

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

NOTICE

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of the members of Consolidated Finvest & Holdings Limited will be held on Saturday, 20th September, 2014 at 3.00 P.M. at the Registered Office of the Company at 19th K.M. Hapur-Bulandshahr Road, P.O. Gulaothi, Dist. Bulandshahr, Uttar Pradesh – 245408 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended on 31st March, 2014 and the Balance Sheet as at that date together with the reports of the Directors and Auditors thereon.
2. To elect a Director in place of Shri Radhey Shyam (DIN00649458) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under, as amended from time to time, M/s. Kanodia Sanyal & Associates, Chartered Accountants (firm registration no. 008396N) be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirty First Annual General Meeting of the company to be held in the year of 2017 (subject to ratification of their appointment at every AGM) at a remuneration plus service tax and out of pocket expense “of Rs. 2,70,000/- (Rupees Two Lacs Seventy Thousand only).”

SPECIAL BUSINESS:

4. Appointment of Ms. Geeta Gilotra as Director

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

“RESOLVED THAT Ms. Geeta Gilotra, who was appointed as an Additional Director of the company w.e.f. 13th August, 2014 pursuant to Articles of Association of the Company and who holds such office up to the date of this Annual General Meeting and in respect of whom the company has received a notice

in writing along with requisite amount of fee from a member of the Company, pursuant to Section 160 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

5. Appointment of Mr. Ghanshyam Dass Singal as Independent Director

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, and Clause 49 of Listing Agreement, as amended from time to time, Mr. Ghanshyam Dass Singal (DIN 00708019), a non-executive independent 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 Director of the Company, not liable to retire by rotation and to hold office for five consecutive years with effect from 20th September, 2014 up to 19th September, 2019.”

6. Appointment of Mr. Praveen Bansal as Independent Director

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, and Clause 49 of Listing Agreement, as amended from time to time, Mr. Praveen Bansal (DIN 00179007), a non-executive independent 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 Director of the Company, not liable to retire by rotation and to hold office for five consecutive years with effect from 20th September, 2014 up to 19th September, 2019.”

7. Appointment of Mr. Sanjiv Kumar Agarwal as Managing Director

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

“RESOLVED THAT in pursuant to provisions of Sections, 196 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals as may be necessary, the company hereby accords its approval and consent to the appointment of Mr. Sanjiv Kumar Agarwal (DIN01623575) as the Managing Director of the company as per the terms and conditions liable to retire by rotation as are set out in the explanatory statement.”

RESOLVED FURTHER THAT the appointment of Mr. Sanjiv Kumar Agarwal, Managing Director is for a period of 5 (five) years commencing on and from 13th August 2014.”

By Order of the Board

For **CONSOLIDATED FINVEST & HOLDINGS LIMITED**

Place : New Delhi

Anil Kaushal

Date : 13th August 2014

(Company Secretary)

NOTES:

1) 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.

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.

2) The Register of Members of the Company and the Share Transfer Books shall remain closed from **Tuesday, 16th September 2014 to Thursday, 18th September 2014**, (both days inclusive).

3) Additional information, pursuant to clause 49 of the Listing Agreement with Stock Exchanges, on Directors recommended for appointment/re-appointment at the Annual General Meeting, is annexed hereto.

4) A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

5) 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.

6) 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.

7) As required under sub clause IV (E)(v), of clause 49 of the Listing Agreement, the detail of shareholding of Non –Executive Directors (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 of the Non-Executive Director | Number of Shares held |
|------------------------------------|-----------------------|
| Ghanshyam Dass Singal | NIL |
| Praveen Bansal | NIL |
| Geeta Gilotra | NIL |

8) Members are requested to bring their copy of the Annual Report to the Annual General Meeting.

9) 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.

10) The unpaid / unclaimed dividend for the years 2006-07 and onwards will become transferable at the end of seven years respectively, 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. Shareholders are,

therefore, requested to check and send their claims, if any, for the relevant years from 2006-07 onwards before the respective amounts become due for transfer to the above fund.

- 11) 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.
- 12) Corporate members are requested to send a duly certified copy of Board Resolution authorising their representative(s) to attend and vote on their behalf at the company
- 13) As you all may be aware, the Ministry of Corporate Affairs (MCA) has undertaken a 'Green Initiative in Corporate Governance' allowing paperless compliances by Companies through electronic mode, whereby the companies have been permitted to send notices/documents to its shareholders through electronic mode to the registered e-mail addresses of Shareholders. Securities and Exchange Board of India (SEBI) vide its Circular No. CIR/CFD/DIL/2011 dated October 5, 2011, have also, in line with MCA circulars, permitted listed entities to supply soft copies of full annual reports to all those shareholders who have registered e-mail address for the purpose.

In view of the above, the Company shall send all documents to Shareholders like General Meeting Notices (including AGM), Annual Reports and any other future communication in electronic form in lieu of physical form, to all those shareholders, whose e-mail address is registered with Depository/ Company. Shareholders are requested to register and/or updated email address with the respective Depository Participant or the Company, to ensure that documents from the Company reach their preferred email address. The Notice of AGM and copies of Audited Financial Statements, Directors' report, Auditors report etc., will also be displayed on the website www.consofinvest.com of the Company.

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

In compliance with the provisions of Section 108 of the Companies Act, 2013, and the Rules framed there under, the Members are provided with the facility to exercise their vote at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Ltd. (NSDL).

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depositories):

- i. Open the e-mail and also open PDF file namely "CFHL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password,
- ii. Open the Internet browser and type the following URL: <https://www.evoting.nsdl.com>,
- iii. Click on Shareholder – Login.
- iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
- v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
- vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- vii. Once the e-voting home page opens, click on e-voting> Active e-Voting Cycles.
- viii. Select "EVEN" (E-Voting Event Number) of Consolidated Finvest & Holdings Limited which is 100922. Now you are ready for e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- xii. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to scrutinizer.cfhl@gmail.com, with a copy marked to evoting@nsdl.co.in.
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com.

- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not

registered with the Company/Depositories):

- i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
- ii. Please follow all steps from SI. No. (ii) To SI. No. (xiii) Above, to cast vote.

C. For members who wish to vote using Ballot Form

Pursuant to clause 35B of the Listing Agreement with the Stock Exchanges, shareholders may fill in the Ballot Form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutinizer, Mr. Ravi Grover, Practicing Company Secretary, 8/33, 3rd Floor, WEA, Karol Bagh, New Delhi – 110005 so as to reach by **11th September, 2014 by 5.30 p.m. IST**. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.

In the event, a member casts his votes through both the processes i.e. e-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.

D. Other Instructions:

- i. The e-voting period commences on Tuesday, 9th September, 2014 (9.00 a.m. IST) and ends on Thursday, 11th September, 2014 (5.30 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on 14th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 14th August, 2014 and as per the Register of Members of the Company.
- iii. Mr. Ravi Grover of Grover Ahuja & Associates, Practicing Company Secretaries (Membership No. FCS 6048), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

- v. 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 NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the Twenty Eighth AGM of the Company on Thursday, 18th September, 2014 and communicated to National Stock Exchange of India Limited, where the shares of the Company are listed.

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

Place : New Delhi

Date : 13th August 2014

Anil Kaushal
(Company Secretary)

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, has appointed Ms. Geeta Gilotra as an additional director of the Company, pursuant to the provision of section 260 of Companies Act, 1956 (now section 161 (1) of the Companies Act, 2013) and the Articles of Association of the Company with effect from 13th August, 2014.

In term of the provision of section 260 of Companies Act, 1956 (now section 161 (1) of the Companies Act, 2013), Ms. Geeta Gilotra would hold office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Act proposing the candidature of Ms. Geeta Gilotra for the office of Director of the Company. Ms. Geeta Gilotra is not disqualified from being appointed as a Director in term of section 164 of the Act and has given her consent to act as a Director.

Ms. Geeta Gilotra is aged about 42 years, B.Com. Diploma in System Management and Diploma in Export Management having 23 year of experience and her vast experience and knowledge will be in the interest of the Company.

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

The Board recommends the Ordinary Resolutions set out at Item Nos. 4 of the Notice for approval by the shareholders.

ITEM NO. 5

Mr. Ghanshyam Dass Singal joined the Board of Directors of the Company on 10th April, 2008. He is a non-executive director of the Company and is considered as a non

executive Independent Director under Clause 49 of the Listing Agreement.

He is B.Com and FCA. He has about 15 years of experience in Accounts, Finance & Taxation.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1 April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. G D Singal has given a declaration to the Board that he meet the criteria of independence as provided under Section 149(6) of the Act. A notice has been received from a member of the Company along with requisite deposit signifying his intention to propose Mr. G D Singal as a candidate for office of Independent Director of the Company.

On the recommendation of the Nomination and Remuneration Committee, the matter regarding appointment of Mr. G D Singal as Independent Director was placed before the Board, which recommends his appointment as an Independent Director from 20 September, 2014 up to 19 September, 2019.

In the opinion of the Board, Mr. G D Singal fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. G D Singal as Independent Director is now being placed before the Members in general meeting for their approval.

Copy of the draft letter for appointment of Mr. G D Singal would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

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

The Board recommends the Ordinary Resolutions set out at Item Nos. 5 of the Notice for approval by the shareholders.

ITEM NO. 6

Mr. Praveen Bansal joined the Board of Directors of the Company on 21st December, 2011. He is a non-executive director of the Company and is considered as a non executive Independent Director under Clause 49 of the Listing Agreement.

He is a graduate and having rich experience of about 23 years in Project, Management and Marketing.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1

April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Praveen Bansal has given a declaration to the Board that he meet the criteria of independence as provided under Section 149(6) of the Act. A notice has been received from a member of the Company along with requisite deposit signifying his intention to propose Mr. Praveen Bansal as a candidate for office of Independent Director of the Company.

On the recommendation of the Nomination and Remuneration Committee, the matter regarding appointment of Mr. Praveen Bansal as Independent Director was placed before the Board, which recommends his appointment as an Independent Director from 20 September, 2014 up to 19 September, 2019.

In the opinion of the Board, Mr. Praveen Bansal fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Praveen Bansal as Independent Director is now being placed before the Members in general meeting for their approval.

Copy of the draft letter for appointment of Mr. Praveen Bansal would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

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

The Board recommends the Ordinary Resolutions set out at Item Nos. 6 of the Notice for approval by the shareholders.

ITEM NO. 7

Shri Sanjiv Kumar Agarwal is a Director of the company since 21st December 2011. On the recommendation of the Nomination and Remuneration Committee, Shri Sanjiv Kumar Agarwal was appointed as the Managing Director of the company for a period of five years by the Board of Directors in their meeting held on 13th August 2014, subject to approval of the members in general meeting. His appointment needs to be approved in this meeting and in this regard the Board recommends the resolution for your approval. Shri Sanjiv Kumar Agarwal is having rich experience in the field of Marketing and Project Management

During his tenure as Managing Director, he will not be paid any remuneration.

The above may be treated as a written memorandum setting out the terms of appointment of Mr Sanjiv Kumar Agarwal under section 190 of the Act,

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

The Board recommends the Ordinary Resolutions set out at Item Nos. 7 of the Notice for approval by the shareholders.

DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RETIRING BY ROTATION & SEEKING RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING (IN PURSUANCE OF CLAUSE 49 OF THE LISTING AGREEMENT).

Shri Praveen Bansal

| | |
|---|---|
| Name of Director | Shri Praveen Bansal |
| DIN | 00179007 |
| Date of Birth | 15/08/1966 |
| Date of Appointment | 21/12/2011 |
| Expertise in specific functional area | Accounts, Marketing and Project Management |
| Qualification | B.COM |
| Directorship in other Companies | Allied Poles India Private Limited Northern Strips Private Limited Soyuz Trading Company Limited Super Plastic Coats Private Limited Jindal Photo Investments Limited New Age Polypack Coats Private Limited Agile Properties Limited Global Polyfilms Private Limited Cliff Propbuild Limited Jesmin Investments Limited Super Polyfilms Private Limited |
| Chairman / Member of the Committee of Director of other Companies in which he is a Director | |
| a) Audit Committee | Jindal Photo Investments Limited |
| b) Stakeholders Relationship Committee | - |
| c) Remuneration Committee | - |

Shri Ghanshyam Dass Singal

| | |
|---------------------------------------|---|
| Name of Director | Shri Ghanshyam Dass Singal |
| DIN | 00708019 |
| Date of Birth | 20/08/1971 |
| Date of Appointment | 10/04/2008 |
| Expertise in specific functional area | Accounts, Finance and Taxation |
| Qualification | B.COM, FCA |
| Directorship in other Companies | Jindal Photo Investments Limited Jesmin Investments Limited Passion Tea Private Limited Consolidated Finvest & Investments Limited Cliff Propbuild Limited Global Nonwovens Limited Glow Infrabuild Limited Rishi Trading Company Limited Jindal Counsellor Limited Agile Properties Private Limited Jindal Poly Investment and Finance Company Limited |

Consolidated Finvest & Holdings Limited

| | |
|---|---|
| Chairman / Member of the Committee of Director of other Companies in which he is a Director | Rishi Trading Company Ltd Jindal Photo Investments Limited Global Nonwovens Limited Jindal Poly Investment & Finance Company Ltd |
| a) Audit Committee | Jindal Poly Investment & Finance Company Ltd |
| b) Stakeholders Relationship Committee | Jindal Poly Investment & Finance Company Ltd |
| c) Remuneration Committee | - |

Ms. Geeta Gilotra

| | |
|--|-------------------------------------|
| Name of Director | Ms. Geeta Gilotra |
| DIN | 06932697 |
| Date of Birth | 18/05/1972 |
| Date of Appointment | 08/08/2014 |
| Expertise in specific functional area | Import & Export |
| Qualification | B.COM, DIPLOMA IN EXPORT MANAGEMENT |
| Directorship in other Companies | NIL |
| Chairman / Member of the Committee of Director of other Companies in which she is a Director | |
| a) Audit Committee | - |
| b) Stakeholders Relationship Committee | - |
| c) Remuneration Committee | - |

Shri Radhey Shyam

| | |
|---------------------------------------|--|
| Name of Director | Shri Radhey Shyam |
| DIN | 00649458 |
| Date of Birth | 18/09/1954 |
| Date of Appointment | 10/04/2008 |
| Expertise in specific functional area | Accounts, Finance and Taxation |
| Qualification | B.COM, LLB |
| Directorship in other Companies | Penrose Mercantiles Limited Vigil Farms Limited Jindal Photo Investments Limited Opus Conbuild Private Limited Opus Propbuild Private Limited Xeta Properties Private Limited Consolidated Finvest & Investments Limited Goldstone Imaging Private Limited Soyuz Trading Company Limited Glow Infrabuild Limited Budhiya Marketing Private Limited Jasmin Investment Limited Jindal Realtors Limited Jupax Barter Private Limited Ancher Image & Films Private Limited |

| | |
|---|--|
| Chairman / Member of the Committee of Director of other Companies in which he is a Director | |
| a) Audit Committee | Jindal Photo Investments Limited Soyuz Trading Company Ltd. |
| b) Stakeholders Relationship Committee | - |
| c) Remuneration Committee | - |

Shri Sanjiv Kumar Agarwal

| | |
|---|---|
| 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 |
| Directorship in other Companies | Jindal Meadows Limited Consolidated Green Finvest Private Limited Consolidated Finvest & Investments Limited Global Nonwovens Limited Glow Infrabuild Limited Budhiya Marketing Private Limited Anchor Image & Films Private Limited Jumbo Finance Limited Jindal Imperative Specialist Limited Consolidated Realtors Limited Jindal Realtors Limited |
| Chairman / Member of the Committee of Director of other Companies in which he is a Director | |
| a) Audit Committee | Global Nonwovens Limited |
| b) Stakeholders Relationship Committee | - |
| c) Remuneration Committee | - |

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

Place : New Delhi
Date : 13th August 2014

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 28th Annual General Meeting of the Company to be held on **Saturday, 20th September, 2014 at 3.00 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 adopt the Audited Financial Results for the year ended 31st March, 2014
- 2 To appoint a Director in place of Mr. Radhey Shyam. Who retires by rotation and being eligible offers himself for re-appointment
- 3 To Re-appoint M/s Kanodia Sanyal & Associates, Chartered Accountants as Statutory Auditors of the Company

Special Business

- 4 To appoint Ms. Geeta Gilotra as Director
- 5 To appoint Mr. Ghanshyam Dass Singal as Independent Director
- 6 To appoint Mr. Praveen Bansal as Independent Director
- 7 To appoint Mr. Sanjiv Kumar Agarwal as Managing Director

Signed this _____ day of _____ 2014

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.

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

28th Annual General Meeting

20th September, 2014 at 19th K.M. Hapur-Bulandshahr Road, P.O. Gulaothi, Dist. Bulandshahr, Uttar Pradesh – 245408

BALLOT FORM

| 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 |
| 5. | Number of shares held | |

| Item No. | Resolution | No. of Equity Shares | I/We assent to the resolution (For) | I/We dissent to the resolution (Against) | Abstain |
|--------------------------|---|----------------------|-------------------------------------|--|---------|
| Ordinary Business | | | | | |
| 1 | To adopt the Audited Financial Results for the year ended 31 st March, 2014 | | | | |
| 2 | To appoint a Director in place of Mr. Radhey Shyam. Who retires by rotation and being eligible offers himself for re- appointment | | | | |
| 3 | To Re-appoint M/s Kanodia Sanyal & Associates, Chartered Accountants as Statutory Auditors of the Company | | | | |
| Special Business | | | | | |
| 4 | To appoint Ms. Geeta Gilotra as Director | | | | |
| 5 | To appoint Mr. Ghanshyam Dass Singal as Independent Director | | | | |
| 6 | To appoint Mr. Praveen Bansal as Independent Director | | | | |
| 7 | To appoint Mr. Sanjiv Kumar Agarwal as Managing Director | | | | |

Place:

Date:

(Signature of the shareholder)

