

23. Other disclosures:

a) It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise. ;

b) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations.



- c) The Company undertakes that they shall re-compute the price of the Equity Shares to be allotted under the Preferential Issue in terms of the provisions of SEBI (ICDR) Regulations where it is required to do so.
- d) The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.
- e) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange (i.e. BSE Limited) and the SEBI Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- f) The proposed allottees have not sold or transferred any Equity Shares during 90 (Ninety) trading days preceding the relevant date.

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot Equity Shares of the Company as specifically described in the resolutions set out at Item No. 4 of this Notice.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI (ICDR) Regulations, a special resolution needs to be passed by shareholders of a listed company to issue Equity shares on preferential basis.

The documents referred to in the Notice, for which this shareholder's approval is being obtained, will be available electronically for inspection on website. Members seeking to inspect such documents can send an email to ctclbse@gmail.com

Issue of the said Equity Shares would be well within the Authorized Share Capital of the Company.


None of the Promoters, Directors, Key Managerial Personnel or their respective relatives are, in any way, directly or indirectly concerned or interested, financially or otherwise in the said resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No. 4 in the accompanying notice for approval by the Members.

REGISTERED OFFICE:

9, Botawala Building, 3rd Floor,
11/13, Horniman Circle, Fort,
Mumbai: 400001
Date: 2nd August, 2023

By Order of the Board of Directors

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

