NOTICE OF THE 32ND ANNUAL GENERAL MEETING

Notice is hereby given that the **32nd Annual General Meeting** of the members of **CAPITAL FINSERVE LIMITED** will be held on **Wednesday, 05th August 2026**, **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 2026, 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. Muttavenchery Mathai Joseph (DIN - 09314963), who retires by rotation and being eligible offers himself for re-appointment.

3. To appoint a director in place of Mr. Raju Jacob (DIN - 01737883), who retires by rotation and being eligible offers himself for re-appointment.

4. To appoint a director in place of Mr. Shibu Kuriakose (DIN - 01659358), who retires by rotation and being eligible offers himself for re-appointment.

5. To appoint a director in place of Mr. Vinayan Gopinathan Nair (DIN - 01327842), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

6. **Approval of issue of Non-Convertible Debentures on Private Placement basis**

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 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time (the Act), the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time, the Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time (the Rules), and subject to the provisions of relevant Reserve Bank of India (RBI) Directions, Rules and Regulations, and further subject to the provisions of any other applicable statutes, Regulations, if any, subject to the provisions of the Memorandum & Articles of Association of the Company and subject to such conditions, as may be prescribed by any of them while granting any such approval, consent, permission, exemption or sanction, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised on behalf of the Company to issue, offer and allot secured, unsecured, Non-Convertible Debentures ("the Debentures") including subordinated Debentures qualifying as Tier-II debt in terms of the relevant RBI Regulations, during the period of Twelve months from the date of passing of this resolution, to the eligible investors, on a private placement basis, in one or more tranches, on such terms and conditions as the Board may deem fit which the Board may deem fit and appropriate, however at any given point of time the aggregate limit of funds raised/ to be raised by the Company, including issue of Debentures shall not exceed the overall borrowing limits of Rs. 140 Crores."

Reg. Office: First Floor, Capital Plaza, Near Police Station,
Aluva-Munnar Road, Kothamangalam, Ernakulam, Kerala - 686691
Tel : 0485 - 2860911, 8593001899. E-mail: ho@capitalfinserve.com, Website: www.capitalfinserve.com

"**FURTHER RESOLVED THAT** subject to and in accordance with the provisions of the Act, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary including delegation of powers extended unto the Board herein, and with further powers on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard, without requiring the Board to secure any further consent or approval of the members of the Company."

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

Sd/-

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

Place: Kothamangalam
Date: 10/07/2026

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 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. **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 authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.**

4. **Members/Proxies/Authorized 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 dematerialized form. Dematerialization 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 and 5 are furnished below:

Particulars	Information	Information	Information	Information
Name	Muttavenchery Mathai Joseph	Raju Jacob	Shibu Kuriakose	Vinayan Gopinathan Nair
Age	73	63	60	70
Qualification & Experience	Graduate	Graduate	BSc LLB	SSLC
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
Remuneration sought to be paid	Nil	Nil	Nil	Nil
Remuneration Last drown	Nil	Nil	Nil	Nil
Date of first appointment on Board	06.11.2021	21.10.2013	21.10.2013	26.10.1994
Shareholding in the company	784	784	784	554
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil	Nil	Nil	Nil
Number of Meetings of the Board attended during the year 2025-26	12	10	12	10
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil	1. Meenmutty Estates Private Limited 2. Brijith Plantation Private Limited 3. Gladis Plantation Private Limited 4. Queenmary Plantation Private Limited 5. Goldflakes Jewels Private Limited 6. KPC Old Gold Purchase Store Private Limited 7. Kakkanattu Properties Private Limited	1. Velocity Infra-Projects and Developers Private Limited 2. Sanchika Retail Private Limited 3. Vyapary Kshema Nidhi Limited 4. Suramya Properties Private Limited 5. My Earthful Hospitality Private Limited 6. Goldtree Bullion India LLP	Nil

		8. Plamoode Developers Private Limited 9. Edamala Properties Private Limited 10. Prime RS Private Limited 11. Panorama Peak Vagamon Residences Private Limited 12. Grandmas Properties Private Limited 13. Masters RS Private Limited 14. R S Rockline Private Limited 15. My Earthful Hospitality Private Limited 16. K P Chacko Gold and Diamonds LLP 17. Plamoode Developers LLP 18. Eaden Land Develepors LLP 19. Goldtree Bullion India LLP		

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

ITEM NO. 6: Approval of issue of Non-Convertible Debentures on Private Placement basis

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Prospectus and Allotment Rules") deals with private placement of securities by a Company. Rule 14(1) of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Company shall obtain previous approval of its shareholders/members ("Members") by means of a special resolution.

Rule 14(1) of the Prospectus and Allotment Rules further prescribes that in case of the issue of non-convertible debentures ("NCDs") exceeding the limits prescribed therein, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such NCDs issued during a period of 1 (one) year from the date of passing of the special resolution.

In order to meet the fund requirements, the Company proposes to continue to issue and allot, from time to time, secured Non-Convertible Debentures (NCDs) on a Private Placement Basis, in one or more tranches, to the eligible investors in accordance with the provisions of Sections 42 and 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 ("Rules").

The disclosures as required under Section 42 of the Companies Act, 2013 as amended from time to time (the Act) and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time (the Rules) are as under:

- Particulars of offer:

  The Board shall determine specific terms and conditions of the offer at the time of issuance of respective series/ tranche of NCDs.

- Kind of Securities offered and the price at which security is being offered:
  Secured unlisted Non-Convertible Debentures. Issue Price of Non-Convertible Debentures (NCDs) shall be determined at the time of issue of respective series/ tranche of NCDs and each tranche may be issued at par or premium or discount depending upon the market scenario and various other factors impacting the price of non-convertible debentures in general. The Directors recommend the resolution at item no. 7 of the accompanying Notice, for the approval of the Members by way of Special resolution.

- Basis or justification for the price (including premium, if any) at which the offer or invitation is being made: Not Applicable.

- Name and address of valuer who performed valuation: Not Applicable

- Amount which the company intends to raise by way of such securities: 25 Crores

- Material terms of raising such securities, proposed time schedule, purpose or objects of offer, contribution being made by the promoters or Director either as part of offer or separately in furtherance of objects; principal terms of assets charged as securities:
  The Board to exercise its powers including the powers conferred by this Resolution shall determine the terms and conditions of the offer at the time of issuance of respective series/tranche of NCDs. The Special Resolution set out herein shall remain in force for the period of one year from the date of passing of the same.

None of the Directors, Key Managerial personnel of the Company and/or any of their relatives have any particular interest or concern in this item of business except to the extent of the securities, if any, which are/may be held/subscribed by them.

The special business transacted at the meeting of the company does not relate to or affects any other Company. So, disclosure pursuant to Sec 102(2)(b) of the Companies Act, 2013 is not applicable.

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.

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

Sd/-

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

Place: Kothamangalam
Date: 10/07/2026