

CAPITAL TRUST LIMITED

L65923DL1985PLC195299

Registered & Corporate Office : 366 Sultanpur, MG Road, New Delhi-110030
Website : www.capital-trust.com; E-mail : cs@capital-trust.com; Ph.: 9999074312

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the members of Capital Trust Limited (the "Company") will be held on Tuesday, the 26th day of July, 2016 at 09:00 a.m. at the registered office of the company at 366 Sultanpur, MG Road, New Delhi-110030 for the purpose of transacting the following business:

SPECIAL BUSINESS

1. To acquire shares of Parikarma Investments and Financial Services Private Limited, and in this regard to consider and if thought fit, to pass, with or without modification the following resolution as special resolution:

"Resolved that

- a. pursuant to the provisions of Section 186, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals as may be necessary including prior approval of the Reserve Bank of India, the consent of Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to acquire entire shareholding of Parikarma Investments and Financial Services Private Limited ('Parikarma'), an NBFC registered with the Reserve Bank of India vide Registration No.B-14.03333;
- b. the Share Purchase Arrangement (a copy of which is tabled at the meeting and marked "A" and initialled by the chairman of the meeting for identification purpose) between the company and Parikarma pursuant to which the company shall purchase from Parikarma 300000 Equity Shares, par value Rs 100 each, and which shall constitute 100% of the issued share capital of the Parikarma, be and is hereby approved and confirmed;
- c. the chairman or any two directors of the Company, be and are hereby authorised for and on behalf of the Company to execute and affix the common seal of the Company on any such documents, instruments and agreements and to do any such acts or things deemed by them to be incidental to, ancillary to or in connection with the matters contemplated under the Share Purchase Agreement."

2. To approve investment limit up to Rs. 100 crores and in this regard to consider and if thought fit, to pass, with or without modification the following resolution as special resolution:

"Resolved that

- a. pursuant to the provisions of Section 186 and all other applicable provisions of the Companies Act, 2013, if any, read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary; the consent of Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to make investment and acquire by way of subscription, purchase or otherwise, securities of any other body corporate, provided that the total amount of such investments outstanding at any time shall not exceed rupees 100 crores;
- b. the Board or a duly constituted Committee thereof be and is hereby authorised to decide and finalize the terms and conditions while making investment, within the aforesaid limits including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution."

3. To approve pre-payment of Sub-Ordinate Debt and in this regard to consider and if thought fit, to pass, with or without modification the following resolution as ordinary resolution:

“Resolved that

- a. the consent of Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) for prepayment of Subordinate Debt of Rs. Three crores Five Lacs availed from Moonlight Equity Private Limited;
- b. Any of the directors of the Company, be and is hereby authorised for and on behalf of the Company to execute documents and agreements in this respect (if necessary).”

4. To increase remuneration of Mr.Yogen Khosla, Chairman cum Managing Director (DIN:00203165) and in this regard to consider and if thought fit, to pass, with or without modification the following resolution as special resolution:

“Resolved that

pursuant to the provisions of Section 196, 197 and 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable article of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the company be and is hereby accorded for revision in the remuneration with effect from 1st April ,2016 for remainder of duration of appointment upto 31st March, 2018 on the terms and conditions including remuneration as set out in the Explanatory Statement;

- b. notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary, perquisite and other allowances or any contribution thereof shall not exceed the aggregate of annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013, whichever is lower, unless otherwise determined by the Board of Directors;
- c. the Board of Directors of the Company be and is hereby authorized to alter or vary the scope of remuneration of Mr.Yogen Khosla, Chairman cum Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limit specified under the Companies Act, 2013 and Rules reamed thereunder;
- d. any one of the Director or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

5. To increase remuneration of Mrs. Anju Khosla, Executive Director (DIN:03496484) and in this regard to consider and if thought fit, to pass, with or without modification the following resolution as special resolution:

“Resolved that

- a. pursuant to the provisions of Section 196, 197 and 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014 and applicable article of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the company be and is hereby accorded for revision in the remuneration of Mrs. Anju Khosla, DIN(03496484)with effect from 1st April ,2016 on the terms and conditions including remuneration as set out in the explanatory statement;
- b. notwithstanding anything to the contrary herein contained, where in any financial year during the currency of her tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary, perquisite

and other allowances or any contribution thereof shall not exceed the aggregate of annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013, whichever is lower, unless otherwise determined by the Board of Directors;

- c. the Board of Directors of the Company be and is hereby authorized to alter or vary the scope of remuneration of Mrs. Anju Khosla, Executive Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limit specified under the Companies Act, 2013 and Rules framed thereunder;
- d. any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

6. To increase the remuneration of Mr. Vahin Khosla and in this regard to consider and if thought fit, to pass, with or without modification the following resolution as special resolution:

“Resolved that

pursuant to the provisions of Section 188 and all other applicable provisions of Companies Act, 2013, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to Mr. Vahin Khosla, relative of Director of the Company, for holding/ continuing to hold office or place of profit under the Company at a monthly remuneration, with effect from 1st April ,2016 on the terms and conditions including remuneration as set out below together with the usual allowances and benefits, amenities and facilities including medical facilities, leave travel assistance, retiring gratuity and provident fund benefits with authority severally to the Board of Directors or any of its Committees or the Executive Chairman & CEO to sanction at its/his discretion increment within the grade as the Board/Committee/Executive Chairman & CEO may deem fit and proper and to sanction, at its discretion and in due course, promotion to the next higher grade or grades together with the usual allowances and benefits as applicable to such higher grade or grades and to give increments within that grade or grades as the Board/Committee/ Executive Chairman & CEO may deem fit and proper.”

Salary	Rs. 1.50 lacs per month
Perquisites	<p>CATEGORY A</p> <ul style="list-style-type: none"> • Reimbursement of Medical benefits for Self and family expenses actually incurred for self and family, the total cost of which should not exceed one month’s salary per year or three month’s salary in a period of three years. • Club admission fees. • Club subscription fees for membership of maximum two clubs. • The actual expenditure incurred on Gas, Electricity and water will be reimbursed by the Company. • Bonus/Ex-gratia Payment not exceeding one month’s salary. <p>CATEGORY B</p> <ul style="list-style-type: none"> • Participation in a recognized Provident Fund as per rules of the Company and to the extent not taxable under the Income Tax Act, 1961. • Gratuity not exceeding half month’s salary for each completed year of service. • Encashment of Leave as per rules of the Company at the end of the tenure. • The value of perquisites under Category “B” shall not be included in the computation of the ceiling on remuneration specified in Section IV of Part II Schedule V of the Companies Act, 2013. <p>CATEGORY C</p> <ul style="list-style-type: none"> • Car with driver and telephone and internet facilities at residence for use of Company business. • Reimbursement of actual expenditure on Entertainment/Business Promotion.

7. To grant loan to Parikarma Investments and Financial Services Private Limited and in this regard to consider and if thought fit, to pass, with or without modification the following resolution as special resolution:

“Resolved that

- a. pursuant to the provisions of Section 185, 186 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with Companies (Meetings of Board and its Powers) Rules, 2014 and subject to such approvals, consents, sanctions and permissions of the appropriate authorities, departments or bodies as may be necessary, consent of members be and is hereby accorded to the Board of Directors to grant loans of such amount(s) to Parikarma Investments and Financial Services Private Limited in the ordinary course of Business and on such terms and conditions as may be decided from time to time;
- b. Mr.Yogen Khosla, Managing Director be and is hereby authorised to take such steps as may be necessary in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

By order of the Board
For Capital Trust Limited

sd/-

(Tanya Sethi)

Company Secretary

Date : June 10, 2016

Place : New Delhi

NOTES:

1. A member entitled to attend and vote at the Extra Ordinary General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of him 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. Members and Proxies should bring the attendance slip duly filled for attending the meeting. Corporate members are requested to send a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Meeting.
3. The Explanatory statement setting out all the material facts and reasons pursuant to section 102 of the Companies Act, 2013 (the 'Act') is annexed hereto.
4. Ms.Atima Khanna, A.K. & Associates, Company Secretaries, will act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
5. In case, the Members, who have been sent the Notice in electronic mode and who wish to avail the Notice in physical form, may send a request to the Company on cs@capital-trust.com. On receipt of such requests, the Company will dispatch the same.
6. In accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the Company is pleased to provide Electronic Voting (“e-voting”) facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to its Members. The instructions to E-voting form part of Attendance slip enclosed with the notice.
7. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company during the office hours on all working up to the date of the Extra Ordinary General Meeting.

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 1.

Parikarma Investments and Financial Services Private Limited is an NBFC registered with the Reserve Bank of India. Mr.Yogen Khosla, Chairman cum Managing Director and Mrs. Anju Khosla, Executive Director are also directors in Parikarma and holds entire shareholding.

The Board of Directors in their meeting held on 10.06.2016 decided to acquire 100 percent shareholding of Parikarma and make it a wholly owned subsidiary of the company. The purpose of this acquisition by the company is to do microfinance activities through subsidiary.

None of the Directors except Mr.Yogen Khosla and Mrs. Anju Khosla is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

ITEM NO. 2

In view of increased turnover and profitability during past years and for optimum utilization of liquid funds available with the company, these may be invested into securities.

The Board of Directors in their meeting held on 10.06.2016 decided to seek approval of shareholders to make investment exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more.

Your company is required to obtain approval by passing special resolution in general meeting in case it proposes to make investment exceeding the limits prescribed under subsection (2) of Section 186 of the Companies Act, 2013

None of the Directors is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board commends the Special Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

ITEM NO.3

The Board of Directors in their meeting held on 10.06.2016 decided to make pre-payment of Sub-Ordinate Debt of Rs.30,500,000 from Moonlight Equity Private Limited on such terms and conditions as mutually agreed between the borrower and lender. The Board further decided to seek approval of shareholders in respect of the same.

None of the Directors is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board re-commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

ITEM NO. 4

Mr. Yogen Khosla was re-appointed as Managing Director of the Company in April, 2013 for a term of Five years. The Board of Directors in their meeting held on 10th June, 2016 decided to revise remuneration of Mr. Khosla w.e.f. 1st April, 2016 considering his role towards growth of the company, The remuneration shall include:

Salary	<p>Rs. 5.25 lacs p.m. for 1st Year</p> <p>Rs. 7.88 lacs p.m. for 2nd Year</p> <p>Rs.10.50 lacs p.m. for 3rd Year (subject to re-appointment)</p>
Perquisites	<p>CATEGORY A</p> <ul style="list-style-type: none"> • Reimbursement of Medical benefits for Self & family expenses actually incurred for self and family, the total cost of which should not exceed one month's salary per year or three month's salary in a period of three years. • Club admission fees. • Club subscription fees for membership of maximum two clubs. • The actual expenditure incurred by the Chairman cum Managing Director on Gas, Electricity and water will be reimbursed by the Company. • Bonus/Ex-gratia Payment not exceeding one month's salary. <p>CATEGORY B</p> <ul style="list-style-type: none"> • Participation in a recognized Provident Fund as per rules of the Company and to the extent not taxable under the Income Tax Act, 1961. • Gratuity not exceeding half month's salary for each completed year of service. • Encashment of Leave as per rules of the Company at the end of the tenure. • The value of perquisites under Category "B" shall not be included in the computation of the ceiling on remuneration specified in Section IV of Part II Schedule V of the Companies Act, 2013. <p>CATEGORY C</p> <ul style="list-style-type: none"> • Car with driver and telephone and internet facilities at residence for use of Company business. • Reimbursement of actual expenditure on Entertainment/Business Promotion.

None of the Directors except Mr. Yogen Khosla and Mrs. Anju Khosla, is deemed to be interested in the Resolution. Your Directors commend the Resolution for your approval as a Special Resolution

ITEM NO.5

Mrs. Anju Khosla who is wife of Mr. Yogen Khosla, was appointed as a director on the Board in 2015. Considering her knowledge and valuable experience for the company, the Board of Directors in their meeting held on 10th June,2016 decided to increase her remuneration with effect from 1st April, 2016. The remuneration shall be subject to re-appointment pursuant to section 152 of the Companies Act, 2013 and include:

Salary	<p>Rs. 3.08 lacs p.m.for 1st Year Rs. 4.62 lacs p.m.for 2nd Year Rs. 6.15 lacs p.m.for 3rd Year</p>
Perquisites	<p>CATEGORY A</p> <ul style="list-style-type: none"> • Reimbursement of Medical benefits for Self & family expenses actually incurred for self and family, the total cost of which should not exceed one month's salary per year or three month's salary in a period of three years. • Club subscription fees for membership of maximum two clubs. This will, however, not include admission fee and life membership fees. • The actual expenditure incurred on Gas, Electricity and water will be reimbursed by the Company. • Bonus/Ex-gratia Payment not exceeding one month's salary. <p>CATEGORY B</p> <ul style="list-style-type: none"> • Participation in a recognized Provident Fund as per rules of the Company and to the extent not taxable under the Income Tax Act, 1961. • Gratuity not exceeding half month's salary for each completed year of service. • Encashment of Leave as per rules of the Company at the end of the tenure. • The value of perquisites under Category "B" shall not be included in the computation of the ceiling on remuneration specified in Section IV of Part II Schedule V of the Companies Act, 2013. <p>CATEGORY C</p> <ul style="list-style-type: none"> • Car with driver and telephone and internet facilities at residence for use of Company business. • Reimbursement of actual expenditure on Entertainment/Business Promotion.

None of the Directors except Mr. Yogen Khosla and Mrs. Anju Khosla is deemed to be interested in the Resolution. Your Directors commend the Resolution for your approval as a Special Resolution.

ITEM NO. 6

Mr.Vahin Khosla, was appointed we.f. 1st June, 2015, in the Company. Considering his qualifications and performance, it was decided to revise his remuneration w.e.f. 1st April, 2016 in the following pay scale: Basic Pay : Rs.1,00,000/-p.m., HRA: 50,000/-p.m with annual increment on 1st April each year. In addition to the salary, he shall be entitled to the usual allowances, perquisites and benefits, which include medical reimbursement, LTC, use of car and telephone, contribution to Provident Fund, gratuity, Bonus / Ex-gratia etc., as per rules of the Company in vogue, the value whereof shall not exceed the annual salary. Mr. Vahin Khosla is the son of Mr. Yogen Khosla and Mrs. Anju Khosla, CMD and Executive Director of the Company.

None of the Directors except Mr. Yogen Khosla and Mrs. Anju Khosla, being parents of incumbent is deemed to be interested in the Resolution.

Your Directors commend the Resolution for your approval as a Special Resolution.

ITEM No. 7

The Board of Directors in their meeting held on 10th June, 2016 apprised that Parikarma Investments and Financial Services Private Limited approached the company for availing loan in order to expand its business. Considering the scope of business there the Board resolved to grant loan to Parikarma in the ordinary course of business.

None of the directors except Mr.Yogen Khosla and Mrs. Anju Khosla is deemed to be interested in the Resolution.

Your Directors commend the Resolution for your approval as a Special Resolution.

Date : June 10, 2016
Place : New Delhi

By order of the Board
For Capital Trust Limited
sd/-
(Tanya Sethi)
Company Secretary