

NOTICE

Notice is hereby given that the 33rd (Thirty Third) Annual General Meeting (AGM) of the Members of **CONFIDENCE TRADING COMPANY LIMITED** will be held on **30th September, 2013 on Monday at 3:30 PM** 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:

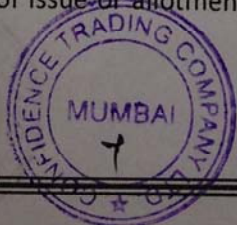
1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013, and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Ordinary Shares.
3. To appoint a Director in place of **Mr. Lalit Maroo**, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint auditors and to fix their remuneration in consultation with the board.

SPECIAL BUSINESS:

1. Preferential Allotment

To Consider and if thought fit, pass with or without modifications, the following resolution as a *Special Resolution*:

“RESOLVED THAT in accordance with the provisions of Section 81 (1A) and all other applicable provisions, if any, of the Companies Act, 1956, provisions of SEBI Act and SEBI’s Guidelines and other applicable provisions including any statutory modification(s) or re-enactment thereof, for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 [“SEBI (ICDR) Regulations”] and any amendment thereof, any other Guidelines or Regulations of SEBI, Listing Agreement entered into with the Stock Exchanges, where the shares of the Company are listed, and any other applicable laws / rules / regulations and subject to the consent / approval of any other authority / institution, the consent of the Company be and is hereby accorded to create, offer, issue and allot up to **15,00,000** fully convertible **Warrants** at a issue price of Rs. **300/-** (*Rupees Three Hundred only*) per warrant, on a preferential basis to the allottee (Non Promoter)s, as detailed in the Explanatory Statement forming part of this Notice, with a right to subscribe to equal number of equity shares on conversion within a period of 18 (Eighteen) months from the date of allotment of such warrants of nominal value of Rs. 10/- (*Rupees Ten only*) each and fully paid up at a price of Rs. 300/- per Warrant including premium of Rs. 290/- (*Rupees Two hundred ninety Only*) per warrant, which is more than the price calculated in accordance with the Guidelines for Preferential Issue, issued by SEBI so that the total number of equity shares to be issued by the Company upon conversion of the Warrants do not exceed 15,00,000 (*Fifteen Lac only*) equity shares of Rs. 10/- each, at a premium of Rs. 290/- each on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company (hereinafter referred to as the “Board”, which shall be deemed to include any duly authorized committee thereof), at the time of issue or allotment, subject to the overall guidelines governing such issue.



The names of the Proposed Allottees of Warrants , whether or not they are existing members of the Company, along-with the No. of proposed warrants to be allotted to on Preferential issue basis, are detailed below:-

Sr. No	Name of Proposed Allottees of Warrant	No. of Shares to be Issued /Converted	Post Issue Holding	Relationship
1	Emerald Digital Media Limited	1500000	1500000	Non Promoter

RESOLVED FURTHER THAT the pricing of the Equity Shares to be allotted on conversion of the above said warrants, calculated in accordance with the SEBI Guidelines on the 'Relevant Date' in relation to the conversion of one warrant into one Equity Share, and the relevant date as under:

- I. The 'Relevant Date' as per SEBI (ICDR) Regulations for the determination of applicable price for issue of aforesaid Equity Shares is August 31, 2013
- II. 15,00,000 (Fifteen Lacs) Warrants of Rs.10/- each shall be convertible into 15,00,000 (Fifteen Lacs) Equity Share of the face value of Rs.10/- each on payment of aggregate price on the following terms and conditions:
 - (a) Exercise of offer for conversion of the warrants shall be at the sole option of the warrant holders at any time within a period of 18 months from the date of allotment of warrants in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ["SEBI (ICDR) Regulations"] or any amendment thereof.
 - (b) The warrant holder(s) shall pay an amount equivalent to 25% i.e. Rs. 75/- (Rupees Seventy Five only) per warrant of the value of the warrant on or before the date of allotment of warrants.
 - (c) The amount referred to in point (b) above shall be adjusted against the price payable subsequently for acquiring the shares by exercising an option by the warrant holder(s).
 - (d) The warrant holder(s) shall pay on or before the date of conversion of such warrants into equity shares, the balance 75% (Rs. 225/- per warrant).
 - (e) The amount referred in above (b) shall be forfeited, if the option to convert the shares is not exercised by the warrant holder(s) within the stipulated time.
- III. The warrants shall be locked in as per the provisions Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ["SEBI (ICDR) Regulations"] or any amendment thereof.
- IV. The allotment of convertible warrants shall be completed within a period of 15 days from the date of passing of this resolution by the shareholders, provided, that where the allotment is pending on account of pendency of any approval from any Regulatory Authorities, Stock exchanges or the Central Govt., the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.



- V. The details of all monies utilized out of the preferential issue proceeds shall be disclosed under an appropriate head in the Balance Sheet and/or Directors' Report of the Company, indicating the purposes for which such monies have been utilized and that the details of the unutilized monies shall be disclosed under a separate head in the balance sheet of the Company indicating the form in which such unutilized money have been invested.
- VI. The number of warrants and the price per warrant shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a division or any such capital or corporate restructuring. The similar benefit of corporate actions such as bonus issue, rights issue, stock split, and merger will be extended to the warrant holders through reservation of warrants/ shares. The warrant holders will be entitled to benefit of bonus shares on the date of conversion of warrants into equity shares.

RESOLVED FURTHER THAT the Equity Shares so issued on conversion of warrants shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes *pari passu* with existing equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent years.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in regard to such issue and allotment and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Company shall ensure that whilst any warrants remaining exercisable, it will at all times, keep available and reserved such part of its authorised but unissued share capital as would enable all outstanding warrants to be satisfied in full.

RESOLVED FURTHER THAT the Company do apply for listing of the new equity shares as may be issued on conversion of warrants with the relevant Stock Exchange(s) where the shares of the company are listed.

RESOLVED FURTHER THAT the Company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) for admission of the new equity shares to be issued on conversion of warrants on preferential basis as and when required."

REGISTERED OFFICE:

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

Date: 30th August, 2013

By Order of the Board Of Directors



Manoj Jain

Manoj Jain
Director

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.
- 2) The relevant Explanatory Statements, pursuant to Section 173 of the Companies Act,1956, in respect are annexed hereto. The relevant details of persons seeking appointment as Directors under the said items, as required by Clause 49 of Listing Agreement entered into with the Bombay Stock exchange is also annexed.
- 3) The Register of Members and the Transfer Book of the Company will remain closed from 22nd September, 2013 to 30th September, 2013 (both days inclusive).
- 4) Members / Proxies should bring attendance slip duly filled in for attending the meeting. Members are also requested to bring their copies of Annual Report.
- 5) 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 In-house Share Registry since all shares are in physical formate.
- 6) Printed copies of the Balance Sheet, Statement of Profit and Loss, Director's Report, the Auditor's Report and every other documents required by the law to be annexed or attached to the Balance Sheet for the year ended 31st March, 2013 are enclosed herewith.
- 7) 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.
- 8) Proxies in order to be effective must be deposited duly stamped and signed at the Registered Office of the Company not less than 48 hours before the meeting.



EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT 1956:

The following explanatory statement sets out all material facts relating to the special business set out in the accompanying notice of the Annual General Meeting (AGM) of the members of **Confidence Trading Company Limited** to be held at 9, Botawala Building, 3rd Floor, 11/13, Horniman Circle, Fort, Mumbai 400001 on 30th September, 2013 at 3.30 PM.

Item No. 1

As per Section 81(1A) of the Companies Act, 1956 and regulation 72(1) of ICDR Regulations and approval of shareholders in the Annual General Meeting is required for allotment and issue of 15,00,000 (fifteen Lacs) warrants convertible into equity shares on preferential basis and hence the resolution is placed before the shareholders.

The Directors recommended the resolution for your approval.

The required disclosure as per provision of chapter VII of SEBI ICDR Regulations regarding Proposed issue is as under:-

1) Objects of this issue: -

- In Order to generate long term resources for implementing future growth plans, it is proposed to issue convertible warrants on a preferential basis.
- The Proceeds of the proposed preferential allotments of warrants convertible into equity shares will strengthen the financial position of the company.

2) Intention of Promoters /Directors /Key management persons to subscribe to the offer :

None of the Promoters/Directors/Key Management persons intends to subscribe this offer.

3) Shareholding pattern before and after the issue:-

The shareholding pattern before and after completion of the proposed preferential issue would be as under:-

Sr. No.	Category	Pre – issue holding		Post-conversion holding.	
		No. of shares	% of Capital	No. of shares	% of Capital
A	Promoters Holding				
1	Indian Promoters	182500	1.78	182500	1.55
	Foreign Promoters	0	0	0	0
2	Persons Acting in Concert	0	0	0	0
	Sub-Total	182500	1.78	182500	1.55
B	Non-Promoter Holding				
1	Institutional investors	0	0	0	0
	Mutual Funds	0	0	0	0
	Banks, FIs, Insurance companies	0	0	0	0
	NRIS/OCBs	0	0	0	0
	FIs	0	0	0	0
	Sub-Total	0	0	0	0
2	Others				
	Bodies Corporate	6139033	59.89	7639033	65.01
	Indian Public	3922467	38.27	3922467	33.38



Clearing Members	6000	0.06	6000	0.06
Sub-Total	10067500	98.22	11567500	98.45
Grand Total	10250000	100	11750000	100

Notes:-

The above shareholding pattern has been prepared on the basis of shareholding as on 23/08/2013 as provided by the Registrar and Share Transfer Agent.

The post- issue conversion shareholding has been arrived on the assumption that the entire 15 lakh warrants proposed to be issued will be allotted and would be converted into equity shares.

4) Proposed Time within which the allotment shall be completed:

The allotment of convertible warrants shall be completed within 15 days from the date of shareholders approval provided where the allotment on is pending on account of any approval by any regulatory authority or Central Government as per SEBI Guidelines, the allotment shall be completed within 15 days from the date of such approval.

- 5) The Identity of the natural persons who are ultimate beneficial owners of the warrants/ shares to be allotted and/or who ultimately control the proposed allottees and percentage of post issue (upon conversion) capital that may be held: Proposed allottees have given their consent to subscribe to the same.

Proposed Allottees	Security proposed to be issued	Number of securities to be issued	% of the post issue/conversion	Natural Persons who are ultimate beneficial owners of the warrants/shares proposed to be allotted
Emerald Digital Media Limited	Warrants convertible into shares	1500000	12.77	A separate detailed list attached

- 6) **Lock- In:** - The equity shares to be allotted on preferential basis shall be subject to lock in as per the applicable SEBI - ICDR Regulations, 2009 and any amendment thereof.

7) Change in the control or composition of the Board.

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

8) Pricing of the preferential issue:

The above warrants are proposed to be allotted on preferential basis at a price of Rs.300/- per share including premium of Rs. 290/- per share, which is higher than the price arrived at as per SEBI ICDR Regulations, 2009.



9) **Auditor's Certificate:** - The Certificate issued by **M/s. Suresh Anchaliya & Co.**, Chartered Accountants, statutory Auditors of the Company as to the Pricing of the issue and that this preferential issue of securities is being made in accordance with the guidelines on Preferential Allotment issued by SEBI is being placed before the shareholders at the Meeting and also available for inspection at the Registered Office of the company during the business hours on any working days.

10) **Undertaking of the Issuer:**

The Company undertakes that:

- 1) It shall re-compute the price of the specified securities in terms of the provisions of SEBI (ICDR) Regulations or any amendment thereof where it is required to do so under the provisions of SEBI (ICDR) Regulations or any amendment thereof;
 - 2) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations or any amendment thereof, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.
11. **SEBI Takeover code:** In terms of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 or any amendment thereof, the investors are not required to make an open offer.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of section 81 and all other applicable provisions of the Companies Act,1956,SEBI Guidelines and the provisions of the Listing Agreement with the Stock Exchange for authorizing the Board to offer, issue and allot convertible warrants as stated in the resolution, which would result in a further issuance of securities of the Company to the Promoters, their relatives, person acting in concert and others on a preferential allotment basis, in such form ,manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of this resolution as Special Resolution as set in item No.1 (special business) of the Notice.

None of the directors of the company are, in any way, concerned or deemed to be interested in this resolution.

REGISTERED OFFICE

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

Date: 30th August, 2013



By Order of the Board of Directors

A handwritten signature in blue ink that appears to read "Manoj Jain".

Manoj Jain
Director

Attachment to notice and part of explanatory statement

The Identity of the natural persons who are ultimate beneficial owners of the warrants/ shares to be allotted and/or who ultimately control EMERALD DIGITAL MEDIA LIMITED

List of present Directors

SR no	Name of Director	Address of Director
1	Haresh P Ben	M H B Colony, Gaikwad Nagar, Malwani, Malad (W), Mumbai- 400095, Maharashtra.
2	Vishal Bhagat	Plot No.78/Room No.25, Sathi Co-Op Hsg.Soc. Ltd, S.V.P Nagar, Mhada, Four Bunglows,Versova, Andheri, Mumbai-400053, Maharashtra.
3	Manoj Ram Singh	Sardar Chawl, Nr Matrukripa, BLDG Pandit, Soutors Road, Malad (E), mumbai- 400097,Maharashtra.
4	Anil Gajraj	W No. 3, Rajgarh Road, Pilani, Jhunjhunu-333031, Rajasthan.
5	Valbhai Patel	Uplo vas, Baladia, Kutch-370427, Gujarat.

List of major Share Holders and their respective share holding

SR no	Name of Shareholder	Address of Share holder
1	Hirji K Patel	32, Queens View, 3rd Floor, Nr. SNDDT College, Juhu Road, Santacruz (West), Mumbai-400054, Maharashtra
2	Vishal Bhagat	Plot No.78/Room No.25, Sathi Co-Op Hsg.Soc. Ltd, S.V.P Nagar,Mhada, Four Bunglows, Versova,Andheri, Mumbai-400053, Maharashtra.
3	Valbhai K Patel	Uplo vas, Baladia, Kutch-370427, Gujarat.

