

REPORT ON CORPORATE GOVERNANCE

Name of the Listed Entity: CAPITAL FIRST LIMITED
 Scrip Code: 532938
 Quarter Ending: June 30, 2016

I. COMPOSITION OF BOARD OF DIRECTORS

Title (Mr./Ms)	Name of the Director	PAN ¹ & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ²	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity(Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity(Refer Regulation 26(1) of Listing Regulations)
Mr.	Vaidyanathan Vembu	AAIPV5796J 00082596	Chairperson & Executive Director	10/08/2015	NA	1	1	0
Mr.	Vishal Kashyap Mahadevia	AAAPM9486F 01035771	Non Executive Director	28/09/2012	NA	1	4	0
Mr.	Naresh Chand Singhal	AAGPS6961E 00004916	Non Executive & Independent Director	01/04/2014	3 Years	4	5	2
Mr.	Hemang Harish Raja	AAAPR7214H 00040769	Non Executive & Independent Director	01/04/2014	3 Years	2	2	0
Mr.	M. S. Sundara Rajan	AAAFPM4934N 00169775	Non Executive & Independent Director	01/04/2014	3 Years	2	8	1



Ms.	Brinda Jagirdar	AAAPJ2531P 06979864	Non Executive & Independent Director	24/09/2014	3 Years	2	2	1
Mr.	Dinesh Kanabar	AAGPK7575A 00003252	Non Executive & Independent Director	06/01/2015	3 Years	1	1	1
Mr.	Narendra Ostwal	AADPO9336J 06530414	Non Executive Director	06/01/2015	NA	1	0	0
Mr.	Nihal Desai	ABVDPD5064D 03288923	Executive Director	04/04/2016	2 Years	1	0	0
Mr.	Apul Nayyar	ABDPN2937K 01738973	Executive Director	04/04/2016	2 Years	1	1	0

⁵PAN number of any director would not be displayed on the website of Stock Exchange

⁶Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

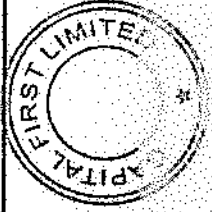


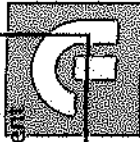


II. COMPOSITION OF COMMITTEES			
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	
1. Audit Committee	<ol style="list-style-type: none"> Mr. Dinesh Kanabar Mr. N. C. Singhal Mr. M. S. Sundara Rajan Mr. Vishal Mahadevia 	<ol style="list-style-type: none"> Chairperson - Non Executive & Independent Director Member - Non Executive & Independent Director Member - Non Executive & Independent Director Member - Non Executive Director 	
2. Nomination & Remuneration Committee	<ol style="list-style-type: none"> Mr. N.C. Singhal Mr. Hemang Raja Mr. M. S. SundaraRajan Mr. Vishal Mahadevia 	<ol style="list-style-type: none"> Chairperson- Non Executive & Independent Director Member - Non Executive & Independent Director Member - Non Executive & Independent Director Member - Non Executive Director 	N.A.
3. Risk Management Committee(if applicable)	N.A.		
4. Stakeholders Relationship Committee'	<ol style="list-style-type: none"> Dr. (Mrs). Brinda Jagirdar Mr. Hemang Raja Mr. V. Vaidyanathan 	<ol style="list-style-type: none"> Chairperson - Non Executive & Independent Director Member - Non Executive & Independent Director Member - Executive Director 	

* Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. MEETING OF BOARD OF DIRECTORS			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	Maximum gap between any two consecutive meetings in number of days*
February 10, 2016	April 04, 2016 May 13, 2016	53 days 38 days	
IV. MEETING OF COMMITTEES			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
May 13, 2016 (Audit Committee)	Yes (All members were present except one)	February 10, 2016	92 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. RELATED PARTY TRANSACTIONS			
Subject	Compliance status (Yes/No/NA) refer note below		
Whether prior approval of audit committee obtained	N.A.		
Whether shareholder approval obtained for material RPT	N.A.		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.		
Note	<p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>		





**CAPITAL
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

For Capital First Limited

Satish Gaikwad

Head – Legal, Compliance & Company Secretary

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.