CAPITAL FIRST LIMITED

(Formerly Known as Future Capital Holdings Limited)

CIN No. L29120MH2005PLC156795

REGISTERED OFFICE: Indiabulls Finance Centre, Tower-2, 15th Floor, Senapati Bapat Marg, Elphinstone (West), Mumbai - 400 013.
Website: www.capfirst.com; T: +91 22 4042 3400, F: +91 22 4042 3401; Email: secretarial@capfirst.com.

NOTICE

NOTICE is hereby given that the Ninth Annual General Meeting of the Members of CAPITAL FIRST LIMITED will be held at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018, on Wednesday, June 18, 2014, at 3:00 p.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended March 31, 2014, together with the Reports of the Board of Directors and the Auditors thereon.

2. To declare a dividend of ₹ 2 per Equity Share of the Company for the Financial Year ended March 31, 2014.

3. To appoint a Director in place of Mr. Vishal Mahadevia (holding DIN 01035771), who retires by rotation and being eligible, offers himself for re-appointment.

4. To re-appoint M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, having ICAI firm registration no. 301003E, Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meet ing till conclusion of Fourth Annual General Meeting and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Mr. Anil Singhvi (holding DIN 00239589), Director of the Company, who in accordance with Companies Act, 2013 is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years for a term up to March 31, 2017."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Mr. N. C. Singhal (holding DIN 00004916), Director of the Company, who in accordance with Companies Act, 2013 is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years for a term up to March 31, 2017."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Mr. M S Sundara Rajan (holding DIN 00169775), Director of the Company, who in accordance with Companies Act, 2013 is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years for a term up to March 31, 2017."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder,

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(including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Mr. Hemang Raja (holding DIN 00040769), Director of the Company, who in accordance with Companies Act, 2013 is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years for a term up to March 31, 2017."

9. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act, 2013, and any rules framed there under and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the existing Articles of Association of the Company be altered as set out below:

The existing Article 146 of the Articles of Association of the Company be deleted and the following Article 146 be substituted in place thereof and a new Article 166A be added after the existing Article 166 thereof:

146. Directors Liable to retire by Rotation:

At every Annual General Meeting of the Company, one third of such of the Directors for the time being as are liable to retire by rotation or if their number is not three or a multiple of three, the number nearest to one-third shall retire from office. Notwithstanding anything to the contrary contained herein, no Managing Director / Whole Time Director, Independent Director, Nominee Director and Small Shareholders Director shall be liable to retire by rotation.

166A: The Managing Director of the Company can be appointed or reappointed as Chairman of the Company at the same time.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee constituted or to be constituted for the purposes herein) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual, proper or expedient to give effect to these resolutions without being required to seek any further consent or approval of members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

10. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to Section 62 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), (the "**Act**"), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time ("SEBI Guidelines"), other concerned and relevant authorities, and other applicable laws, if any and subject to such approvals, permissions, conditions and modifications as may be prescribed or imposed by any regulatory authorities, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the **Board**") which term shall be deemed to include the Compensation & Nomination Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to grant, offer and issue Options to subscribe up to 65,00,000 (Sixty Five Lakhs) equity shares of the Company or beneficial interest therein, to Mr. V. Vaidyanathan, Chairman and Managing Director (hereinafter referred to as '**CMD**') under the CMD Stock Option Scheme – 2014 ("CMD Stock Option Scheme – 2014"), at a price of ₹ 207/- (Rupees Two Hundred and Seven only) per equity share.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the terms mentioned in the explanatory statement to this resolution, which are hereby approved by the Members or any amendment or modification thereof, the Board be and is hereby authorised to institute and implement the CMD Stock Option Scheme – 2014 as per the Scheme hereby specifically approved by the Members with authority to the Board to modify the same in such manner as may be deemed fit by the Board, detailing the terms for granting of stock options, to determine, in its absolute discretion, as to when the said stock options are to be issued (or beneficial interest therein), the number of stock options to be issued in each tranche, the terms or combination of terms subject to which the said stock options are to be issued (including the combination of terms for stock options issued at various points of time), the manner in which the CMD Stock Option Scheme – 2014 would be administered, terms relating to specified time within which the said CMD should exercise

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his right, if any, to purchase the shares in the event of his termination or resignation or other events, terms relating to dividend on the shares to be issued and any other such other terms as required.

RESOLVED FURTHER THAT in case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and/or others, if any, additional equity shares are issued by the Company to the option grantee for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 65,00,000 (Sixty Five Lakhs) shares of the Equity Share Capital shall be suitably adjusted/increased.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable under the CMD Stock Option Scheme – 2014 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- per equity share bears to the revised face value of the equity shares of the Company after such Sub-division or Consolidation, without affecting any other rights or obligations of the said option grantee.

RESOLVED FURTHER THAT subject to the terms stated herein, the equity shares allotted pursuant to the aforesaid CMD Stock Option Scheme – 2014, shall in all respects rank *pari passu inter se* and shall also in all respects rank *pari passu* with the then existing equity shares of the Company.

RESOLVED FURTHER THAT as is required, the Company shall confirm to the accounting policies as contained in the SEBI Guidelines in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications in the said CMD Stock Option Scheme – 2014, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the Memorandum of Association and Articles of Association of the Company, the SEBI Guidelines and any other applicable laws.

RESOLVED FURTHER THAT the Board, subject to the SEBI Guidelines, be and is hereby authorised to settle all issues that may arise in relation to the formulation and implementation of the CMD Stock option Scheme – 2014 and to the issuance of the shares without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts and execute all such documents as it may in its absolute discretion deem necessary including taking all the necessary steps for listing of the equity shares allotted under the CMD Stock Option Scheme – 2014, on the Stock Exchange(s) as per the terms and conditions of the listing agreement entered into with the concerned Stock Exchange(s).

11. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62 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), (the "**Act**"), the relevant rules applicable thereon, the relevant provisions of the Memorandum of Association and Articles of Association of the Company, the Listing Agreement entered into by the Company with the Stock Exchanges, the provisions of the Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time ("**SEBI Guidelines**"), such other rules, regulations and guidelines as may be applicable from time to time, such approval(s), consents, permissions and/or sanctions as may be required from appropriate regulatory authorities/institutions and subject to such terms and conditions as may be prescribed/imposed by such authorities/institutions, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee thereof exercising the powers conferred on the Board by this resolution) to grant, offer and issue Options equal to or exceeding 1% of the issued capital to Mr. V. Vaidyanathan, Chairman and Managing Director (hereinafter referred to as '**CMD**') of the Company, under the CMD Employee Stock Option Scheme – 2014 ("**CMD Stock Option Scheme – 2014**"), at a price of ₹ 207/- (Rupees Two Hundred and Seven only) per equity share.

RESOLVED FURTHER THAT subject to the terms stated herein, the equity shares allotted pursuant to the aforesaid CMD Stock Option Scheme – 2014, shall in all respects rank *pari passu inter se* and shall also in all respects rank *pari passu* with the then existing equity shares of the Company.

RESOLVED FURTHER THAT as is required, the Company shall confirm to the accounting policies as contained in the SEBI Guidelines in force.

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RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors, be and hereby authorised to do all such acts and execute all such documents, as it may in its absolute discretion deem necessary including taking all the necessary steps for listing of the equity shares allotted under the CMD Stock Option Scheme – 2014, on the Stock Exchanges as per the terms and conditions of the listing agreement entered into with the concerned Stock Exchange(s)."

By Order of the Board of Directors

Satish Gaikwad
Company Secretary

Place : Mumbai
Date : May 08, 2014

NOTES:

a) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business 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 time for holding the Annual General Meeting.

d) Corporate Members intending to send their authorised representative(s) 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 Annual General Meeting.

e) Members desirous of obtaining any information as regards accounts of the Company are requested to write to the Company at least one week before the Meeting, so that the information required will be made available at the Annual General Meeting.

f) Documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during normal business hours (9:30 am to 6:00 pm) on all working days except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting.

g) The Register of Members and Share Transfer Books of the Company will remain closed from June 07, 2014 to, June 18, 2014 (both days inclusive) for determining the names of the Members eligible for dividend on Equity Shares, if declared at the Annual General Meeting.

h) The dividend on Equity Shares, if declared at the Annual General Meeting, will be paid on or after Thursday, June 19, 2014, to those Members, holding shares in physical form, whose names shall appear on the Company's Register of Members on close of business hours on Friday, June 06, 2014; in respect of the shares held in dematerialized form, the dividend will be paid to the Members whose names are furnished by the National Securities Depository Limited and the Central Depository Services (India) Limited as the beneficial owners as at the close of business hours on Friday, June 06, 2014. In terms of the directives of Securities and Exchange Board of India, shares issued by the Company should rank *pari-passu* in all respects, including dividend entitlement.

i) Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and 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).

j) The Company will disburse the dividend vide ECS/NECS to those share holders whose requisite particulars are available and to other share holders vide dividend warrants. The intimation of dividend payout/dispatch will be sent within the statutory period.

k) Members/Proxies are requested to bring the Attendance Slip(s) duly filled in.

l) Copies of the Annual Report will not be distributed at the Annual General Meeting; Members are requested to bring their copy of the Annual Report to the Meeting.

m) 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.

n) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the

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Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.

o) Electronic copy of the Annual Report for 2014 is being sent to all the members whose Email 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 email address, physical copies of the Annual Report for 2014 is being sent in the permitted mode.

p) Pursuant to the requirements of Corporate Governance under Clause 49 of Listing Agreement entered into with the Stock Exchange(s), the brief resumes of all the Directors proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board/Committees, shareholding and relationships between Directors inter-se, are provided in the Directors' Report forming part of the Annual Report.

q) Electronic copy of the Notice of the 9th Annual General Meeting 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 email 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 email address, physical copies of the Notice of the 9th Annual General Meeting 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.

r) Members may also note that the Notice of the 9th Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website www.capfirst.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: secretarial@capfirst.com.

s) **Voting through electronic means**

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 9th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

(i) Open email 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.

(v) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.

(vi) Select "EVEN" of Capital First Limited.

(vii) Now you are ready for e-voting as Cast Vote page opens.

(viii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(ix) Upon confirmation, the message "Vote cast successfully" will be displayed

(x) 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/

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Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs@parikhassociates.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

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

EVEN (E Voting Event Number)	USER ID	PASSWORD/ PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

III. 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.

IV. 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).

V. The e-voting period commences on June 12, 2014 (9:30 am) and ends on June 14, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of May 16, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of May 16, 2014.

VII. Mr. P.N. Parikh of M/s Parikh & Associates, Practicing Company Secretaries, (Membership No. F 327) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VIII. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

IX. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.capfirst.com and on the website of NSDL within 2 (two) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.

X. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:30 am to 6:00 pm) on all working days except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting.

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

ITEM NO. 5:

Mr. Anil Singhvi, aged 54, is a Non Executive Independent Director of the Company. He joined the Board of Directors of the Company in September 2010. Mr. Singhvi is the Chairman of Audit Committee and a Member of Shareholders'/ Investors' Grievances and Share Transfer Committee, of the Board of Directors of the Company.

Mr. Anil Singhvi is Chairman of ICAN Investments Advisors Pvt. Ltd., a Corporate Advisory firm.

Mr. Singhvi has over 30 years of experience in Corporate sector, out of which 22 years spent with Ambuja Cements Ltd., where he rose from Manager to Managing Director & CEO. A Chartered Accountant, Mr. Singhvi played a defining role in making of Ambuja Cements. Company grew from less than one million to about 20 million tonnes by organic and inorganic strategies.

In 2011, Mr. Singhvi conceptualized and advised merger of Enam, one of the largest investment banks in India, with Axis Bank, a deal involving around US $ 500 million.

Recently, he found IIAS (Institutional Investor Advisory Services India Ltd.), a proxy advisory company for Institutional Investors. This is a pioneering effort in India for improving Corporate Governance and accountability of the Corporates.

He is on various Boards of companies, some of which are Hindustan Construction Co. Ltd., HCC Infrastructure Ltd., Subex Ltd., Institutional Investor Advisory Services India Ltd., Greatship (India) Limited, Lavasa Corporation Ltd. and Foundation for Liberal and Management Education (FLAME).

FLAME was founded to impart Liberal Arts education for Undergraduate students. He has been involved with this Institute right from the inception. It is uniquely positioned as one of the few institutes in India for Liberal Arts education. Flame has also set up Business School and School of Communication.

He is also closely associated with SAMPARC - a non government organization that helps to empower the destitute children and provides them not only shelter but a complete way of life. SAMPARC shelters over 800 such children by running 8 homes in the different part of the country.

Apart from this, he is also on the Indian Advisory Board of Habitat for Humanity, an NGO involved with construction of Houses for needy and poor people.

Mr. Anil Singhvi is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act 1956. Under the Companies Act, 2013, it is required that independent directors not be liable to retire by rotation and be appointed for a fixed term. In terms of section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013, Mr. Anil Singhvi being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for three consecutive years for a term upto March 31, 2017. A notice has been received from a member proposing Mr. Anil Singhvi as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Anil Singhvi fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Anil Singhvi as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Anil Singhvi as an Independent Director, for the approval by the shareholders of the Company.

The details of the Directorship and/or Membership/Chairmanship of Committees of the Board of Mr. Anil Singhvi (except private companies, Non Profit companies and foreign companies) as on March 31, 2014 are as follows:

Sr. No	Name of the Company	Committee positions held (excluding in Company)	
		Audit Committee	Shareholders' and Investor Greivances Committee
1	Hindustan Construction Company Limited	M	-
2	HCC Infrastructure Company Limited	-	-
3	Subex Limited	C	M
4	Greatship (India) Limited	-	-
5	Institutional Investor Advisory Services India Limited	-	-
6	Lavasa Corporation Limited	M	-

C - Chairman of the Committee

M - Member of the Committee

Mr. Anil Singhvi does not hold any shares in the Company.

Except Mr. Anil Singhvi, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

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ITEM NO. 6:

Mr. N. C. Singhal, aged 77, is a Non Executive Independent Director of the Company. He joined the Board of Directors of the Company in September 2010. Mr. Singhal is the Chairman of Compensation and Nomination Committee and a Member of Audit Committee, of the Board of Directors of the Company.

Mr. N. C. Singhal holds postgraduate qualifications in Economics, Statistics and Administration and was awarded the United Nations Development Programme Fellowship for advanced studies in the field of project formulation and evaluation, in Moscow and St. Petersburg. He received professional training in development banking at the World Bank, Washington D.C. and Kreditenstalt fur Wiederaufbau, Frankfurt. He was the founder Chief Executive Officer, designated as the Vice-Chairman & Managing Director of The Shipping Credit & Investment Corporation of India Limited (since merged with the ICICI). Earlier, he was a senior executive and then a member of the Board of Directors of ICICI Limited. He was a Banking Expert to the Industrial Development Bank of Afghanistan, for the World Bank project and a Consultant and Management Specialist with the Asian Development Bank in Philippines, South Korea, Pakistan and Uzbekistan.

Mr. Singhal is a member of the Advisory Board of the International Maritime Bureau, London and was the Vice-Chairman of the Commission on Maritime Transport of the International Chamber of Commerce, Paris. He has been Non-Executive Chairman/ Director of several companies; including, Axis Bank Limited, Shipping Corporation of India Limited and Max New York Life Insurance Company Limited. He is currently Non-Executive Chairman/Director of several companies in the manufacturing and financial sector.

Mr. N. C. Singhal is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act 1956. Under the Companies Act, 2013, it is required that independent directors not be liable to retire by rotation and be appointed for a fixed term. In terms of section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013, Mr. N. C. Singhal being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for three consecutive years for a term upto March 31, 2017. A notice has been received from a member proposing Mr. N. C. Singhal as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. N. C. Singhal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. N. C. Singhal as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. N. C. Singhal as an Independent Director, for the approval by the shareholders of the Company.

The details of the Directorship and/or Membership/Chairmanship of Committees of the Board of Mr. N.C. Singhal (except private companies, Non Profit companies and foreign companies) as on March 31, 2014 are as follows:

Sr. No.	Name of the Company	Committee positions held (excluding in Company)	
		Audit Committee	Shareholders' and Investor Greivances Committee
1	SCI Forbes Limited	-	-
2	Deepak Fertilizers and Petrochemicals Corporation Limited	C	-
3	Max India Limited	C	M
4	Birla Sun Life Asset Management Company Limited	-	-
5	Tolani Shipping Company Limited	C	-
6	Binani Industries Limited	M	M
7	Amal Limited	C	C
8	Essar Shipping Limited	-	-
9	Essar Ports Limited	-	-
10	Essar Bulk Terminal Limited	-	-

C - Chairman of the Committee

M - Member of the Committee

Mr. N.C. Singhal does not hold any shares in the Company.

Except Mr. N. C. Singhal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

ITEM NO. 7:

Mr. M S Sundara Rajan, aged 64, is a Non Executive Independent Director of the Company. He joined the Board of Directors of the Company in February 2013. Mr. M S Sundara Rajan is the Member of Audit Committee and Compensation and Nomination Committee, of the Board of Directors of the Company.

Mr. M S Sundara Rajan is a Post Graduate in Economics from

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University of Madras with specialization in Mathematical economics, National Income and Social Accounting. He is also a Certified Associate of Indian Institute of Bankers and Associate Member of Institute of Company Secretaries of India. He was Chairman and Managing Director (CMD) of Indian Bank and has total experience of over 38 years in the Banking Industry. He has also earlier worked with Union Bank of India for over 33 years. During his Stewardship as CMD of Indian Bank, the said Bank has won many accolades and awards. He has been ranked 45th in the Economic Times India Inc's most powerful CEOs list (2009) and also Ranked No.2 among the CEOs of Nationalized Banks and No.6 among the CEOs of Commercial banks.

Mr. M S Sundara Rajan is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act 1956. Under the Companies Act, 2013, it is required that independent directors not be liable to retire by rotation and be appointed for a fixed term. In terms of section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013, Mr. M S Sundara Rajan being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for three consecutive years for a term upto March 31, 2017. A notice has been received from a member proposing Mr. M S Sundara Rajan as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. M S Sundara Rajan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. M S Sundara Rajan as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. M S Sundara Rajan as an Independent Director, for the approval by the shareholders of the Company.

The details of the Directorship and/or Membership/Chairmanship of Committees of the Board of Mr. M S Sundara Rajan (except private companies, Non Profit companies and foreign companies) as on March 31, 2014 are as follows:

Sr. No.	Name of the Company	Committee positions held (excluding in Company)	
		Audit Committee	Shareholders' and Investor Greivances Committee
1	BGR Energy Systems Limited	-	-
2	Gitanjali Gems Limited	C	-
3	Kisan Mouldings Limited	-	-
4	My Mobile Payments Limited	-	-
5	NSDL Database Management Limited	-	-
6	Royal Sundaram Alliance Insurance Company Limited	-	-
7	The Clearing Corporation of India Limited	-	-
8	Centbank Financial Services Limited	-	-
9	Sharda Cropchem Limited	-	-
10	Sundaram Trustee Company Limited	M	-
11	Aadhar Housing Finance Limited	-	-

C - Chairman of the Committee

M - Member of the Committee

Mr. Sundara Rajan does not hold any shares in the Company.

Except Mr. M S Sundara Rajan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

ITEM NO. 8:

Mr. Hemang Raja, aged 55, is a Non Executive Independent Director of the Company. He joined the Board of Directors of the Company in February 2013. Mr. Hemang Raja is the Chairman of Shareholders'/ Investors' Grievances and Share Transfer Committee and Member of Compensation and Nomination Committee, of the Board of Directors of the Company.

Mr. Hemang Raja is an MBA from Abeline Christian University, Texas, with a major emphasis on finance. He has also done an Advanced Management Program (AMP) from Oxford University, UK. He has a vast experience of over thirty three years in financial services encompassing fund based businesses such as

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Project Finance and Corporate Banking, together with Treasury management and Structured products with IL&FS. Mr. Raja has also been the head of Capital Market activities in the Institutional and Retail Segments when he started and became the Managing Director and CEO of the then newly formed initiative by IL & FS, namely IL & FS Investsmart Ltd.

During the last six years, he has been involved in the Private Equity and Fund Management business with Credit Suisse and Asia Growth Capital Advisers in India as MD and Head-India. Over the course of his career he has cultivated and managed over a hundred strong Corporate Relationships and has been involved in the creation of a retail customer base of more than two hundred thousand, in IL&FS and IL&FS Investsmart Ltd. He has served on the executive committee of the board of the National Stock Exchange of India Limited as also served as a member of the Corporate Governance Committee of the BSE Limted.

Mr. Hemang Raja is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act 1956. Under the Companies Act, 2013, it is required that independent directors not be liable to retire by rotation and be appointed for a fixed term. In terms of section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013, Mr. Hemang Raja being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for three consecutive years for a term upto March 31, 2017. A notice has been received from a member proposing Mr.Hemang Raja as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Hemang Raja fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Hemang Raja as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Hemang Raja as an Independent Director, for the approval by the shareholders of the Company.

The details of the Directorship and/or Membership/Chairmanship of Committees (except private companies, Non Profit companies and foreign companies) of the Board of Mr. Hemang Raja as on March 31, 2014 are as follows:

Sr. No.	Name of the Company	Committee positions held (excluding in Company)	
		Audit Committee	Shareholders' and Investor Greivances Committee
1	Techtran Polylenses Ltd.	-	-

Mr. Hemang Raja does not hold any shares in the Company

Except Mr. Hemang Raja, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

ITEM NO. 9:

The existing articles with relation to retirement by liable to rotation is deleted by substituting it with new Article 146 in order to ascertain the Directors whose office will be liable to retire by rotation as per provisions of Companies Act 2013.

As per Companies Act 2013, it is proposed to insert a new article 166A so that the Managing Director can hold the position of Chairman of the Company, at the same time.

The Resolution at Item No. 9 of the Notice is set out as a Special Resolution for approval by the members in terms of Section 14 of the Companies Act, 2013.

A copy of the Memorandum and Articles of Association of the Company would be available for inspection by the members at the Registered Office of the Company during normal business hours (9:30 am to 6:00 pm) on all working days except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

ITEM NO. 10 & 11

It is proposed to offer Stock Options to Mr. V. Vaidyanathan, Chairman and Managing Director ("hereinafter referred as **CMD**"), under the CMD Stock Option Scheme 2014 formulated as per SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. As explained later in this note, the Board decided that given his exceptional track record and proven leadership skills, his continued commitment over a long run is critical for the success of the company. The pricing of the options are at a significant premium to the market to ensure that he creates substantial shareholder value before availing of the benefits. The Compensation and Nomination Committee of the Board and the Board of Directors at its meeting held on April 02, 2014, had considered, recommended and approved the said CMD Stock Option Scheme – 2014, for approval of the shareholders.

Mr. V. Vaidyanathan, Chairman & Managing Director brings to the company a rich experience of building many large businesses in

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the finance industry for over two decades. He joined ICICI Bank in early 2000 and was one of the key management responsible for transition of the then ICICI Limited from a Domestic Financial Institution (DFI) to a Universal Bank. He has the experience of launching most of ICICI bank's retail businesses since its inception in the year 2000 and built ICICI bank into a large retail powerhouse in the country with Assets of over USD 30 Billion in consumer credit, including Mortgages, Auto financing, Commercial Vehicles Financing, Construction Equipment Financing , personal loans, other and credit cards, and took the bank to market leadership. He also built a network of 1,400 ICICI Bank branches across 800 cities, built a vast deposit base including Savings Accounts, Current Accounts, Internet Banking, and a franchise of 25 million customers. He also built the SME business since 2003 and Rural Banking Business since 2007 for the bank. He is an influential and respected voice in financial circles in India.

His contribution has been recognized by way of many domestic and international awards including Best Retail bank in Asia 2001, "Excellence in Retail Banking Award" 2002, Best Retail Bank in India 2003, 2004, and 2005 from the Asian Banker, "Most Innovative Bank" 2007, and was nominated "Retail Banker of the Year" by EFMA Europe for 2008 and 2009. He is an alumnus of Birla Institute of Technology and Harvard Business School.

Contribution at Capital First:

1. Mr. Vaidyanathan joined Capital First in 2010 for an entrepreneurial role with work experience of twenty years, of which 10 years were with Citibank, and 10 years were with ICICI Group in a senior position.

2. During the last 4 years that he has been with Capital First, he had provided exemplary leadership and had substantially improved every parameter of health of the company. He has built Capital First into a company with a strong foundation and five strong pillars-people, technology, culture, funding lines and lending business lines.

3. **Lines of Businesses:** In 2010, the company largely had a business of wholesale financing, including promoter financing and real estate financing. Since then, he has launched and built many new lines of businesses including Mortgages, Consumer Durable Financing, Gold Loans and Two wheeler Loans.

4. **Asset composition:** In 2010, the loan Assets under Management was less than ₹ 1,000 crore in 2010, and he has grown the AUM to over ₹ 9,600 crore by March 2014. Less than 10% of the loan book was in retail financing, which has grown to 81% by March 2014.

5. **Asset quality:** In March 2010, the Gross NPA and Net NPA was at 5.4 % and 3.8 % respectively. Since then, the credit quality of the portfolio has continuously improved and the Gross and Net NPA as of March 31 2014 had been reduced to 0.45% and 0.08% respectively under his leadership.

6. **Funding Lines:** One of the key raw materials for an NBFC is the availability of abundant funding lines at competitive rates of interest. The company had lines of credit of only ₹ 583 crore, which were raised at interest rates of 14.0% – 14.5% p.a. As of March 2014, the company enjoys large lines of credit of over ₹ 9,000 Crore with low rate of interest of under 10.5%, and these lines of credit have been raised under his leadership. In 2010, the company had lines of credit from 5 institutions. By 2014, the company has diversified its lines of funding from over 102 Institutions (27 banks, 15 Mutual Funds, 58 Provident, Superannuation and Gratuity Funds and 2 Insurance Companies). Even though the Company has a short vintage of existence, the line of credit were raised by the Company at attractive rates of interest and reduced borrowing rates to 10.44% p.a., which is among the lowest rates compared to other NBFCs in India.

7. **Credit Rating:** One of his key contributions was to be able to inspire confidence in external Credit Rating agencies of the company. In 2010, the credit rating of the company was A+. Despite the macro-economic context, the long term company was upgraded 3 notches within 3 years from A+ to AA+, such significant upgrades for long term credit is unprecedented for an NBFC in India and represents the confidence of rating agencies in the experienced management, conservative asset liability portfolio, stable lines of businesses and strong parentage. To put this achievement in perspective, the rating achieved for instruments issued by the company within 3 years is the same as the rating of long term credit instruments issued by reputed nationalized banks like Central Bank of India, Allahabad Bank, Corporation Bank, Bank of Maharashtra and Syndicate Bank with thousands of branches and many decades of banking behind them.

8. The above performance was particularly commendable when seen in the light of the fact that the company was in its infancy, and the company faced many headwinds during this period 2010-2014. During this phase, a number of reasons peculiar to the company, as well as general monetary and economic conditions were adverse, as described below:

   a. **Monetary Policy Tightening :** Between 2010 to 2014, the monetary policy continuously tightened, the RBI raised Repo rates for a record 16 times during this period, and additionally tightened money supply to cool inflation. For an NBFC, the critical raw material is to raise deposits to fund its growth, and raising lines

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of credit is more difficult in the initial life-stage of the company, and in the midst of a monetary liquidity tightening phase.

b. **Economic Slowdown:** Also, between 2010 - 2014, the economic activity continuously slowed down in India with GDP growth rates gradually slipping from 8.5% in FY10, to 9.3% in FY11, to 6.3% in 2012, to 5.0% in FY13, to 4.8% in FY14.

c. **Stake sale by extant promoters:** To compound issues, in July 2011, news broke out that the existing promoters were looking to sell their stake in the company. This led to continuous speculative media reports for over a year, about the future ownership of the company which led many financial institutions to hold back lines of credit for the company and existing lenders were uncertain to roll over lines of credit, which lead to acute crisis at the Company. Similarly, prospective business partners and employees were uncertain about the company. Even during this uniquely trying period, he continued to grow the company, raised additional lines of credit by over ₹ 4,000 crore and even managed to reduce borrowing rates considerably by 200 bps. He interfaced with prospective investors, and under his leadership company was able to secure equity investment of over ₹ 800 crore from the Global reputed private equity firm Warburg Pincus.

In other words, the company had faced unprecedented challenges during this period, and he had taken the company to a strong position which talks of his admirable leadership qualities. More recently, the company successfully raised ₹ 178 crore by way of preferential allotment of shares to Cloverdell (WP) and to HDFC Standard Life Insurance Company Ltd. at a premium of 13% over the average 1 month's closing price with specific reference to Relevant Date viz. 26th February, 2014.

Mr. V. Vaidyanathan has been entrusted with the responsibility of building Capital First into a large Financial Institution with diversified, stable and sustainable stream of earnings. The company has ambitious plans to build assets of over ₹ 25,000 crore by FY19. He needs to achieve the above in an intensely competitive market, where established players like a large number of banks and financial players are already present in these businesses.

The reputation, track record, and experience of the leader is critical in receiving support of the financial markets both for raising equity at the required intervals as well as to raise debt funds for growing the loan book. Further, building and managing the asset book would be a challenging task. He has to launch and scale a number of retail businesses with growth potential. He has to develop people, systems and infrastructure for the same. The company will also need to maintain the high credit rating enjoyed by it, and confidence of Credit Rating agencies is essential for the company in this journey.

Even as compared to running large established institutions, building a financial services company is particularly difficult in the early stages of its life. The presence of a stable and well respected leader with proven track record is essential for this purpose. His vast experience over two decades and strong track record with earlier organizations will be critical in achieving the above. Further, maintaining high credit quality, and managing the company across business cycles will require specialized skills and leadership. More over his new role at capital first as discussed earlier in this note is of the highest order.

In the light of the ambitious goals for the next 5 years, the company would need to be steered in the right direction in terms of business lines, systems, technology, people, culture and ethics. It is, therefore, necessary to provide him with ownership in the future prospects of the company to ensure his continued commitment to the longer term success of the company. The CMD was not been granted any stock options in FY 13 and FY 14. The options proposed to be issued in FY 15 to him at ₹ 207 a share, is a premium of 46% over the last 3 months closing price of the company, as on the date of the Compensation & Nomination Committee and Board Meeting i.e April 02, 2014 wherein the CMD Stock Option Scheme – 2014 was approved. The substantial premium on option pricing would ensure that he would need to outperform and create significant shareholders value over the hurdle price of ₹ 207/- , which in turn will lead to significant value creation for shareholders, in order to avail the rewards. Further to encourage his continuity, as per the terms of the Options Scheme, the stock options would vest equally over the next 4 years. Further for the same reason he would not be able to exercise any options until 5 years from the date of the grant, which would ensure he would be required to provide leadership for a long term to avail the rewards of his performance. In recognition of this objective it was proposed that 65,00,000 Stock Options at ₹ 207 per Equity Share be offered to Mr. V. Vaidyanathan.

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The Board also noted that the salient features of the proposed scheme, were as under:

Total number of options to be granted	A maximum of 65,00,000 (Sixty Five Lakhs) options, subject to adjustments as may be required due to any corporate action. Each option is convertible into/or equal to one equity share of the Company.
Identification of classes of Employees entitled to participate in the CMD Stock Option Scheme – 2014	CMD shall be eligible to participate in CMD Stock Option Scheme - 2014. Entire 65,00,000 Options will be granted to CMD after the receipt of the Shareholders approval to the CMD Stock Option Scheme - 2014.
Requirements of vesting and period of vesting	Requirements of Vesting and period of Vesting All the options granted under this scheme shall vest in four equal installments as follows:

Percentage of Options	Date of vesting
25%	Later of (a) 1st anniversary of the Effective Grant Date; or (b) the minimum time prescribed under SEBI Guidelines for vesting of the Options.
25%	2nd anniversary of the Effective Grant Date
25%	3rd anniversary of the Effective Grant Date
25%	4th anniversary of the Effective Grant Date

Minimum and Maximum period within which the options shall be vested	All the options granted under this scheme shall vest in four equal installments starting from 1st anniversary of the effective grant date till 4th anniversary of the effective grant date.
Exercise Price	The exercise price shall be ₹ 207/- (Rupees Two Hundred and Seven only) per Equity share.
Exercise period and process of exercise	The options can be exercised on the completion of the 5th anniversary from the Effective Grant Date but prior to the expiry of the 10th anniversary from the Effective Grant Date.
Process for determining the eligibility of Employees to the CMD Stock Option Scheme - 2014	CMD shall be eligible to participate in CMD Stock Option Scheme – 2014.
Maximum number of options to be offered to each Employee/Director	Pursuant to a specific Special Resolution to be passed by the Members of the Company, the Compensation and Nomination Committee shall Grant to the CMD, Options aggregating to Shares exceeding 1% of the outstanding issued share capital as on the date of the Grant (excluding outstanding Options and conversions).

The Company shall comply with accounting policies as may be applicable to the Company from time to time, including those specified under the SEBI Guidelines.

The Company calculates the compensation cost using the intrinsic value of the stock options, the difference between the compensation cost so computed and the compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on Profits and on earning per share of the Company shall also be disclosed in the Directors' Report.

A certificate from the statutory auditors of the Company certifying that all the existing ESOP schemes of the Company, has been implemented in accordance with the SEBI Guidelines and in accordance with resolution passed by the Company shall be placed before the Members at the Annual General Meeting of the Company as per the requirements of the SEBI Guidelines.

The draft CMD Stock Option Scheme - 2014 is open for inspection at the Registered Office of the Company during normal business hours (9:30 am to 6:00 pm) on all working days except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting.

The stock options to be granted under the CMD Stock Option Scheme - 2014 shall not be treated as an offer or invitation made to public for subscription to the securities of the Company.

Except Mr. V. Vaidyanathan, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10 & 11.

Your Directors recommend the resolution(s) for your approval.

By Order of the Board of Directors

Satish Gaikwad
Company Secretary

Place : Mumbai
Date : May 08, 2014

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CAPITAL FIRST LIMITED

(Formerly Known as Future Capital Holdings Limited)

CIN No. L29120MH2005PLC156795

REGISTERED OFFICE: Indiabulls Finance Centre, Tower-2, 15th Floor, Senapati Bapat Marg, Elphinstone (West), Mumbai - 400 013.
Website: www.capfirst.com; T: +91 22 4042 3400, F: +91 22 4042 3401; Email: secretarial@capfirst.com.

PROXY FORM

[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. ..... Client ID No. .....

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: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company,to be held on the 18th day of June 2014 at 3:00 p.m. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018, and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sr. No.	Resolutions
	Ordinary Business
1.	Adoption of Audited Balance sheet and Statement of Profit and Loss for the year ended March 31, 2014 together with the Reports of the Board of Directors and the Auditors thereon.
2.	Approval for dividend of ₹ 2 per Equity Shares of the Company for the Financial Year ended March 31, 2014.
3.	Re appointment of Mr. Vishal Mahadevia, who retires by rotation and being eligible, offers himself for re-appointment.
4.	Re-appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, having ICAI firm registration no. 301003E, Statutory Auditors of the Company
	Special Business
5.	Appointment of Mr. Anil Singhvi as Independent Director for three consecutive years for a term up to March 31, 2017.
6.	Appointment of Mr. N. C. Singhal as Independent Director for three consecutive years for a term up to March 31, 2017.
7.	Appointment of Mr. M S Sundara Rajan as Independent Director for three consecutive years for a term up to March 31, 2017.
8.	Appointment of Mr. Hemang Raja as Independent Director for three consecutive years for a term up to March 31, 2017.
9.	Alteration of Articles of Association of the Company.
10.	Approval of CMD Stock Option Scheme 2014.
11.	Approval to grant, offer and issue Options equal to or exceeding 1% of the issued capital to Mr. V. Vaidyanathan under CMD Stock Option Scheme 2014.

Signed this ___ day of _____, 2014

Affix Revenue Stamp of ₹ 1/-

Signature of Shareholder : _____

Signature of Proxy Holder (s) : _____

Note: 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 Meeting.