

CONSOLIDATED FINVEST & HOLDINGS LIMITED

H.O. : 11/5-B, Basement, Opp. Telephone Exchange, Pusa Road, New Delhi - 110005
Tel.: 91-11-25767000, Fax : 91-11-25767029 CIN : L33200UP1993PLC015474

22nd September 2014

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

Ref: Code: CONSOFINVT Series : Eq

Sub: Proceedings of 28th Annual General Meeting of the Company held on
20th September 2014

Dear Sir,

We would like to inform you that 28th Annual General Meeting of members of the Company held on 20th September 2014 at the registered office of the Company at 19th K.M., Hapur-Bulandshahr Road, P.O. Gulaothi, Dist. Bulandshahr, Uttar Pradesh. We are sending herewith following:

1. Proceedings of the Annual General Meeting pursuant to Clause 31 of the Listing Agreement.
2. Details of results of the voting in respect of resolutions passed at the Annual General Meeting pursuant to Clause 35A of the Listing Agreement.
3. Copy of Scrutinizer's Report in respect of resolutions passed by e-voting and by poll conducted at the Annual General Meeting.

We are sure that you will find the above in order.

Please acknowledge receipt.

Thanking you

Yours truly,
For Consolidated Finvest & Holdings Limited


Anil Kaushal
(Company Secretary)

Encl: as above

Regd. Off. : 19th K.M. Hapur - Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr (U.P.)

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PROCEEDINGS OF 28TH ANNUAL GENERAL MEETING OF THE MEMBERS OF CONSOLIDATED FINVEST & HOLDINGS LIMITED HELD ON 20TH SEPTEMBER, 2014 AT 3.00 P.M. AT 19TH K.M. HAPUR-BULANDSHAHR ROAD, P.O. GULAOTHI, DISTRICT BULANDSHAHR, UTTAR PRADESH – 245408.

The meeting began with the welcome speech. The Chairman identified that requisite quorum was present in the meeting. Notice of Annual General Meeting taken as read. Auditors' report were duly read in the meeting.

Chairman informed at the meeting that the Company had provided E-voting facility and Ballot form to the members to exercise their right to vote on the business items as stated in the Notice by electronic means as well as by physical ballot as per the procedure laid down in the Notice of the Meeting for the due compliance of statutory provisions as applicable to the Company. Chairman also further informed that the members who have not exercised their vote through e-voting or through physical ballot and who are present in the meeting, can also cast their vote through poll at the AGM now. Members present in the meeting exercised their right by casting their vote through ballot form. After completion of polling, votes were counted in respect of members, who have casted their votes present in the meeting and also through e-voting and Ballot Form and declaration of results.

On receipt of information from Scrutinizer, Mr. Ravi Grover, Chairman declared the results. Following resolutions which were set forth in the notice calling the Annual General Meeting were passed with requisite majority:-

1. Adopted the audited Balance Sheet as at March, 31, 2014 and the Statement of Profit and Loss account for the year ended March, 31, 2014, the reports of the Board of Directors and Auditors thereon, statement in respect of the subsidiary companies under Section 212 of the Companies Act, 1956.
2. Mr. Radhey Shyam re-appointed as Director who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointed Statutory Auditors M/s Kanodia Sanyal & Associates, Chartered Accountants (firm registration no. 008396N) from the conclusion of this Annual General Meeting until the conclusion of the 31st Annual General Meeting of the Company and fixed their remuneration.
4. Ms. Geeta Gilotra appointed as Director.
5. Mr. Ghanshyam Dass Singal appointed as an Independent Director.
6. Mr. Praveen Bansal appointed as an Independent Director.
7. Mr. Sanjiv Kumar Agarwal appointed as Managing Director.

Thereafter meeting concluded with a vote of thanks to the Chairman of the meeting

For Consolidated Finvest & Holdings Limited


Anil Kaushal
Company Secretary

Dated : 22nd September, 2014

Regd. Off. : 19th K.M. Hapur - Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr (U.P.)

Consolidated Finvest & Holdings Limited

Date of the Annual General Meeting: 20th September, 2014.

Total number of shareholders : 24133

No. of shareholders present in the meeting either in person or through proxy:

Category of Shareholder	Present in person	Present through proxy	Total
Promoters & Promoter Group	05	NIL	05
Public	25	1	26
Total	31	1	31

No. of shareholders attended the meeting through Video Conferencing: N.A

Category of Shareholder	Present in person	Present through proxy	Total
Promoters & Promoter Group	-	-	-
Public	-	-	-
Total	-	-	-

ORDINARY BUSINESS (Item No. 1 to Item No. 3)

Item No. 1 Adoption of Annual accounts
Resolution required- Ordinary Resolution

“RESOLVED THAT the Statement of 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 and statement in respect of the subsidiary companies under Section 212 of the Companies Act, 1956 be and are hereby adopted and approved.”

Mode of Voting - Poll/Ballot Form in lieu of E-voting/ E-voting

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	23124764	21388856	92.49	21388856	-	100	-
Public Institutional holders	2954161	-	Nil	-	-	Nil	-
Public-Others	6247441	24611	0.39	24334	277	98.88	1.13
Total	32326366	21413467	66.24	21413190	277	100	-

Result: Passed with requisite majority

Item No. 2 Re-appointment of Mr. Radhey Shyam as Director

Resolution required- Ordinary Resolution

“RESOLVED THAT Mr. Radhey Shyam (DIN 00649458) who retires by rotation and being eligible, offers himself for re-appointment.”



Consolidated Finvest & Holdings Limited

Mode of Voting - Poll/Ballot Form in lieu of E-voting/ E-voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	23124764	21388856	92.49	21388856	-	100	-
Public Institutional holders	2954161	-	Nil	-	-	Nil	-
Public-Others	6247441	24182	0.39	24182	-	100	-
Total	32326366	21413038	66.24	21413038	-	100	-

Result: Passed with requisite majority

Item No. 3 Re-appointment of Statutory Auditors Resolution required- Ordinary Resolution

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the retiring auditors, M/s Kanodia Sanyal & Associates, Chartered Accountants (firm registration no. 008396N), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 31st Annual General Meeting of the Company to be held in the year of 2014 (subject to ratification of their appointment at every Annual General Meeting) at a remuneration of Rs. 2,70,000/- (Rupees Two Lacs Seventy Thousand only) plus service tax and out of pocket expenses”

Mode of Voting - Poll/Ballot Form in lieu of E-voting/ E-voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	23124764	21388856	92.49	21388856	-	100	-
Public Institutional holders	2954161	-	Nil	-	-	Nil	-
Public-Others	6247441	24182	0.39	24182	-	100	-
Total	32326366	21413038	66.24	21413038	-	100	-

Result: Passed with requisite majority



Consolidated Finvest & Holdings Limited

Item No. 4 Appointment of Ms. Geeta Gilotra as Director Resolution required- 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.”

Mode of Voting - Poll/Ballot Form in lieu of E-voting/ E-voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	23124764	21388856	92.49	21388856	-	100	-
Public – Institutional holders	2954161	-	Nil	-	-	Nil	-
Public-Others	6247441	24182	0.39	24182	-	100	-
Total	32326366	21413038	66.24	21413038	-	100	-

Result: Passed with requisite majority

Item No. 5 Appointment of Mr. Ghanshyam Dass Singal as an Independent Director Resolution required- 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 meet 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.”

Mode of Voting - Poll/Ballot Form in lieu of E-voting/ E-voting



Consolidated Finvest & Holdings Limited

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	23124764	21388856	92.49	21388856	-	100	-
Public Institutional holders	2954161	-	Nil	-	-	Nil	-
Public-Others	6247441	24182	0.39	24182	-	100	-
Total	32326366	21413038	66.24	21413038	-	100	-

Result: Passed with requisite majority

Item No. 6 Appointment of Mr. Praveen Bansal as an Independent Director. Resolution required- 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 meet 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.”

Mode of Voting - Poll/Ballot Form in lieu of E-voting/ E-voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	23124764	21388856	92.49	21388856	-	100	-
Public Institutional holders	2954161	-	Nil	-	-	Nil	-
Public-Others	6247441	24182	0.39	24182	-	100	-
Total	32326366	21413038	66.24	21413038	-	100	-

Result: Passed with requisite majority



Consolidated Finvest & Holdings Limited

Item No. 7 Appointment of Mr. Sanjiv Kumar Agarwal as Managing Director. Resolution required- 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 (DIN 01623575) as the Managing Director of the company Liable to retire by rotation as per the terms and conditions 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.”

Mode of Voting - Poll/Ballot Form in lieu of E-voting/ E-voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	23124764	21388856	92.49	21388856	-	100	-
Public Institutional holders	2954161	-	Nil	-	-	Nil	-
Public-Others	6247441	24182	0.39	24182	-	100	-
Total	32326366	21413038	66.24	21413038	-	100	-

Result: Passed with requisite majority





GROVER AHUJA & ASSOCIATES

Company Secretaries

SCRUTINIZER REPORT

To,
The Chairman
Consolidated Finvest & Holdings Limited
19th K.M. Hapur- Bulandshahr Road, P.O. Gulaothi,
Dist. Bulandshahr, Uttar Pradesh- 245408

Sub: Resolutions passed through E-Voting and Poll conducted at the 28th Annual General Meeting of Consolidated Finvest & Holdings Limited.

I, Ravi Grover, (Practicing Company Secretary), have been appointed as the Scrutinizer by the Board of Directors of Consolidated Finvest & Holdings Limited ("the Company") having its registered Office situated at 19th K.M. Hapur- Bulandshahr Road, P.O. Gulaothi, Dist. Bulandshahr, Uttar Pradesh- 245408, for the purpose of scrutinizing the electronic voting process and votes through poll held at the Annual General Meeting; i.e. 20th September, 2014.

The Company had appointed National Securities Depository Limited (NSDL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company from Tuesday, 9th September, 2014 at 9:00 A.M. till Thursday, 11th September, 2014 at 5:30 P.M. with voting rights proportional to the shareholding as on 14th August, 2014.

The Company has also provided voting facility by poll at the 28th Annual General of the Company, to the members present in person or by proxy; who did not exercised their right to vote through electronic voting facility.

The Management of the Company is responsible to ensure the compliances with requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on resolutions specified in the notice of the 28th Annual General Meeting. My responsibility as a Scrutinizer for the e-voting process and poll is restricted to scrutinize the results and present the Report for the votes cast "in favour" or "against" the resolutions.

8/33, 3rd Floor, Satbhava School Marg, W.E.A., Karol Bagh, New Delhi - 110005

Tel: +91 11 42773662, 45091596

Email: admin@groverahuja.net



The result of the E-Voting together with that of Poll is as follows:

(A) As an Ordinary Resolution- Item No. 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.

I. Voted in the favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	2	152	0.01%
Poll	31	2,14,13,038	99.99%
Total	33	2,14,13,190	100%

II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	3	277	100%
Poll	-	-	-
Total	3	277	100%

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III. Invalid Votes:

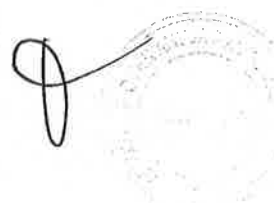
	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of invalid votes
E-Voting	-	-	-
Poll	-	-	-
Total	-	-	-

(B) As an Ordinary Resolution- Item No.2.

To elect a Director in place of Shri Radhey Shyam (DIN-00649458) who retires by rotation and being eligible, offers himself for re-appointment.

I. Voted in the favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	-	-	-
Poll	31	2,14,13,038	100%
Total	31	2,14,13,038	100%



II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of invalid votes
E-Voting	-	-	-
Poll	-	-	-
Total	-	-	-

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of invalid votes
E-Voting	-	-	-
Poll	-	-	-
Total	-	-	-

(C) As an Ordinary Resolution- Item No.3.

To appoint Auditors and fix their remuneration

I. Voted in the favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	-	-	-
Poll	31	2,14,13,038	100%
Total	31	2,14,13,038	100%

II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	-	-	-
Poll	-	-	-
Total	-	-	-

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	-	-	-
Poll	-	-	-
Total	-	-	-

(D) As an Ordinary Resolution- Item No.4.

Appointment of Ms. Geeta Gilotra as Director

I. Voted in the favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	-	-	-
Poll	31	2,14,13,038	100%
Total	31	2,14,13,038	100%

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II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	-	-	-
Poll	-	-	-
Total	-	-	-

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	-	-	-
Poll	-	-	-
Total	-	-	-

(E) As an Ordinary Resolution- Item No.5.

Appointment of Mr. Ghanshyam Dass Singal as an Independent Director

I. Voted in the favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	-	-	-
Poll	31	2,14,13,038	100%
Total	31	2,14,13,038	100%

II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	-	-	-
Poll	-	-	-
Total	-	-	-

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	-	-	-
Poll	-	-	-
Total	-	-	-

(F) As an Ordinary Resolution- Item No.6.

Appointment of Mr. Praveen Bansal as an Independent Director

I. Voted in the favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	-	-	-
Poll	31	2,14,13,038	100%
Total	31	2,14,13,038	100%

II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	-	-	-
Poll	-	-	-
Total	-	-	-

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	-	-	-
Poll	-	-	-
Total	-	-	-

(G) As an Ordinary Resolution- Item No.7.

Appointment of Mr. Sanjiv Kumar Agarwal as Managing Director

I. Voted in the favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	-	-	-
Poll	31	2,14,13,038	100%
Total	31	2,14,13,038	100%

II. Voted against the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	-	-	-
Poll	-	-	-
Total	-	-	-

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	-	-	-
Poll	-	-	-
Total	-	-	-

The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting.

Thanking You.

For Grover Ahuja & Associates




Ravi Grover
(Partner)

Date: 22nd September, 2014

Place: New Delhi