

CONSOLIDATED FINVEST & HOLDINGS LIMITED

Plot No.-12, Sector B-1, Local Shopping Complex, Vasant Kunj, New Delhi-110070 (INDIA)
Ph.: 91-11-26139256 (10 Lines) Fax : 91-11-26125739 CIN : L33200UP1993PLC015474 Website : www.consofinvest.com

Ref: CFHL/Sectt./Septt-18/ 109

Dated: 4th September 2018

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C-1
Block – G, Bandra-Kurla Complex
Bandra (East),
Mumbai –400 051.

Re: Symbol : CONSOFINVT

Sub: Intimation of 32nd Annual General Meeting (AGM) in compliance of Regulation 30 of SEBI (LODR) Regulations, 2015

Dear Sir,

We write to inform following information in respect of 32nd Annual General Meeting (AGM) of the Company in compliance of Regulation 30 read with Part A of Para A of Schedule III of the SEBI (LODR) Regulations, 2015:

1. The 32nd Annual General Meeting (AGM) of the Company is scheduled to be held on Thursday 27th September, 2018 at the registered office of the company at 19th, K.M., Hapur-Bulandshahr Road, P.O. Gulaothi, Distt-Bulandshahr, Uttar Pradesh – 203408 at 2.30 p.m. Copy of the Notice of AGM is enclosed for your reference.
2. We are also sending herewith Proxy, Attendance Slip and Route map for attending the Annual General Meeting of the Company.

This is for your kind information and records.

Thanking you,

Yours truly,

For Consolidated Finvest & Holdings Limited



Anil Kaushal
(Company Secretary)

Encl: as above

CONSOLIDATED FINVEST & HOLDINGS LIMITED

CIN: L33200UP1993PLC015474

Registered Office: 19th K.M. Hapur – Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr, Uttar Pradesh – 203408

Head Office : Plot No. 12, Sector B-1, Local Shipping Complex, Vasant Kunj, New Delhi – 110 070

E-mail: cs_cfhl@jindalgroup.com **Website:** www.consofinvest.com

NOTICE

NOTICE is hereby given that the Thirty Second Annual General Meeting of the members of Consolidated Finvest & Holdings Limited will be held on Thursday, 27th September, 2018 at 2.30 P.M. at the Registered Office of the Company at 19th K.M. Hapur-Bulandshahr Road, P.O. Gulaothi, Dist. Bulandshahr, Uttar Pradesh – 203408 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - a) the Standalone Audited financial statements of Company for the year ended 31st March, 2018 together with the reports of the Directors and Auditors thereon.
 - b) the Consolidated Audited financial statements of Company for the financial year ended 31st March 2018 together with the reports of Auditors thereon.
2. To appoint a Director in place of Mr. Sanjiv Kumar Agarwal (**DIN: 01623575**) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Mr. Prakash Matai (DIN: 07906108) as Independent Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under and the SEBI (LODR) Regulations, 2015, as amended from time to time, Mr. Prakash Matai (DIN 07906108) who was appointed by the Board of Directors as an Additional Director of the company on 14th November 2017 and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner proposing his candidature for the office of director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent.”

4. **Alteration of the Object Clause of the Memorandum of Association of the Company**

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

“RESOLVED THAT pursuant to the provisions of sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the members of the Company be and is hereby accorded to substitute the headings of Clause III (A), Clause III (B) and Clause III (C) of the Memorandum of Association of Company in following manner:

III (A). “The objects to be pursued by the Company on its incorporation are:”

III (B). “Objects incidental or ancillary to the main objects” be substituted by new subheading **“Matters which are necessary for furtherance of the objects specified in clause III (A) are”** with existing objects appearing under subclause 1 to 25 thereof.

“RESOLVED FURTHER THAT subclause 1 - 22 of the Clause III (C) of the Memorandum of Association of Company having heading “The Other Objects be shifted under subheading III (B) i.e. “MATTER WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS” specified in Clause III (A), vide creation of new subclause 26 - 48, and the subheading III (C) i.e. other objects be deleted.

“RESOLVED FURTHER THAT wherever reference of Companies Act, 1956 in objects is mentioned be substituted with suitable section of Companies Act, 2013, and for the purpose of giving effect to this resolution, the Board (including Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or

expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution."

5. **Alteration of the Liability Clause of the Memorandum of Association of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the members of the Company be and is hereby accorded to substitute the Liability Clause IV of Memorandum of Association of company with following Clause IV:

"IV: The Liability of members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

6. **To adopt new set of Articles of Association of the company containing regulations in conformity with the Companies Act, 2013.**

To consider and if thought fit, to pass with or without modification(s), to pass the following resolution as special resolution :

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 as amended from time to time, the draft regulations contained in the Articles of Association submitted to this meeting be and is hereby approved and adopted in substitution and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

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

**By Order of the Board
For CONSOLIDATED FINVEST & HOLDINGS LIMITED**

Place : New Delhi
Date : 14th August 2018

**Anil Kaushal
Company Secretary)**

NOTES:

- 1) The Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed hereto. Further, additional information with respect to Item No. 2 is also annexed hereto.
- 2) M/s P L Gupta & Co, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 31st Annual General Meeting held on 27th September, 2017. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting ("AGM") has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.
- 3) A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not to be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting (On or before 25th September 2018).
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 4) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board resolution authorizing their representatives to attend and vote in their behalf.
The Register of Members of the Company and the Share Transfer Books shall remain closed from **Tuesday, 25th September 2018 to Thursday, 27th September 2018**, (both days inclusive).

- 5) Additional information, pursuant to Regulation 36 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 in respect of appointment/re-appointment at the Annual General Meeting, is annexed hereto.
- 6) Members holding shares in physical form are requested to notify / send the following to the Company or Share Transfer Agent to facilitate better services:-
 - a) Any change in their address/mandate/bank details.
 - b) Particulars of their bank account, in case the same have not been sent earlier, for printing on dividend warrants to prevent fraudulent encashment, and
 - c) Share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account.
- 7) The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") and Bank account details by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN card numbers/copies of PAN card and details of their Bank account to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their details with regard to PAN and Bank account to the Company/Registrar and Share Transfer Agent, M/s Link Intime Pvt. Ltd.
- 8) Pursuant to recent circular of SEBI, Company has already sent notices to physical shareholders for updation of their PAN, Bank account details, Specimen signature and to register their e-mail id, mobile no and their nominee. All are requested to provide.
- 9) Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents can not act on any request received directly from the member holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
- 10) Members are requested to bring their copy of the Annual Report to the Annual General Meeting. Members/proxies should bring the attendance slip duly filled in for attending the meeting.
- 11) Queries on accounts and operations of the Company if any may please be sent to the Company at least seven days in advance of the Meeting so that the answer may be readily available at the meeting.
- 12) As per Section 124 of the Companies Act, 2013 read with IEPF Authority (Accounting Audit, Transfer and Refund) Rules, 2016, all unclaimed dividend are required to be transferred by the Company to IEPF account after expiry of seven years from the date of transfer to unpaid dividend account. Details of such unclaimed dividend are regularly updated on the website of the Company. Further all the shares in respect of which dividend has remained unclaimed for seven consecutive years or more shall also be transferred in the name of IEPF. All are requested to encash the dividend declared by the company for the years 2010-11 as the same will become transferable at the end of seven years, to the said Investor Education and Protection Fund and no claims shall lie against the fund or the company in respect of individual amounts thereafter. .
- 13) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 14) As required by the SEBI (LODR) Regulations, 2015, the detail of shareholding of Non-Executive Director (both owned or held by / for other person on a beneficial basis) seeking appointment/re-appointment in the forthcoming Annual General Meeting is given below :-

Name	Number of Shares held
Mr. Sanjiv Kumar Agarwal	NIL
Mr. Prakash Matai	NIL

- 16) SEBI has decided that securities of listed companies can be transferred only in dematerialised form from (effective from 180th day from it's publication in the Official Gazette i.e. w.e.f. 5th December 2018) . In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.

- 17) Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report for 2017-2018 will also be available on the Company's website www.consofinvest.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for Inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: cs_cfhl@jindalgroup.com

Members may please note that the Notice of the 32nd Annual Meeting along with attendance slip and proxy form will also be available on the company's website www.consofinvest.com for their download and also on the website of CSDL.

- 18) In accordance with the sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder the Notice of the Annual General Meeting along with the Annual Report for 2017-18 are sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies of the Notice of the 32nd AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by the permitted mode along with Annual Report.
- 19) Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with Link Intime India Pvt. Ltd (in case of Shares in physical form)
- 20) Registers under Section 170 and 189 of the Companies Act, 2013 will be available for inspection at the AGM of the Company.

A. Process for members opting for e-voting is as under:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, 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 the SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Link Intime India Pvt. Limited(LI IPL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Monday, 24th September 2018 (9:00 am) and ends on Wednesday 26th September, 2018 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by LI IPL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

The instructions for shareholders voting electronically are as under:

Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)

1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID

- b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
- c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

5. Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv).

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LI IPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may

also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders:

- (i) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.
- (ii) They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.
- (iii) During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- (iv) Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- (v) In case the shareholders have any queries or issues regarding e-voting, please click here or you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to insta.vote@linkintime.co.in or Call us :- Tel : 022 - 49186000.
- (vi) Ms. Akarshika Goel of Grover Ahuja & Associates, Practicing Company Secretaries (Membership No. ACS 29525), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (vii) The Scrutinizer shall, after the conclusion of the voting at the Annual General Meeting will first count the votes cast at the meeting and thereafter, unblock the votes in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersigned the same and declare the result of the voting forthwith.
- (viii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.consofinvest.com and on the website of LIPL at <https://instavote.linkintime.co.in> within three days of the passing of the resolutions at the Thirty second AGM of the Company on Sunday, 30th September, 2018 and communicated to National Stock Exchange of India Limited, where the shares of the Company are listed.

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

ITEM NO. 3

The Board of Directors of the Company has appointed Mr. Prakash Matai (DIN:07906108) as an Additional Director of the Company w.e.f 14th November 2017 and was considered as Independent director for the purpose of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and he will not liable to retire by rotation. Mr. Prakash Matai has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. A notice has been received by the company from a member signifying his intention to propose him as a candidate for office of Independent Director of the Company.

The matter regarding appointment of above Independent Director was also placed before the Nomination & Remuneration Committee, which recommends his appointment as Independent Director for a period of five years from 14th November 2017 to 13th November 2022, In the opinion of the Board, the aforesaid Independent Director fulfils the conditions specified in the Act and the Rules made there under and the SEBI (LODR) Regulations, 2015 for appointment

as Independent Director and he is independent of the management. The terms and conditions of appointment of the above Independent Director shall be open for inspection by any member at the Registered Office during normal business hours on any working day of the Company and the same is also available at the website of the Company.

Mr. Prakash Matai is a Science Graduate with MBA, and PGDM in Material, Management and having 25 years of industrial experience in Procurement Commercial & Supply Chain. In terms of the provisions of Section 161(1) of the Act. For appointment of Mr. Prakash Matai require approval of shareholders at the Annual General Meeting otherwise he hold office up to the date of ensuing Annual General Meeting. Keeping in view the experience and expertise of Mr. Prakash Matai, the Board considers it desirable that the Company should receive the benefit of his valuable experience and advice and accordingly commends the Resolution for approval by the members.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above said resolution.

ITEM NO. 4

ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

This is to inform the members that there is need to alter the object clause of Memorandum of Association of Company in order to make it compliant with the provisions of the Companies Act, 2013, therefore the headings of Clause III(A) and III (B) are recommended for change and Clause III (C) Other Objects proposed to be amended.

Your directors hereby recommend resolution set out in Item No. 4 for member's approval as special resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out in Item No. 4 except to the extent to their shareholding in the Company, if any.

ITEM NO. 5

ALTERATION OF THE LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

This is to inform the members that there is need to alter the Liability Clause of Memorandum of Association of the Company in order to make it compliant with the provisions of the Companies Act, 2013 whereby liability of members shall be limited to the amount unpaid, if any , on the shares of the company.

Your directors hereby recommend resolution set out in Item No. 5 for member's approval as special resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise in the special resolution set out in Item No. 5 except to the extent to their shareholding in the Company, if any.

ITEM NO. 6

ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

The existing Articles of Association (AOA) is based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956, which are not in conformity with the Companies Act, 2013. Hence, it is considered expedient to wholly replace the existing AOA by a new set of Articles which shall be in conformity with the Companies Act, 2013. The proposed draft AOA are being uploaded on the Company's website for perusal by the shareholders. The draft AOA shall be available for inspection by members during the meeting and also at the registered office of the Company on all working days during business hours, upto the date of the Annual General Meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

PROFILE OF SHRI SANJIV KUMAR AGARWAL, DIRECTOR SEEKING REAPPOINTMENT AT THIS ANNUAL GENERAL MEETING (Refer Item No. 2 of this Notice)

Name of Director	Shri Sanjiv Kumar Agarwal
DIN	01623575
Date of Birth	16/01/1964
Date of Appointment	21/12/2011
Expertise in specific functional area	Marketing
Qualification	B.Sc, L.L.B, M.B.A
No. of Share held	Nil
Directorship in other Companies	Jindal Meadows Limited Rishi Trading Company Limited Jindal Photo Imaging Limited Jindal Imaging Limited Jindal Films India Limited Jumbo Finance Ltd Glow Infrabuild Limited Jindal Prolink Limited Anchor Image & Films Private Limited Universus Pack Films Limited
Chairman / Member of the Committee of Director of other Companies in which he is a Director	
a) Audit Committee	-
b) Stakeholders Relationship Committee	-
c) Remuneration Committee	-

PROFILE OF SHRI PRAKASH MATAI, DIRECTOR SEEKING APPOINTMENT AT THIS ANNUAL GENERAL MEETING (Refer Item No. 3 of this Notice)

Name of Director	Shri Prakash Matai
DIN	07906108
Date of Birth	30/04/1969
Date of Appointment	14/11/2017
Expertise in specific functional area	Procurement Commercial & Supply Chain
Qualification	B.Sc, M.B.A. and PGDM in Material Management
No. of Share held	Nil
Directorship in other Companies	Jindal Poly Films Limited Mandakani Coal Company Limited Jindal Photo Investments Limited Beta Land Holdings Limited Solace Land Holdings Limited Gamma Land Holdings Limited Ginger Land Holdings Limited
Chairman / Member of the Committee of Director of other Companies in which he is a Director	
a) Audit Committee	-
b) Stakeholders Relationship Committee	-
c) Remuneration Committee	-

**By Order of the Board
For CONSOLIDATED FINVEST & HOLDINGS LIMITED**

Place : New Delhi
Date : 14th August 2018

**Anil Kaushal
(Company Secretary)**

Consolidated Finvest & Holdings Limited

CIN: L33200UP1993PLC015474

Registered Office: 19th K.M. Hapur – Bulandshahr Road, P.O. Gulaothi, Distt-Bulandshahr, Uttar Pradesh

E-mail: cs_cfhl@jindalgroup.com Website: www.consofinvest.com

FORM NO. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

Name of the member(s): _____

Registered Address : _____

E-Mail Id : _____ Folio No./Client Id : _____ DP ID : _____

I/We, being the member(s) holding _____ shares of the above named Company, hereby appoint

1. Name: _____ Address: _____

E.mail ID: _____ Signature: _____ or failing him

2. Name: _____ Address: _____

E.mail ID: _____ Signature: _____ or failing him

3. Name: _____ Address: _____

E.mail ID: _____ Signature: _____ as my/our

Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company to be held on **Thursday, 27th September, 2018 at 2.30 P.M.** at the Registered Office of the Company at 19th K.M. Hapur-Bulandshahr Road, P.O. Gulaothi, Dist. Bulandshahr, Uttar Pradesh – 245408 and at any adjournment thereof in respect of such Resolutions as are indicated below:

RESOLUTION

Ordinary Business

1. To receive, consider and adopt the Audited financial statements of Company for the year ended 31st March, 2018 together with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjiv Kumar Agarwal (**DIN: 01623575**) who retires by rotation and being eligible, offers herself for re-appointment.

Special Business

3. Appointment of Mr. Prakash Matai (DIN: 07906108) as Independent Director of the Company.
4. Alteration of the Object Clause of the Memorandum of Association of the Company
5. Alteration of the Liability Clause of the Memorandum of Association of the Company
6. To adopt new set of Articles of Association of the company containing regulations in conformity with the Companies Act, 2013.

Signed this _____ day of _____ 2018.

Affix
Revenue
Stamp ₹ 1

Signature of Proxy holder(s)

Signature of the Shareholder

Note:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to put 'X' in the appropriate column against the resolutions indication in the box, if you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she think appropriate
3. Please complete all details including detail of member(s) in the above box before submission.

CONSOLIDATED FINVEST & HOLDINGS LIMITED
ROUTE MAP FOR VENUE OF THE AGM

32ND ANNUAL GENERAL MEETING (AGM) ON THURSDAY 27TH SEPTEMBER, 2018
AT THE REGISTERED OFFICE AT 2:30 P.M.
AT 19TH K.M., HAPUR-BULANDSHAHR ROAD, P.O.-GULAOTHI, DISTT-BULANDSHAHR (U.P.)

DELHI TO GULAOTHI

FROM AKSHAR DHAM



GHAZIPUR



NH-24 **INDIRA PURAM**

NH-24 ↓

NH-24 **MASURI TOLL PLAZA**

NH-24 ↓

NH-24 **PILAKHUA**

NH-24 ↓

NH-24 **NIZAM PUR**

NH-24 ↓

NH-24 **HAPUR BYE PASS**

NH-24 ↓

NH-24 ↓



SERVICE LANE(TAKE LEFT)AFTER 3 KM (APPROX) HAPUR BYE PASS



NOW TAKE U-TURN FOR BULANDSHAHR



GULAOTHI (MARKET)



MEWATI FARM (MEETHEY PUR)



CONSOLIDATED FINVEST & HOLDINGS LIMITED
19 KM HAPUR BULANDSHAHR ROAD GULAOTHI (UTTAR PRADESH)



Form No. MGT-12**Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)© of the Companies (Management and Administration) Rules, 2014]

Consolidated Finvest & Holdings Limited**CIN:** L33200UP1993PLC015474**Registered Office:** 19 Km Hapur Bulandshahr Road, PO Gulaothi, Distt Bulandshahr, Uttar Pradesh- 245408**Head Office:** Plot No-12, Sector B-1, Local Shopping Complex, Vasant Kunj, New Delhi-110070**Phone No.:** 011-26139256, **Fax No.:**011-26121734**Email:** cs_cfhl@jindalgroup.com, **Website:** www.consofinvest.com**BALLOT PAPER**

S. No.	Particulars	Details
1.	Name of the First named Shareholder (In block letters)	
2.	Postal Address	
3.	Registered Folio No./ *DP ID/Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Share

In case of a proxy

Name of the Proxy:

We/I hereby exercise our/my vote in respect of Ordinary / Special Resolution enumerated below by recording my assent or dissent to the said resolutions in the following manner:

S. No.	Item	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
Ordinary Business				
1.	To receive, consider and adopt the Audited financial statements of Company for the year ended 31 st March, 2018 together with the reports of the Directors and Auditors thereon.			
2.	To appoint a Director in place of Mr. Sanjiv Kumar Agarwal (DIN: 01623575) who retires by rotation and being eligible, offers herself for re-appointment.			
Special Business				
3.	Appointment of Mr. Prakash Matai (DIN: 07906108) as Independent Director of the Company.			
4.	Alteration of the Object Clause of the Memorandum of Association of the Company			
5.	Alteration of the Liability Clause of the Memorandum of Association of the Company			
6.	To adopt new set of Articles of Association of the company containing regulations in conformity with the Companies Act, 2013.			

Place: Gulaothi**Date:** 27.09.2018**(Signature of the shareholder)****Consolidated Finvest & Holdings Limited****CIN:** L33200UP1993PLC015474**Registered Office:** 19th K.M. Hapur – Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr, Uttar Pradesh – 245408**E-mail:** cs_cfhl@jindalgroup.com **Website:** www.consofinvest.com**ATTENDANCE SLIP****32nd Annual General Meeting**

Regd. Folio / DP ID-Client ID. No. _____

No. of Share(s) Held: _____

I certify that I am a registered shareholder/ Proxy for the registered shareholder of the Company. I hereby record my presence at the 32nd Annual General Meeting of the Company being held on Thursday, the 27th day of September, 2018 at 2:30 P.M. at 19th K.M. Hapur-Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr (U.P.) – 245408 and any adjournment thereof.

Member's Name : _____

Proxy's Name : _____

Member's /Proxy's Signature _____

Note:

1. Please fill the attendance slip and hand it over at the entrance of meeting hall
2. Members / Proxy Holders / authorized Representative are requested to show their photo id proof for attending the meeting
3. Authorised Representatives of Corporate Member(s) shall produce proper authorization issued in their favour.