



## Annexure

Particulars	Details
Date of the AGM/EGM:	30 <sup>th</sup> September, 2015
Total number of shareholders on record date:	400
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	7
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Arranged

### (Agenda-wise)

Item No.	Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/Poll/Postal ballot/E-voting)	Remark
1	Adoption of the Audited Standalone Financial Statements of the Company as at March 31, 2015 and the Reports of the Board of Directors and Auditors thereon	Ordinary	E-Voting	Passed with requisite majority
2	To appoint a Director in place of Mr. Manoj Jain (DIN 00165280), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	E-Voting	Passed with requisite majority
3	 Ratification of Appointment of Statutory Auditors and fixing their Remuneration	Ordinary	E-Voting	Passed with requisite majority

4	Reappointment of Mr. A. R. Coutinho (DIN 00477933) as Managing Director of company	Special	E-Voting	Passed with requisite majority
5	Appointment of Mr. Ashok Nagori (DIN No. 02025485) who was appointed as an Additional Director as Independent Director	Special	E-Voting	Passed with requisite majority
6	Appointment of Ms. Sneha Raut(DIN No. 03161352) who was appointed as an Additional Director as Independent Director	Special	E-Voting	Passed with requisite majority
7	Appointment of Mr. Manish Jain who was appointed as an Additional Director as Executive Director	Special	E-Voting	Passed with requisite majority
8	Resolution under Section 180 of the Companies Act, 2013 for borrowing money uptoRs. 25 Crores	Special	E-Voting	Passed with requisite majority
9	 <p>Resolution under Section 197 of the Companies Act, 2013 for distributing 1% p.a. of Net Profits among Directors other than Managing Director</p>	Special	E-Voting	Passed with requisite majority

<b>10</b>	Adoption of new set of Articles of Association of the company in conformity with the Companies Act 2013	<b>Special</b>	<b>E-Voting</b>	<b>Passed with requisite majority</b>
<b>11</b>	Resolution under Section 186 of the Companies Act, 2013 for making loan, investment and Guarantee uptoRs. 100 Crores	<b>Special</b>	<b>E-Voting</b>	<b>Passed with requisite majority</b>

**In case of Poll/Postal ballot/E-voting: ( The Company did not received any Postal Ballot nor any Poll was casted)**

**Item No. 1 - Ordinary Resolution:**

*Adoption of the Audited Standalone Financial Statements of the Company as at March 31, 2015 and the Reports of the Board of Directors and Auditors thereon*

Promoter/PUBLIC	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	1825000	1825000	100%	1825000	--	100%	--
Public Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	100622500	2635608	2.62%	2635608	NIL	100%	NIL
Total	102447500	4460608	4.35%	4460608	NIL	100%	NIL



**Item No. 2 - Ordinary Resolution:**

*To appoint a Director in place of Mr. Manoj Jain (DIN 00165280), who retires by rotation and being eligible offers himself for re-appointment.*

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	182500	182500	100%	182500	--	100%	--
Public – Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	10062500	2635608	2.62%	2635608	NIL	100%	NIL
Total	102447500	4460608	4.35%	4460608	NIL	100%	NIL

**Item No. 3- Ordinary Resolution:**

*Ratification of Appointment of Statutory Auditors and fixing their Remuneration*

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	182500	182500	100%	182500	--	100%	--
Public – Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	10062500	2635608	2.62%	2635608	NIL	100%	NIL
Total	102447500	4460608	4.35%	4460608	NIL	100%	NIL

**Item No. 4- Special Resolution:**

*Reappointment of Mr. A. R. Coutinho (DIN 00477933) as Managing Director of company*

Promoter/Public	No. of	No. of	% of Votes	No. of	No. of	% of Votes	% of Votes
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	shares held	votes polled	Polled on outstanding shares	Votes – in favour	Votes – against	in favour on votes polled	against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	182500	182500	100%	182500	--	100%	--
Public – Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	100622500	2635608	2.62%	2635608	NIL	100%	NIL
Total	102447500	4460608	4.35%	4460608	NIL	100%	NIL

Item No. 5 - Special Resolution:

*Appointment of Mr. Ashok Nagori (DIN No. 02025485) who was appointed as an Additional Director as Independent Director*

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	182500	182500	100%	182500	--	100%	--
Public – Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	100622500	2635133	2.62%	2635133	NIL	100%	NIL
Total	102447500	4460133	4.35%	4460133	NIL	100%	NIL



Item No. 6 - Special Resolution:

Appointment of Ms. Sneha Raut(DIN No. 03161352) who was appointed as an Additional Director as Independent Director

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	182500	182500	100%	182500	--	100%	--
Public – Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	100622500	2635608	2.62%	2635608	NIL	100%	NIL
Total	102447500	4460608	4.35%	4460608	NIL	100%	NIL

Item No. 7 - Special Resolution:

Appointment of Mr. Manish Jain who was appointed as an Additional Director as Executive Director

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	182500	182500	100%	182500	--	100%	--
Public – Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	100622500	2635608	2.62%	2635608	NIL	100%	NIL
Total	102447500	4460608	4.35%	4460608	NIL	100%	NIL



Item No. 8 - Special Resolution:

*Special Resolution under Section 180 of the Companies Act, 2013 for borrowing money upto Rs. 25 Crores*

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	182500	182500	100%	182500	--	100%	--
Public – Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	100622500	2635133	2.62%	2635133	NIL	100%	NIL
Total	102447500	4460133	4.35%	4460133	NIL	100%	NIL

Item No. 9 - Special Resolution:

*Special Resolution under Section 197 of the Companies Act, 2013 for distributing 1% p.a. of Net Profits among Directors other than Managing Director*

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	182500	182500	100%	182500	--	100%	--
Public – Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	100622500	2635608	2.62%	2635608	NIL	100%	NIL
Total	102447500	4460608	4.35%	4460608	NIL	100%	NIL

Item No. 10 - Special Resolution:

*Adoption of new set of Articles of Association of the company in conformity with the Companies Act 2013*

Promoter/Public	No. of	No. of	% of Votes	No. of	No. of	% of Votes	% of Votes
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	shares held	votes polled	Polled on outstanding shares	Votes – in favour	Votes – against	in favour on votes polled	against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	182500	182500	100%	182500	--	100%	--
Public – Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	100622500	2635133	2.62%	2635133	NIL	100%	NIL
Total	102447500	4460133	4.35%	4460133	NIL	100%	NIL

Item No. 11 - Special Resolution:

*Special Resolution under Section 186 of the Companies Act, 2013 for making loan, investment and Guarantee upto Rs. 100 Crores*

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	182500	182500	100%	182500	--	100%	--
Public – Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	100622500	2635608	2.62%	2635608	NIL	100%	NIL
Total	102447500	4460608	4.35%	4460608	NIL	100%	NIL





**Rupali Modi**  
**Practising Company Secretary**

A 604 Rajesh Tower, Sai baba Nagar,  
Borivali West , Mumbai 92  
Contact: +91-84509 31940  
Mail Id : rupalimodi2000@gmail.com

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**SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rule, 2014]

To,  
The Chairman,  
**M/s CONFIDENCE FINANCE AND TRADING LIMITED,**  
9, Botawala Building, 3rd Floor, 11/13, Horniman Circle, Fort,  
Mumbai (MH) 400001  
CIN :- L51909MH1980PLC231713

Dear Sir,

**Subject:-Report on Postal Ballot and Electronic voting carried out during 26<sup>th</sup> day of September, 2015 9:00 AM to 29<sup>th</sup> day of September 2015 5:00 PM and poll conducted at the 35<sup>th</sup> Annual General Meeting of M/s Confidence Finance and Trading Limited held on 30<sup>th</sup> September, 2015.**

I, Rupali Modi, a Practising Company Secretary, having office at A- 604, Rajesh Tower, Sai Baba Nagar, Borivali West, Mumbai-400 094 was appointed as the scrutinizer of M/s Confidence Finance and Trading Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting, carried out as per the provisions of Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rule, 2014, as amended, on the resolutions, as set out in the Notice dated 13<sup>th</sup> August, 2015 convening 35<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of M/s Confidence Finance and Trading Limited, held on 30<sup>th</sup> September, 2015 at 10:00 AM at 9, Botawala Building, 3rd Floor, 11/13, Horniman Circle, Fort, Mumbai (MH) 400001.

We submit our report as under:-

1. The e-voting remained open from on 26<sup>th</sup> September, 2015 (9.00 a.m. IST) to 29<sup>th</sup> September, 2015 (5.00 p.m. IST).
2. The Shareholders holding shares as on the "cut off" date i.e. 23<sup>rd</sup> September, 2015, were entitled to vote on the proposed resolutions item no 1 to 11 as set out in the notice dated 13<sup>th</sup> August, 2015 convening the 35<sup>th</sup> Annual General Meeting of M/s Confidence Finance and Trading Limited.
3. The e-Votes were unblocked on 30<sup>th</sup> September, 2015 around in the presence of two witnesses, Mr. Vishal Sheth and Mr. Nitin Sheth (who are not in the employment of the Company). They have signed below in confirmation of the votes being unblocked in their presence. The Company has not received any physical ballot form.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For and Against" were downloaded from the e-voting website of national Securities Depository Limited i.e., <https://www.evotingindia.com>.
5. The result of e- voting is as under:



**Item No. 1 - Ordinary Resolution:**

Adoption of the Audited Standalone Financial Statements of the Company as at March 31, 2015 and the Reports of the Board of Directors and Auditors thereon

Particulars	No. of Votes contained in						Percentage
	Remote E-Voting		Ballot Form		Total		
	No. of Member Voted	No. of Votes cast (Shares)	No. of Member Voted	No. of Votes cast (Shares)	No. of Member Voted	No. of Votes cast (Shares)	
Assent	8	4460608	NIL	NIL	8	4460608	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	8	4460608	NIL	NIL	8	4460608	100%
Abstained/ Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil

**Item No. 2 - Ordinary Resolution:**

To appoint a Director in place of Mr. Manoj Jain (DIN 00165280), who retires by rotation and being eligible offers himself for re-appointment.

Particulars	No. of Votes contained in						Percentage
	Remote E-Voting		Ballot Form		Total		
	No. of Member Voted	No. of Votes cast (Shares)	No. of Member Voted	No. of Votes cast (Shares)	No. of Member Voted	No. of Votes cast (Shares)	
Assent	8	4460608	NIL	NIL	8	4460608	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	8	4460608	NIL	NIL	8	4460608	100%
Abstained/ Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil

**Item No. 3- Ordinary Resolution:**

Ratification of Appointment of Statutory Auditors and fixing their Remuneration

Particulars	No. of Votes contained in						Percentage
	Remote E-Voting		Ballot Form		Total		
	No. of Member Voted	No. of Votes cast (Shares)	No. of Member Voted	No. of Votes cast (Shares)	No. of Member Voted	No. of Votes cast (Shares)	
Assent	8	4460608	NIL	NIL	8	4460608	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	8	4460608	NIL	NIL	8	4460608	100%
Abstained/ Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil



Item No. 4- Special Resolution:

Reappointment of Mr. A. R. Coutinho (DIN 00477933) as Managing Director of company

Particulars	No. of Votes contained in						Percentage
	Remote E-Voting		Ballot Form		Total		
	No. of Member Voted	No. of Votes cast (Shares)	No. of Member Voted	No. of Votes cast (Shares)	No. of Member Voted	No. of Votes cast (Shares)	
Assent	8	4460608	NIL	NIL	8	4460608	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	8	4460608	NIL	NIL	8	4460608	100%
Abstained/ Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Item No. 5 - Special Resolution:

Appointment of Mr. Ashok Nagori (DIN No. 02025485) who was appointed as an Additional Director as Independent Director

Particulars	No. of Votes contained in						Percentage
	Remote E-Voting		Ballot Form		Total		
	No. of Member Voted	No. of Votes cast (Shares)	No. of Member Voted	No. of Votes cast (Shares)	No. of Member Voted	No. of Votes cast (Shares)	
Assent	7	4460133	NIL	NIL	7	4460133	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	7	4460133	NIL	NIL	7	4460133	100%
Abstained/ Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Item No. 6 - Special Resolution:

Appointment of Ms. Sneha Raut (DIN No. 03161352) who was appointed as an Additional Director as Independent Director

Particulars	No. of Votes contained in						Percentage
	Remote E-Voting		Ballot Form		Total		
	No. of Member Voted	No. of Votes cast (Shares)	No. of Member Voted	No. of Votes cast (Shares)	No. of Member Voted	No. of Votes cast (Shares)	
Assent	8	4460608	NIL	NIL	8	4460608	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	8	4460608	NIL	NIL	8	4460608	100%
Abstained/ Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil



Item No. 7 - Special Resolution:

Appointment of Mr. Manish Jain who was appointed as an Additional Director as Executive Director

Particulars	No. of Votes contained in						Percentage
	Remote E-Voting		Ballot Form		Total		
	No. of Member Voted	No. of Votes cast (Shares)	No. of Member Voted	No. of Votes cast (Shares)	No. of Member Voted	No. of Votes cast (Shares)	
Assent	8	4460608	NIL	NIL	8	4460608	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	8	4460608	NIL	NIL	8	4460608	100%
Abstained/ Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Item No. 8 - Special Resolution:

Special Resolution under Section 180 of the Companies Act, 2013 for borrowing money upto Rs. 25 Crores

Particulars	No. of Votes contained in						Percentage
	Remote E-Voting		Ballot Form		Total		
	No. of Member Voted	No. of Votes cast (Shares)	No. of Member Voted	No. of Votes cast (Shares)	No. of Member Voted	No. of Votes cast (Shares)	
Assent	7	4460133	NIL	NIL	7	4460133	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	7	4460133	NIL	NIL	7	4460133	100%
Abstained/ Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Item No. 9 - Special Resolution:

Special Resolution under Section 197 of the Companies Act, 2013 for distributing 1% p.a. of Net Profits among Directors other than Managing Director

Particulars	No. of Votes contained in						Percentage
	Remote E-Voting		Ballot Form		Total		
	No. of Member Voted	No. of Votes cast (Shares)	No. of Member Voted	No. of Votes cast (Shares)	No. of Member Voted	No. of Votes cast (Shares)	
Assent	8	4460608	NIL	NIL	8	4460608	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	8	4460608	NIL	NIL	8	4460608	100%
Abstained/ Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil



Item No. 10 - Special Resolution:

Adoption of new set of Articles of Association of the company in conformity with the Companies Act 2013

Particulars	No. of Votes contained in						Percentage
	Remote E-Voting		Ballot Form		Total		
	No. of Member Voted	No. of Votes cast (Shares)	No. of Member Voted	No. of Votes cast (Shares)	No. of Member Voted	No. of Votes cast (Shares)	
Assent	7	4460133	NIL	NIL	7	4460133	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	7	4460133	NIL	NIL	7	4460133	100%
Abstained/ Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Item No. 11 - Special Resolution:

Special Resolution under Section 186 of the Companies Act, 2013 for making loan, investment and Guarantee upto Rs. 100 Crores

Particulars	No. of Votes contained in						Percentage
	Remote E-Voting		Ballot Form		Total		
	No. of Member Voted	No. of Votes cast (Shares)	No. of Member Voted	No. of Votes cast (Shares)	No. of Member Voted	No. of Votes cast (Shares)	
Assent	8	4460608	NIL	NIL	8	4460608	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	8	4460608	NIL	NIL	8	4460608	100%
Abstained/ Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil

All the relevant records relating to remote e-voting and ballot paper is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely.

Thanking you,  
Yours Sincerely

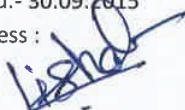


**Rupali Modi**  
Practicing Company Secretary  
Membership No. A25467  
C.P.No. 11350

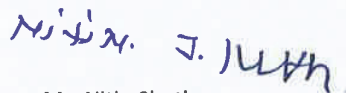


Dated:- 30.09.2015

Witness :



Mr. Vishal Sheth



Mr. Nitin Sheth