



CFL/LS/233/2012-13

December 18, 2012

The Manager,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (East)
Mumbai - 400 051.

NSE - Symbol - CAPF

Sub: Clarification on Pre-preferential shareholding

Ref.: Issue and allotment of 30,86,420 Compulsorily Convertible Preference Shares ("CCPS") and 30,86,420 Equity Shares on preferential basis to Cloverdell Investment Ltd ("Cloverdell")

Dear Sir / Madam,

Pursuant to the Issue and allotment of 30,86,420 Compulsorily Convertible Preference Shares ("CCPS") and 30,86,420 Equity Shares on preferential basis to Cloverdell, the Company hereby confirms that the aforesaid allotment of shares pursuant to the Share Subscription Agreement dated June 4, 2012 ("SSA") and the secondary acquisition of 2,59,19,394 equity shares by Cloverdell pursuant to the Share Purchase Agreement dated June 4, 2012 ("SPA") has been done on the same date viz. September 28, 2012.

We would like to clarify further that the said allotment pursuant to the SSA along with the secondary acquisition of shares by Cloverdell pursuant to the SPA has jointly triggered the open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The same has been set out on page no. 10 point no. 13 of the Letter of Offer which is reproduced below:

"After the completion of this Offer and pursuant to the acquisition of Shares of the Target Company under the SPA and the subscription to the Subscription Securities under the Share Subscription Agreement, the Acquirer shall hold the majority of the Shares of the Target Company by virtue of which they shall be in a position to exercise effective control over the management and affairs of the Target Company and shall consequently replace the Sellers as the promoters of the Target Company."



Capital First Limited



We hereby confirm that Cloverdeli was neither classified as a promoter nor was holding any shares in the Company prior to September 28, 2012 as per SEBI (ICDR) Regulations, 2009.

Thanking you,

Yours faithfully,

For Capital First Limited
(Formerly known as Future Capital Holdings Limited)

A handwritten signature in black ink, appearing to read 'Satish Gaikwad', written over a horizontal line.

Satish Gaikwad
Company Secretary



Encl: a/a