



SAFE WITH CAPITAL

Capital Finserve Ltd.

CIN: U65921KL1994PLC008301

NOTICE OF THE 31ST ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of the members of CAPITAL FINSERVE LIMITED will be held on Wednesday, 24th September 2025, at Cloud 9 Hotels, Munnar-Airport Road, Thankalam, Kothamangalam, Kerala, 686691, India at 05:00 PM to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as of 31st March 2025, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the report of Directors' and Auditors' thereon.
2. To appoint a director in place of Mr. Saji Kochukudiyil Mathew (DIN - 02921367), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Mr. Paulosekutty Jacob (DIN - 02921370), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a director in place of Mr. Binu Anachira Kuruvilla (DIN - 03638140), who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a director in place of Mr. Basil Abraham (DIN - 03380009), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

6. APPOINTMENT OF MR. THOMAS MALIAKKEL GEORGE (DIN: 01321886) AS DIRECTOR

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Thomas Maliakkal George (DIN: 01321886), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 05th November 2024 and who holds office up to the date of this Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

7. APPOINTMENT OF MR. CHARAKUNNATH VARKEY MATHAI (DIN: 02615796) AS 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 Section 152 and all other applicable provisions of the Companies Act, 2013 and Rules framed there under, including any enactment, re-enactment or modifications thereof, Mr. CHARAKUNNATH VARKEY MATHAI (DIN: 02615796), be and is hereby appointed as the Director of the Company, whose office shall be liable to retire by rotation.”

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8. APPOINTMENT OF MR. KEMTHOSE PATHICKAL PAUL (DIN: 06782365) AS INDEPENDENT DIRECTOR

To consider and if thought fit, to pass, with or without modification/(s), the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Kemthose Pathickal Paul (DIN: 06782365), who was recommended by the Nomination and Remuneration Committee and has submitted a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 24.09.2025 to 23.09.2030.”

9. ALTERATION OF OBJECT CLAUSE OF THE COMPANY

To consider and if thought fit, to pass, with or without modification/(s), the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the rules framed thereunder, and subject to the approval of the Registrar of Companies, Kerala and/or any other statutory or regulatory authority as may be required, the consent of the members be and is hereby accorded for the insertion of the following new sub-clause 2 under Part A of Clause III of the Memorandum of Association of the Company, after the existing sub-clause 1:

2. To undertake the business of insurance distribution as a composite corporate agent, in accordance with applicable laws, rules, regulations, and guidelines prescribed by the Insurance Regulatory and Development Authority of India (IRDAI), the Reserve Bank of India (RBI), and other competent authorities, including the distribution of life, health, general, accident, motor, marine, fire, and other forms of insurance products; to solicit, procure, and service insurance business on behalf of life insurer, general insurer, and health insurer, or such number as may be permitted by regulatory authorities from time to time; to carry out related and ancillary activities such as client servicing, claims assistance, and insurance awareness initiatives, and marketing, advertising, and promotional activities for insurance and products, through digital, print, broadcast, or other media, in compliance with applicable regulatory frameworks; to enter into agreements, partnerships, or strategic alliances with insurance brokers and other intermediaries for the purpose of expanding distribution reach, enhancing client servicing, and facilitating cross-selling of permitted products, strictly on a fee-based model without any risk participation or underwriting; to obtain and maintain necessary registrations or licenses as may be required for undertaking such activities; and to undertake such other activities of whatsoever nature, similar or ancillary thereto, for the attainment of the above objects, provided the same are permitted under the applicable laws and regulations, including the Insurance Act, 1938, the Development Authority of India Act, 1999, the Companies Act, 2013, and the Master Directions or guidelines issued by the Reserve Bank of India from time to time.”

“**RESOLVED FURTHER THAT** Mr. Babu Alias (DIN: 02923957), Managing Director of the Company, be and is hereby authorized to sign and file the necessary forms, applications, and other documents with the Registrar of Companies, Kerala, and to do all such acts, deeds, and things as may be necessary or incidental to give effect to this resolution.”

10. INCREASE THE BORROWING POWER OF THE COMPANY

To consider and if thought fit, to pass, with or without modification/(s), the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company to borrow monies, from time to time, any sum or sums of money which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of

business), may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 140,00,00,000/- (Rupees One Hundred and Forty Crores only).”

For and on behalf of the Board of Directors of
CAPITAL FINSERVE LIMITED

Babu Alias
Managing Director
(DIN: 02923957,
Address: Puthusserikudiyil House,
Nellimattom P O, Kothamangalam,
Ernakulam, Kerala, India, 686693)

Place: Kothamangalam

Date: 01/09/2025

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. The instrument of proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is enclosed.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, and the rules made thereunder, a person shall not act as a proxy for more than fifty (50) members 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 may appoint a single person as proxy, and such person shall not act as a proxy for any other person or shareholder.
3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxies/Authorised Representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
5. 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.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. Statutory Registers and other relevant documents referred to in the Notice and the Explanatory Statement will also be available for inspection at the Registered Office of the Company during business hours on all working days (except Saturdays, Sundays and public holidays) up to the date of the AGM and shall be made available at the Meeting.
8. Members holding shares in physical form are requested to notify immediately any change in their address, email ID, bank mandates, etc., to the Company or its Registrar and Share Transfer Agent (RTA), quoting their Folio Number. Members holding shares in demat form are requested to update such details with their respective Depository Participants.

9. Members may avail nomination facility by submitting Form SH-13 in respect of shares held in physical form to the Company or RTA. In case of demat holding, nomination may be registered with the Depository Participant concerned.
10. To support the 'Green Initiative', Members who have not registered their email addresses are requested to register the same with the Company or RTA for receiving notices and other documents electronically.
11. Members holding shares in physical form are encouraged to consider converting their holdings into dematerialised form. Dematerialisation provides ease in portfolio management, quicker transfer, and eliminates risks associated with physical share certificates. For assistance, members may contact the Company or RTA.
12. Route map of the venue of the AGM is enclosed with this Notice, in accordance with the Secretarial Standard - 2 on General Meetings.

As per the requirement of Secretarial Standard 2, the following information relating to the directors to be appointed/re-appointed as contained in Items 2, 3, 4, 5, 6, 7 and 8 are furnished below:

Particulars	Information	Information	Information	Information	Information
Name	Saji Kochukudiyil Mathew	Paulosekutty Jacob	Binu Anachira Kuruvilla	Basil Abraham	Thomas Maliakkal George
Age	55	59	63	60	68
Qualification & Experience	Diploma in Pharmacy	Graduate	Pre-Degree	BSc LLB	Post Graduate
Terms and conditions of appointment/reappointment	Liable for retirement by rotation	Liable for retirement by rotation	Liable for retirement by rotation	Liable for retirement by rotation	Liable for retirement by rotation
Remuneration sought to be paid	NIL	NIL	NIL	NIL	NIL
Remuneration Last drawn	NIL	NIL	NIL	NIL	NIL
Date of first appointment on Board	16-07-2013	16-07-2013	16-07-2013	22/06/2018	05-11-2024
Shareholding in the company	944	784	784	784	434
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL	NIL	NIL	NIL	NIL
Number of Meetings of the Board attended during the year 2024-25	12	12	12	11	6
Other Directorships, Membership/ Chairmanship of Committees of other Boards	1. Trinity Rubbervalley LLP 2. Goldtree Bullion India Private Limited 3. Goldtree Resorts Private Limited	1. Aiswarya Hire Purchase and Leasing Pvt Ltd 2. Goldtree Resorts Private Limited 3. Goldtree Bullion India Private	Nil	1. CFL NIDHI LIMITED 2. TRAVANCORE CHITS PRIVATE LIMITED 3. KOTTANCHERIL BUILDERS AND CONSULTANTS PRIVATE LIMITED	Nil

	4.My Earthful Hospitality Private Limited	Limited			
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Particulars	Information	Information
Name	Charakunnath Varkey Mathai	Kemthose Pathickal Paul
Age	69	68
Qualification & Experience	SSLC	Doctorate in Philosophy
Terms and conditions of appointment/reappointment	Liable for retirement by rotation	Appointed as an Independent Director for a term of five (5) consecutive years, not liable to retire by rotation, subject to approval of members by special resolution
Remuneration sought to be paid	NIL	NIL
Remuneration Last drawn	NIL	NIL
Date of first appointment on Board	NIL	NIL
Shareholding in the company	784	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL	NIL
Number of Meetings of the Board attended during the year 2024-25	NA	NA
Other Directorships, Membership/ Chairmanship of Committees of other Boards	1 Carbomix Polymers (India) Private Limited 2. CFL Nidhi Limited 3. Trinity Rubbervalley LLP 4. Kurian Rubber Assam LLP	Soukhya Homes LLP

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:

ITEM NO. 6: APPOINTMENT OF MR. THOMAS MALIAKKEL GEORGE (DIN: 01321886) AS DIRECTOR.

Mr. Thomas Maliakkal George (DIN: 01321886) was appointed as an Additional Director with effect from 05th November 2024, in accordance with the provisions of Section 152 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company.

The Company has received a notice from Mr. Thomas Maliakkal George signifying his candidature as director of the Company pursuant to Section 160 of the Companies Act, 2013. Considering his experience and ability and benefit which the Company will derive from the association with him, the nomination and remuneration committee recommended his appointment as director of the Company.

The Board is of the view that the appointment of Mr. Thomas Maliakkal George on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 6 for approval by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Thomas Maliakkal George in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an ordinary resolution.

Documents/Papers relating to the above resolution may be perused on any working day during working hours up to the date and time for commencement of the General Meeting.

ITEM NO. 7: APPOINTMENT OF MR. CHARAKUNNATH VARKEY MATHAI (DIN: 02615796) AS DIRECTOR

The Company has received a notice from Mr. Charakunnath Varkey Mathai signifying his candidature as director of the Company pursuant to Section 160 of the Companies Act, 2013. Considering his experience and ability and benefit which the Company will derive from the association with his, the nomination and remuneration committee recommended his appointment as director of the Company. Hence this resolution is proposed.

None of the directors, key managerial personnel or managers of the Company or their relatives are concerned or interested in this resolution except to the extent of their shareholding in the Company.

Documents/Papers relating to the above resolution may be perused on any working day during working hours up to the date and time for commencement of the Annual General Meeting.

ITEM NO. 8: APPOINTMENT OF MR. KEMTHOSE PATHICKAL PAUL (DIN: 06782365) AS INDEPENDENT DIRECTOR

The Company has received a notice from Mr. Basil Abraham (DIN : 02923957) signifying candidature of MR. KEMTHOSE PATHICKAL PAUL as director of the Company pursuant to Section 160 of the Companies Act, 2013. Considering his experience and ability and benefit which the Company will derive from the association with him, the nomination and remuneration committee recommended his appointment as director of the Company.

Mr. Kemthose Pathickal Paul is eligible for appointment as an Independent Director under the provisions of Section 149(6) of the Companies Act, 2013 and has submitted a declaration confirming that he meets the criteria of independence as prescribed under the Act and the applicable rules.

In the opinion of the Board, Mr. Kemthose Pathickal Paul possesses appropriate skills, experience, and knowledge and fulfills the conditions for appointment as an Independent Director of the Company. The Board considers that his association would be of immense benefit to the Company and recommends the resolution for his appointment for a term of 5 consecutive years with effect from 24.09.2025 to 23.09.2030.

Documents/Papers relating to the above resolution may be perused on any working day during working hours up to the date and time for commencement of the Annual General Meeting.

ITEM NO. 9: ALTERATION OF OBJECT CLAUSE OF THE COMPANY.

The Company is a Non-Banking Financial Company (NBFC) registered with the Reserve Bank of India (RBI), primarily engaged in providing loans and advances against gold, business loans, personal loans, and other financial services as per its existing main objects. There has been no change in the nature of the Company's core business during the financial year ended 31st March 2025.

In line with its growth strategy, the Board of Directors, at its meeting held on 01.09.2025 has approved a proposal for an insurance distribution activity by acting as a composite corporate agent. This diversification is in accordance with Annex XVI of the Master Direction – RBI (Non-Banking Financial Company – Scale Based Regulation), 2023 and applicable regulations issued by the Insurance Regulatory and Development Authority of India (IRDAI).

The insurance distribution activities will involve soliciting, procuring, and servicing a range of insurance products—such as life, health, general, accident, motor, marine, and fire insurance—on behalf of IRDAI-registered insurers. These activities shall be carried out strictly on a fee-based model, without any underwriting or risk participation by the Company.

As per RBI norms, NBFCs are permitted to undertake insurance agency business without prior approval from the RBI, subject to compliance with the following conditions:

- Obtaining prior registration from the IRDAI to act as a composite corporate agent;
- Ensuring no restrictive practices in offering insurance products;
- Ensuring voluntary participation by customers without linking insurance with loan or other financial products;
- Ensuring direct premium payment by the insured to the insurer without routing through the NBFC;
- Ensuring that no insurance-related risk is borne by the NBFC.

To enable the commencement of insurance distribution as a business activity, it is proposed to alter the Object Clause of the Memorandum of Association of the Company by inserting a new clause to include insurance distribution as one of the permitted business activities. The full text of the proposed amendment is detailed in the accompanying notice.

The Company shall commence insurance distribution only after receiving the necessary approval and registration from the IRDAI and other competent authorities. As on the date of this statement, the Company has not initiated any insurance-related activity and continues to operate its existing business in full compliance with RBI regulations.

None of the Directors, Key Managerial Personnel, or their relatives are in any way, financially or otherwise, concerned or interested in the resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the resolution as set out in the accompanying Notice for the approval of members by way of a Special Resolution.

ITEM NO. 10: INCREASE THE BORROWING POWER OF THE COMPANY

In view of the Company's growing business operations and future expansion plans, the Board of Directors, at its meeting held on 01/09/2025, approved a proposal to enhance the borrowing limits of the Company, subject to the approval of the shareholders under Section 180(1)(c) of the Companies Act, 2013.

Pursuant to Chapter IV, Clause 9.1 of the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, the leverage ratio for NBFCs (excluding

NBFC-MFIs and those classified under Middle Layer and above) shall not exceed seven times the Net Owned Fund (NOF). The leverage ratio is calculated as total outside liabilities divided by the NOF.

As per the audited financial statements as on 31st March 2025, the Company's NOF stands at approximately ₹20 crore. Accordingly, the maximum permissible borrowing limit under the RBI regulations is ₹140 crore. In order to remain compliant with the regulatory framework and to ensure adequate limit for future borrowing, the Board proposes to enhance the borrowing limit of the Company to ₹140,00,00,000 (Rupees One Hundred and Forty Crores Only).

The Board recommends the resolution for approval of the shareholders by way of a special resolution.

Documents related to this item are available for inspection at the Registered Office of the Company during business hours on all working days up to the date of the General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution, financially or otherwise.

For and on behalf of the Board of Directors of
CAPITAL FINSERVE LIMITED

Babu Alias
Managing Director
(DIN: 02923957,

Address: Puthusserikudiyil House,
Nellimattom P O, Kothamangalam,
Ernakulam, Kerala, India, 686693)

Place: Kothamangalam

Date: 01/09/2025

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