

CAPITAL FINVEST LIMITED

Regd. Office : 1002-Arunachal-10th Floor, 19 Barakhamba Road, New Delhi-110001

Phone : 23718585, 23315050 Web: www.capfin.in, Email : capital89@yahoo.com

CIN : L67120DL1983PLCO16575

1st September, 2015

Listing Department

MCX Stock Exchange Limited (MCX-SX)

4th Floor, Vibgyor Towers,
Bandra Kurla Complex,
Bandra East,
Mumbai - 400051

Dear Sir/ Madam

Sub : Notice of Annual General Meeting & Book Closure

Dear Sir,

This is to inform you that the Annual General Meeting of our Company will be held on Wednesday, the 30th September, 2015 at the registered Office of the Company. The Register of Members will remain closed from 24th September, 2015 to 30th September, 2015.

We do hope that you will find the above in order

Thanking You,

Yours Faithfully,

For CAPITAL FINVEST LIMITED



**RATTAN SINGHANIA
WHOLE TIME DIRECTOR
DIN : 00147685**

Encl : Copy of Notice of Annual General Meeting



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of Capital Finvest Limited will be held on Wednesday, 30th Day of September, 2015 at 11.00 A.M. at Registered Office of the Company at 1002, Arunachal, 19 Barakhamba Road, New Delhi – 110 001, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015, and Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Lalit Kumar (DIN 0059732), who retires by rotation and, being eligible offers himself for re-appointment.
3. To re-appoint M/s P.M.Arora & Co. Chartered Accountants (Firm Registration No. 1775N) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be decided by the Board of Directors or any Committee thereof.

SPECIAL BUSINESS

4. To appoint Smt. Neeta Goel (DIN 07158388) as an Independent (Non-Executive) Director 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 Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 "(the Act)" read with the companies (Appointment and Qualification of Directors) Rules, 2014 and the other applicable Rules made there-under(including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Smt Neeta Goel (DIN: 07158388) who was appointed as an Additional Director (Independent Non-Executive) in terms of Section 161(1) of the Act and Articles of Association of the Company on 15th April 2015 by the Board of Directors, whose term of office expires at the ensuing 31st Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for five(5) consecutive years upto March 31, 2020, not liable to retire by rotation."



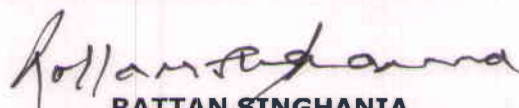
5. To consider and, if thought fit, to pass the following resolution with or without modification, as a special resolution:

"Resolved that the existing Article 95 of the Articles of Association of the company be and is hereby substituted by the following Article

"A Director may be paid out of the funds of the company a fee for attending meetings of the Board or a Committee of the Board as may be determined by the Board from time to time as permissible under the Companies Act, 2013. All other remuneration, if any payable by the company to each Director, whether in respect of his services as a Managing Director or a Director in the Whole or part-time employment of the company or otherwise shall be determined in accordance with and subject to the provisions of the Act. The Directors shall be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attending the Board and Committee meetings or otherwise incurred in the execution of their duties as Directors. The company in General Meeting may sanction a remuneration to all or any of the Directors or its Whole Time Director as may be permissible under the Act."

Dated: 01-09-2015
Place : New Delhi

**By order of the Board of Directors
For CAPITAL FINVEST LIMITED**


RATTAN SINGHANIA
Whole Time Director

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.**



2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e., from 24th September, 2015 to 30th September, 2015, both days inclusive.
6. As a measure of economy and a step toward green initiative, Members are requested to bring copy of Annual Report / Notice to the meeting.
7. Members who have not already submitted their Permanent Account Number (PAN) & Email Id's, are requested to submit the same.
8. All documents referred in the accompanying Notice, Explanatory and Statutory records etc. are open for inspection at the Office of the Company during office hours on all working days, up to and inclusive of the date of the Annual General Meeting.
9. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, the Company may send notice of general meeting, directors' report, auditors' report, audited financial statements and other documents through electronic mode. Further, pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rule, 2014, the Company shall provide an advance opportunity at least once in a financial year to the members to register their e-mail address and changes therein. In view of the same, Members are requested to kindly update their e-mail address with depository participants in case of holding shares in demat form. If holding shares in physical form, Members are requested to inform their e-mail ID to the Company.



10. Electronic copy of the Notice of the Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the aforesaid documents are being sent by the permitted mode.

**11. PROFILE OF DIRECTOR SEEKING APPOINTMENT / REAPPOINTMENT AT THE ENSUING 31ST AGM
(Refer Item NO. 2 & 4 of the Notice for AGM)**

Name of the Director	(1) LALIT KUMAR	(2) NEETA GOEL
DIN	00059732	07158388
Date of Birth	12-01-1952	24-12-1974
Date of Appointment	26-09-2012	15-04-2015
Profile/ Expertise in Specific functional Areas	A Fellow Member of The Institute of Chartered Accountants of India having vast knowledge in financial and company law matters.	Graduate from Delhi University
Qualifications	B.Com, FCA	B.Com
List of directorship in other Public Companies. (As on 31 st March 2015)	-----NIL-----	-----NIL-----
Shares held by the Director	501	3250

12. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means.



The instructions for members for voting electronically are as under:-

- A.** The voting period begins on 26th September, 2015 at 10.00 a.m and ends on 29th September, 2015 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case of Members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab to cast your votes.
- (iii) Now Enter your User ID,
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for a voting of any Company, then your existing login id and password are to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the Pan field.• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your



	name is Ramesh Kumar with folio number 100 then enter RA00000100 in the Pan field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cutoff date in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Capital Finvest Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.



- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than individual, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the accounts for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

B. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

C. COMMON INSTRUCTION

- i. E-voting shall not be allowed beyond 5.00 p.m. on 29th September, 2015. During e-voting period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 23rd September, 2015 may cast their vote electronically. Once the vote on a resolution is cast by the members, the members shall not be allowed to change it subsequently.



- ii. The voting rights of shareholders shall be in proportion to their shares in the paid up equity capital of the Company as on the cut-off date of 23rd September, 2015.
- iii. Mr. Sanjay Sood (membership no. 88817) Chartered Accountant, has been appointed as a scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall within a period not exceeding 2 working days from the conclusion of e-voting period unblock the votes in presence of at least two witnesses not in the employment of the Company and make a scrutinizers report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- v. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman may offer an opportunity to such members to vote at the meeting for all business specified in the accompanying notice. For abundant clarity, please note that the Members who have exercised their right to vote by electronic means shall not vote at the meeting. The voting right of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- vi. The results shall be declared on or after the AGM of the Company. The resolution will be deemed to be passed on the AGM date subject to receipt of the requisite Number of votes in favour of the resolutions. The results declared along with the scrutinizers report shall be placed on the Company's Notice Board and on the website of CDSL within 2 days of passing of resolutions at the AGM of the Company and communicated to the Stock Exchanges.

13. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company at least 10 days before the Annual General Meeting, so that the same can be suitably replied.

Dated: 01-09-2015
Place : New Delhi

**By order of the Board of Directors
For CAPITAL FINVEST LIMITED**


RATTAN SINGHANIA
Whole Time Director



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

Item No. 4 : APPOINTMENT OF INDEPENDENT DIRECTOR

As per the provisions of Section 149(1) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Company Should have at least one Woman Director on the Board of the Company. Accordingly, pursuant to the Articles of Association of the Company and Section 161 of the Companies Act, 2013, the Board of Directors has appointed Smt. Neeta Goel (DIN 07158388) as an Additional (Independent Non-Executive) Director of the Company w.e.f.15th April 2015 to hold office for five (5) consecutive years for a term up to the conclusion of the 31st Annual General Meeting of the Company and she is not liable to retire by rotaion."

The Board of Directors after consideration has recommended to appoint Smt Neeta Goel (DIN: 07158388) as a Non-Executive Independent Director within the meaning of Section 149 and 152 (including Section 149(10) of the new Companies Act, 2013 read with the Schedule IV attached thereto and Rules made under, not subject to retirement by rotation, for a term of five (5) consecutive years upto 31st March 2020 with effect from the date of this Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Smt. Neeta Goel for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act 2013. The notice received under section 160(2) is available for inspection during normal business hours on any working day of the Company.

The Company has received from Smt. Neeta Goel consent in writing to act as a director in From DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form Dir-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board of Directors, Smt. Neeta Goel (DIN 07158388), the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. The Board considers that her association would be immense benefit to the Comapny and it is desirable to continue to avail her services as an Independent Director.



The said Independent Director is not related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company (including relatives of directors or Key Managerial Personnel) other than the respective Non-Executive Independent Director herself is concerned or interested, financially or otherwise, In this resolution.

The Board recommends the resolutions set forth in Item No 4 for the approval of the members.

Item No. 5 : INCREASE IN BOARD MEETING FEE

The existing article has become obsolete in the context of present time. The Companies Act 1956 was amended from time to time and then repealed with the new Companies Act 2013.

Presently the maximum meeting fee that can be paid to the directors for attending a Board Meeting or a committee meeting is Rs. 250/- which is too low as it was fixed so long ago in the Companies Act, 1956. Now the times have changed. Directors need to be paid reasonable fee for attending Board Meetings or committees thereof. Further working directors or Whole Time Directors need to be paid as per the new Act. Hence the proposed resolution would enable the company to pay appropriate fee and remuneration to the directors as may be decided by the Board from time to time as may be permissible under the Act. The proposed article is in consonance with the changed times and the new Act.

Dated: 01-09-2015
Place : New Delhi

**By order of the Board of Directors
For CAPITAL FINVEST LIMITED**


RATTAN SINGHANIA
Whole Time Director



PROXY FORM

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

CAPITAL FINVEST LIMITED

Registered Office: 1002, Arunachal, 19 Barakhamba Road, New Delhi – 110 001.

Tel. No. +91-11 23718585, 23315050, Email id: capital89@yahoo.com

CIN: L67120DL1983PLCO16575

Name of the Member
Registered address
E-mail Id:
Folio No/
DP ID- Client ID

I/We, being the member of _____ Shares of above mentioned company hereby appoint:

Name
Address
E-mail Id:
Signature
Or failing him / her

Name
Address
E-mail Id:
Signature
Or failing him / her

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 Annual General Meeting of the Company to be held on Wednesday, 30th September, 2015 at 11.00 A.M. at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution of each Resolutions as are indicated below:			
Resolution No.	Resolutions	Optional <small>refer note 3 below</small>	
Ordinary Business		For	Against
1	Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2015		
2.	Re-appointment of Sh.Lalit Kumar, who retires by rotation		
3.	Re-Appointment of Auditors		
Special Business			
4.	Appointment of Smt. Neeta Goel as Independent Director of the Company		
5.	Increase in Board Meeting Fee & director's remuneration		



Signed this day of 2015.

AFFIX
REVENUE
STAMP NOT
LESS THAN
Re 0.15

Signature of the Member

Signature of the Proxy Holder(s)

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. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For ' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
4. Please complete all details including detail of member(s) in above box before submission.

