

CFL/LS/345/2016-17

November 14, 2016

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001. Tel No.: 022 – 2272 2039/ 37/3121 BSE- Scrip Code: 532938	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051. Tel No.: 022 – 2659 8237/ 38 NSE - Symbol – CAPF
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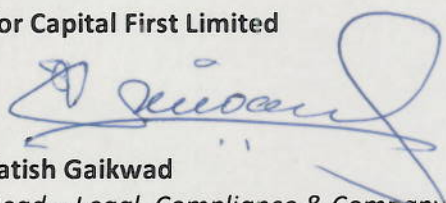
Sub.: Notice of Extraordinary General Meeting to be held on December 08, 2016

Dear Sir / Madam,

We are pleased to inform you that an Extraordinary General Meeting (EGM) of Capital First Limited will be held at the Nehru Centre Auditorium, Dr. Annie Besant Road, Worli, Mumbai 400 018 on Thursday, December 08, 2016 at 11.00 a.m.

In this regard, please find enclosed the notice of an Extraordinary General Meeting of the Company.

Please take the above on record and acknowledge receipt of the same.

For Capital First Limited
Satish Gaikwad*Head – Legal, Compliance & Company Secretary*

encl.: as above

 **CAPITAL
FIRST**
CAPITAL FIRST LIMITED

CIN: L29120MH2005PLC156795

REGISTERED OFFICE: Indiabulls Finance Centre, Tower-2, 15th Floor, Senapati Bapat Marg,
Elphinstone (West), Mumbai - 400 013.

T: +91 22 4042 3400, F: +91 22 4042 3401; Website: www.capitalfirst.com; Email: secretarial@capitalfirst.com

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Members of CAPITAL FIRST LIMITED will be held at Nehru Centre Auditorium, Dr. Annie Besant Road, Worli, Mumbai 400 018 on Thursday, December 08, 2016 at 11.00 a.m. to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1 : TO OFFER, ISSUE AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant rules made there under (including any statutory modification(s) thereto or re- enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed ("Stock Exchange(s)"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to create, offer, issue and allot 47,80,000 Equity Shares (Forty Seven Lakhs Eighty Thousand) of face value of Rs.10/- (Rupees Ten only) each fully paid up, on a preferential basis, at a price of Rs. 712.70/- (Rupees Seven Hundred Twelve and Seventy paise only) each (including premium of Rs. 702.70/- each) which price has been arrived at in accordance with the Chapter VII of SEBI ICDR Regulations, on such terms and conditions, including payment of full consideration before or at the time of allotment of above shares and in such manner as may be approved or finalized by the Board to the following Proposed Allottee as detailed herein below:

Name of the proposed allottee	No. of Shares to be allotted	Category
Caladium Investment Pte. Ltd.	47,80,000	Non Promoter

RESOLVED FURTHER THAT the Relevant Date, as per the SEBI ICDR Regulations, as amended till date, for the determination of minimum issue price of the Equity Shares is Tuesday, November 08, 2016, i.e. 30 days prior to the date on which shareholders' meeting is being held to approve the proposed preferential issue i.e. December 08, 2016.

RESOLVED FURTHER THAT aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- The Proposed Allottee of Equity Shares shall be required to bring in 100% of the consideration, on or before the date of allotment thereof;
- The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee;
- The Equity Shares to be allotted to the Proposed Allottee shall be under lock in for such period as may be prescribed under Chapter VII of the SEBI ICDR Regulations;
- The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder;
- Allotment shall only be made in dematerialized form.

RESOLVED FURTHER THAT the said Equity Shares shall be listed on the Stock Exchanges on which the existing Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the equity shares proposed to be allotted shall rank *pari-passu* in all respects including as to dividend with the existing equity shares of the Company of face value of Rs. 10/- each.

RESOLVED FURTHER THAT the Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of receipt of shareholders' approval or in the event the allotment of Equity Shares require any approval(s) or permission(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s) or permission(s), as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid shares and listing thereof with the Stock Exchanges as appropriate, to decide and approve the other terms and conditions of the issue of the aforesaid equity shares, to vary, modify or alter any of the terms and conditions, and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board at its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors / other Directors / Officers of the Company (as it may consider appropriate) to give effect to the aforesaid resolution."

Registered Office:
Indiabulls Finance Centre,
Tower-2, 15th Floor, Senapati Bapat Marg,
Elphinstone (West), Mumbai - 400 013.

By Order of the Board of Directors

Sd/-
Satish Gaikwad
Head – Legal, Compliance &
Company Secretary

Place : Mumbai

Date : November 11, 2016

NOTES:

- a) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business as set out in the Notice, wherever applicable, is annexed hereto.
- b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- c) **PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE EXTRA ORDINARY GENERAL 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.**
- d) Corporate Members intending to send their authorised representative(s) to attend the Extra Ordinary General Meeting (EGM) are requested to send a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the EGM.
- e) Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Share Transfer Agent of the Company, viz., Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai – 400 078, quoting their Folio Number(s).
- f) Members/Proxies are requested to bring the Attendance Slip(s) duly filled in.
- g) Members are requested to note that the Company's shares are under compulsory demat trading for all investors. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience.
- h) Notice of EGM 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 E-mail 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 e-mail address, physical copies of Notices of EGM of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- i) Members may also note that the Notice of EGM will also be available on the Company's website www.capitalfirst.com for download. The physical copies of the relevant documents will also be available at the Company's Registered Office for inspection during normal business hours on working days, except Saturdays and Sundays (including Public Holidays) up to the date of EGM.
- j) Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company electronically.

k) A Route Map alongwith Prominent Landmark for easy location to reach the venue of EGM is annexed with the notice of EGM.

l) Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to cast their votes using an electronic voting system from a place other than venue of the EGM("remote e-voting") to be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting by using a tablet based electronic voting system or through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting by using a tablet based electronic voting system or through ballot paper. *(Member may note that, in case of any technical failure or eventuality resulting into non functionality of tablet based electronic voting system at EGM, the Members would be provided the ballot paper for casting their votes at the EGM)*
- III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Sunday, December 04, 2016 (9:30 am) and ends on Wednesday, December 07, 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of December 01, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an e-mail from NSDL [for members whose e-mail IDs are registered with the Company/ Depository Participants(s)]:
 - (i) Open e-mail and open PDF file viz; "capitalfirst.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login.
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Capital First Limited.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to capitalfirst.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of EGM:

- i) Initial password is provided as below/at the bottom of the Attendance Slip for the EGM:

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
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- ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on Toll Free No.: 1800-222-990.
- VII. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/ PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

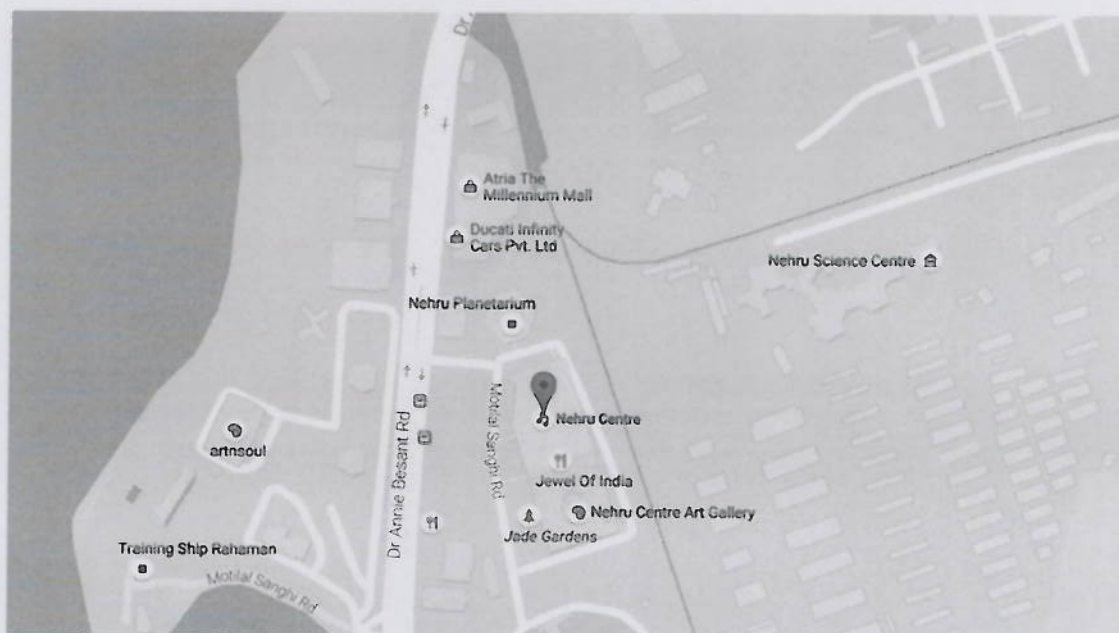
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of December 01, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. December 01, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or call on Toll Free No.: 1800-222-990.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at Toll Free No.: 1800-222-990.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM by using a tablet based electronic voting system or through ballot paper.
- XII. Mr. P. N. Parikh (FCS 327) and/or Ms. Jigyasa Ved (FCS 6488) of M/s Parikh & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process and votes cast by using an electronic voting system or through ballot paper at the EGM in a fair and transparent manner.
- XIII. The Chairman shall, at the EGM, at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of scrutinizer, by using a tablet based electronic voting system or by use of ballot paper for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.capitalfirst.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

Route Map

**Venue of an Extraordinary General Meeting of Capital First Limited
to be held on Thursday, December 08, 2016 at 11.00 a.m.**

Venue Address : Nehru Centre Auditorium, Dr. Annie Besant Road, Worli, Mumbai 400 018

Landmark: Nehru Planetarium, Worli



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

ITEM NO.1

Purpose of the allotment

With a view to augment funds to meet the short-term and long-term working capital requirements of the existing business operations and at the same time, to support its future growth plans, the Board of Directors of the Company at their meeting held on Friday, November 11, 2016 considered and approved the proposal of raising funds on a private placement basis to the person belonging to the Non-Promoter Category subject to receipt of necessary approvals from shareholders and Stock Exchanges where the equity shares of the Company are listed.

The details of the issue and other particulars as required in terms of Regulation 73 of the SEBI ICDR Regulations, 2009 and other applicable laws in relation to the proposed Special Resolution as set out at Item No. 1 are given hereunder:

A. Object of the Preferential Issue of Equity Shares:

The object of the issue is to finance the short term and long term working capital requirement of the business on one hand and to support the future growth plans of the Company and for general corporate purposes, on the other.

B. Intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the Proposed Preferential Issue:

None of the Promoters, Directors or Key Managerial Personnel intends to subscribe to any shares pursuant to this preferential issue of Equity Shares.

C. Shareholding Pattern of the Company Before and After the Preferential Issue of Equity Shares:

The shareholding pattern of the Company giving the position as on the latest available benpos dated November 04, 2016 being the latest practicable date prior to the approval of Board of the Company and issuance of notice to the shareholders and after assuming the proposed preferential issue of Equity Shares is provided hereunder:

Category	Pre issue Shareholding Structure		No. of Equity Shares to be allotted	Post issue Shareholding Structure#	
		% of shares		No of Shares held	% of shares
Promoter & Promoter Group					
(1) Indian					
(a) Individuals	0	0.00	-	0	0.00
(b) Bodies Corporate	0	0.00	-	0	0.00
Sub Total (A)(1)	0	0.00	-	0	0.00
(2) Foreign					
(a) Foreign Portfolio Investor	1247957	1.35	-	1247957	1.29
(b) Bodies Corporate	58237645	63.03	-	58237645	59.93
Sub Total (A)(2)	59485602	64.38	-	59485602	61.22
Total shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2)	59485602	64.38	-	59485602	61.22
Non Promoters' Shareholding					
B1) Institutions					
Mutual Funds	4701137	5.09	-	4701137	4.83
Foreign Portfolio Investors	4962803	5.37	-	4962803	5.11
Foreign Inst. Investor	1728510	1.87	-	1728510	1.78
Financial Institutions/ Banks	172570	0.19	-	172570	0.18
Insurance Companies	1060471	1.15	-	1060471	1.09
Sub Total B1	12625491	13.67	-	12625491	12.99
B2) Non - Institutions					
Public	11300991	12.23	-	11300991	11.63
Trusts	37677	0.04	-	37677	0.04
Hindu Undivided Family	403027	0.44	-	403027	0.41
Foreign Nationals	743	0.00	-	743	0.00
Non Resident Indians (Non Repat)	102426	0.11	-	102426	0.11
Non Resident Indians (Repat)	965458	1.04	-	965458	1.00
Clearing Members	394479	0.43	-	394479	0.40
Bodies Corporate	7075850	7.66	-	7075850	7.28
Foreign Company	-	-	4780000	4780000	4.92
Sub Total B2	20280651	21.95	4780000	25060651	25.79
Total Public Shareholding B=B1+B2	32906142	35.62	4780000	37686142	38.78
TOTAL (A+B)	92391744	100.00	4780000	97171744	100.00

This merely assumes the preferential allotment. The post shareholding structure may change depending upon any other corporate action in between.

D. Proposed time within which the Preferential Issue shall be completed:

In terms of Regulation 74(1) of the SEBI ICDR Regulations, preferential allotment to proposed allottee pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of resolution as set out at Item No. 1. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

E. Identity of the Proposed Allottee and the Percentage of Post Preferential Issue Capital that may be held by them:

To meet the object of the issue, Caladium Investment Pte. Ltd., a Non Promoter group entity, has shown its intent to subscribe 47,80,000 Equity Shares of the Company.

Name of the Proposed Allottee	Category	Pre issue Shareholding Structure (as of November 11, 2016)		No. of Equity shares to be allotted	Post issue Shareholding Structure#	
		No of Shares held	% of shares		No of Shares held	% of shares
Caladium Investment Pte. Ltd.	Non Promoter Category	0	0	47,80,000	47,80,000	4.92

The shareholding structure may change depending upon any other corporate action in between.

The identity of the natural persons who are ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottee is as follows:

Name of Proposed Allottee	Details of Ultimate Beneficial Owners
Caladium Investment Pte. Ltd.	Caladium Investment Pte. Ltd. is indirectly wholly-owned by GIC (Ventures) Pte. Ltd. which, in turn, is wholly-owned by the Minister for Finance, a body corporate constituted by the Government of Singapore under section 2(1) of the Minister for Finance (Incorporation) Act, Chapter 183 of Singapore.

F. Consequential Changes in the Voting Rights and Change in Management:

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

Neither the Promoter, Directors nor any Key Managerial Personnel of the Company have any shareholding interest in the proposed allottee.

G. Lock-in Period:

(a) The Equity Shares to be allotted on a preferential basis to **Caladium Investment Pte. Ltd.**, a Non Promoter group entity, shall be subject to 'lock-in' for a period of one year from the date of trading approval for such Equity Shares in accordance with Regulation 78(2) of the SEBI ICDR Regulations.

(b) The entire pre-preferential allotment shareholding of the proposed allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

H. Issue Price and Relevant Date:

The Relevant Date on the basis of which the price of the issue of Equity shares has been calculated is **Tuesday, November 08, 2016** i.e. 30 days prior to the date of Extraordinary General Meeting.

It is proposed to issue Equity Shares at an issue price of Rs. 712.70/- (face value of Rs. 10/- and premium of Rs. 702.70/-, per equity share) as determined on the Relevant Date which is in compliance with the provisions of Chapter VII of SEBI ICDR Regulations.

I. Re-computation of Issue Price:

Since the Company's Equity Shares are frequently traded and have been listed on a recognised stock exchange for a period of twenty six weeks or more as on the relevant date, there is no need for the Company to re-compute the price of Equity Shares and therefore, the Company is not required to submit the undertakings specified under Regulations 73(1)(f) and (g) of the SEBI ICDR Regulations.

J. Auditor's Certificate:

The certificate from M/s. S. R. Batliboi & Co., LLP; Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter VII of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company up to the date of declaration of results of the Extraordinary General Meeting convened on December 08, 2016.

K. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of willful defaulter as issued by RBI:

Neither the Company's name nor any of its promoter or directors name is appearing in the list of wilful defaulters categorised by any bank or financial institution or consortium thereof.

L. Nature of Concern or Interest of Directors / Key Managerial Personnel:

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested in the above referred Resolution except to the extent of their shareholding.

Section 62 of the Companies Act, 2013 provides *inter alia*, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the existing shareholders of the Company in the manner laid down in the Section unless the shareholders in general meeting decide otherwise by passing a special resolution. Therefore, consent of the shareholders by way of special resolution is being sought pursuant to the provisions of Sections 42 and 62 and all other applicable provisions of the Companies Act, 2013 read with its Rules and SEBI ICDR Regulations.

The members are, therefore, requested to accord their approval authorizing the Board of Directors for proceeding with the proposed private placement and / or preferential issue as set out in the resolution at Item No. 1.

Registered Office:
Indiabulls Finance Centre,
Tower-2, 15th Floor, Senapati Bapat Marg,
Elphinstone (West), Mumbai - 400 013.

By Order of the Board of Directors

Sd/-
Satish Gaikwad
Head – Legal, Compliance &
Company Secretary

Place : Mumbai
Date : November 11, 2016



CAPITAL FIRST LIMITED

CIN: L29120MH2005PLC156795

REGISTERED OFFICE: Indiabulls Finance Centre, Tower-2, 15th Floor, Senapati Bapat Marg, Elphinstone (West), Mumbai 400013.

Website: www.capitalfirst.com; T: +9122 4042 3400, F: +91 22 40423401; Email: secretarial@capitalfirst.com.

PROXY FORM (MGT-11)

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

Name of the Member (s) : _____		
Registered address : _____		
E-mail Id: _____	DP ID No _____	Regd. Folio No.* / Client ID No _____

*Applicable in case shares are held in Physical Form

I/We, being the member(s) of _____ Equity Shares of Capital First Limited, hereby appoint

1. Name: _____ Address: _____
E-mail Id: _____
Signature: _____ or failing him/her: _____
2. Name: _____ Address: _____
E-mail Id: _____
Signature: _____ or failing him/her: _____
3. Name: _____ Address: _____
E-mail Id: _____
Signature: _____ or failing him/her: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on the Thursday, December 08, 2016 at 11.00 a.m. at Nehru Centre Auditorium, Dr. Annie Besant Road, Worli, Mumbai 400 018, and at any adjournment thereof, in respect of such resolution set out in the Notice convening the meeting, as are indicated below:

Resolution No.	Resolution	Vote*	
		For	Against
Special Business			
1.	To Offer, Issue and Allot Equity Shares on Preferential Basis		

Signed this _____ day of _____, 2016

Signature of Shareholder _____

Signature of Proxy Holder (s) : _____

Affix
revenue
stamp
of ₹ 1/-

* It is optional to put a "✓" in the appropriate column against the resolution indicated in the box. If you leave the 'For' or 'Against' column blank against the resolution, your proxy will be entitled to vote in the manner as he/she thinks appropriate

Notes:

- a) Proxy need not be a member of the Company.
- b) 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 Extraordinary General Meeting (EGM).
- c) Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a Certified Copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the EGM.

CAPITAL FIRST LIMITED

CIN: L29120MH2005PLC156795

REGISTERED OFFICE: Indiabulls Finance Centre, Tower-2, 15th Floor,

Senapati Bapat Marg, Elphinstone (West), Mumbai 400013.

Website: www.capitalfirst.com; T: +912240423400, F: +912240423401 Email: secretarial@capitalfirst.com

ATTENDANCE SLIP

Regd. Folio/DP ID & Client ID	
Name and Address of the Shareholder(s)	
Joint Holder 1	
Joint Holder 2	

1) I hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company being held on Thursday, December 08, 2016 at 11.00 a.m. at Nehru Centre Auditorium, Dr. Annie Besant Road, Worli, Mumbai 400018.

2) Signature of the Shareholder/Proxy Present

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3) Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

Note: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

..... Cut here

ELECTRONIC VOTING PARTICULARS

EVoting Event Number (EVEN)	User ID	Password

Note: Please read the instructions printed under the Notes to the Notice dated November 11, 2016 of the Extra ordinary General Meeting. The Voting period starts from 9.30 a.m. on Sunday, December 4, 2016 and ends at 5.00 p.m. on Wednesday, December 7, 2016. The voting module shall be disabled by NSDL for voting thereafter.