

CAPITAL FIRST LIMITED

CIN: L29120MH2005PLC156795

REGISTERED OFFICE: One Indiabulls Centre, Tower 2A & 2B, 10th Floor, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013
T: +91 22 4042 3400; F: +91 22 4042 3401; Website: www.capitalfirst.com; E-mail: secretarial@capitalfirst.com

NOTICE

NOTICE is hereby given that the **THIRTEENTH** Annual General Meeting of the Members of CAPITAL FIRST LIMITED ('Company') will be held at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018, on Wednesday, July 04, 2018, at 3:00 p.m. to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Standalone and Consolidated Financial Statements for year ended March 31, 2018:

To consider and adopt:

- a. the audited financial statements of the Company for the financial year ended March 31, 2018 along with the reports of the Board of Directors and the Auditors thereon; and
- b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the report of the Auditors thereon.

2. Declaration of Dividend:

To declare a dividend of ₹ 2.80/- per equity share of the Company for the financial year ended March 31, 2018.

3. Appointment of Mr. Narendra Ostawal (DIN 06530414) as a Director liable to retire by rotation:

To appoint a Director in place of Mr. Narendra Ostawal (DIN 06530414), who retires by rotation and being eligible, offers himself for re-appointment.

4. Ratification of appointment of Statutory Auditors:

To ratify the appointment of M/s. B S R & Co. LLP, Chartered Accountants, having ICAI Firm Registration No. 101248W/W-100022, as approved by members at the Twelfth Annual General Meeting as Statutory Auditors of the Company to hold office until the conclusion of the Seventeenth Annual General Meeting and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS:

5. Revision in remuneration of Mr. V. Vaidyanathan (DIN 00082596), Chairman & Managing Director, from

April 01, 2018 and payment of performance bonus for the financial year 2017-18:

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars/ Notifications/ Directions issued by Reserve Bank of India from time to time and in partial modification of the relevant resolution passed at the Annual General Meeting of the Company held on July 20, 2015 and on recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, consent of the Members be and is hereby accorded for the revision in the remuneration of Mr. V. Vaidyanathan (DIN 00082596), Chairman & Managing Director, effective from April 01, 2018 and payment of performance bonus for the financial year 2017-18 as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT except for the aforesaid revision in remuneration, all other terms and conditions of his appointment as the Chairman & Managing Director of the Company, as approved by the resolution passed at the Annual General Meeting of the Company held on July 20, 2015, shall remain unchanged.

RESOLVED FURTHER THAT notwithstanding to the above, in the event of any loss or inadequate profits during the aforesaid period from April 01, 2018 till August 09, 2020, the remuneration payable to Mr. V. Vaidyanathan shall be as mentioned in the Explanatory Statement attached hereto, subject to the necessary approvals as may be required in this regard.

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RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) of the Company, be and is hereby authorized to do all such acts including signing/execution of any agreements and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

6. **Re-appointment of Mr. Apul Nayyar (DIN 01738973) as Executive Director of the Company and payment of performance bonus for the financial year 2017-18:**

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 2(94), 196, 197, 198, 203, and any other applicable provisions, if any 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 V to the Companies Act, 2013 and pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Circulars/ Notifications/ Directions issued by Reserve Bank of India from time to time and pursuant to Article of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of members of the Company be and is hereby accorded to re – appointment of Mr. Apul Nayyar (DIN 01738973), as Whole Time Director and Key Managerial Personnel of the Company and designated as an Executive Director of the Company for a term of one year effective from April 04, 2018 till April 03, 2019 and payment of performance bonus for the financial year 2017-18 as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT Mr. Apul Nayyar shall be eligible to an annual performance bonus payable based upon the performance parameters as determined by the Board on the recommendation of the Nomination and Remuneration Committee and as per Nomination and Remuneration Policy of Directors, Key Managerial Personnel, senior management and other employees.

RESOLVED FURTHER THAT where in any financial year, during the currency of tenure of Mr. Apul Nayyar, the Company has no profits or its profits are inadequate, the Company may pay him the aforesaid remuneration as the minimum remuneration subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) of the Company, be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

7. **Re-appointment of Mr. Nihal Desai (DIN 03288923) as Executive Director of the Company and payment of performance bonus for the financial year 2017-18:**

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 2(94), 196, 197, 198, 203, and any other applicable provisions, if any 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 V to the Companies Act, 2013 and pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Circulars/ Notifications/ Directions issued by Reserve Bank of India from time to time and pursuant to Article of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of members of the Company be and is hereby accorded to re – appointment of Mr. Nihal Desai (DIN 03288923), as Whole Time Director and Key Managerial Personnel of the Company and designated as an Executive Director of the Company for a term of one year effective from April 04, 2018 till April 03, 2019 and payment of performance bonus for the financial year 2017-18 as set out in the Explanatory Statement annexed to the Notice convening this meeting.

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RESOLVED FURTHER THAT Mr. Nihal Desai shall be eligible to an annual performance bonus payable based upon the performance parameters as determined by the Board on the recommendation of the Nomination and Remuneration committee and as per Nomination and Remuneration Policy of Directors, Key Managerial Personnel, senior management and other employees.

RESOLVED FURTHER THAT where in any financial year, during the currency of tenure of Mr. Nihal Desai, the Company has no profits or its profits are inadequate, the Company may pay him the aforesaid remuneration as the minimum remuneration subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) of the Company, be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

8. Increase in Borrowing limits under Section 180 (1) (c) upto ₹ 40,000 Crore, over and above the aggregate, for the time being, of the paid-up capital and free reserves of the Company:

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** in supersession of the earlier special resolution passed by the Members of the Company in the Twelfth Annual General Meeting held on July 05, 2017 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment(s), modification(s), variation(s) or re- enactment(s) thereof for the time being in force) (“the Act”), the provisions of the Memorandum of Association and Articles of Association of the Company, Circulars/ Notifications/ Directions issued by Reserve Bank of India from time to time, the consent of the Members 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 any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) to borrow any sum or sums of money, from time to time, in any form including but not limited to bank/Institutional loans, inter corporate deposit(s), credit facilities, debentures (redeemable, non-convertible, structured or unstructured), other non-convertible instruments, subordinated debentures, perpetual debt or in any other form, upon such terms and conditions as to interest, repayment, or otherwise and with or without security, as the Board may think fit for the purposes of the Company’s business notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed at any point in time (excluding any interest on such borrowings) of a sum equivalent to ₹ 40,000 Crore (Rupees Forty Thousand Crore) over and above the aggregate, for the time being, of the paid-up capital and free reserves of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to approve, finalise, modify, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required or considered necessary by the Board and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, incidental thereto proper or desirable and to settle any question, difficulty or doubt that may arise in regard to borrowing(s) as aforesaid or in respect of any other related matter in this regard and to delegate all or any of its powers herein conferred to any Committee of Directors and/ or director (s) and/or officer(s) of the Company to give effect to this resolution.”

9. Issue of Non-Convertible Debentures in one or more tranches:

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** in supersession of the earlier special resolution passed by the Members of the Company in the

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Twelfth Annual General Meeting held on July 05, 2017 and pursuant to the provisions of Sections 23, 42, 71 and 180(1)(c) of the Companies Act, 2013 read with relevant rules thereunder and such other applicable provisions and rules, if any, of the Companies Act, 2013 (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force) and read with relevant Circulars/ Notifications issued by the Ministry of Corporate Affairs from time to time and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time and other applicable Securities and Exchange Board of India Regulations and Guidelines and subject to such other applicable laws, rules and regulations and circulars/ notifications/ guidelines/ directions including those issued by Reserve Bank of India from time to time, as may be applicable, approval of the Members 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 which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to Secured/ Unsecured Redeemable Non-Convertible Debentures (NCDs) including but not limited to Subordinated Debentures, Perpetual Debt, etc. on private placement basis, in one or more series/ tranches, for cash and on such terms and conditions as may be considered fit and appropriate by the Board, during a period of one year commencing from the date of passing of this Special Resolution by the Members within the overall borrowing limit of the Company, as may be approved by Members from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to determine the terms of issue, including the class of investors eligible to invest, securities to be offered, the number of NCD's, tranches, issue price, tenor, interest rate, premium/ discount, listing and do all such acts, deeds and things and deal with such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertaking/ agreements/ papers/ writings, as may be required in this regard."

10. Raising of funds through issue of Securities:

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in supersession of the earlier special resolution passed by the Members of the Company in the Twelfth Annual General Meeting held on July 05, 2017 and pursuant to the provisions of Sections 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force) and the applicable rules thereunder and also including any relevant provisions of the Companies Act, 1956 to the extent in force ("Companies Act"), the provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with any other applicable laws or regulations, in India or outside India, including without limitation, the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended ("SEBI Debt Listing Regulations"), the Securities and Exchange Board of India (Issue and Listing of Non-convertible Redeemable Preference Shares) Regulations, 2013, as amended ("SEBI Preference Shares Listing Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the listing agreements entered into with the respective stock exchanges where the equity shares of the Company are listed ("Stock Exchanges"), the provisions of the Foreign Exchange Management Act, 1999, as amended ("FEMA") from time to time and to the extent applicable, and other rules and regulations thereunder, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, the Consolidated Foreign Direct Investment Policy, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars, directions and clarifications issued from time to time by the Government of India ("GoI"), the Reserve

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Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”), the relevant Registrar of Companies (“RoC”), the Stock Exchanges, and/or any other competent authorities and subject to any required approvals, consents, permissions and/or sanctions from the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry (Foreign Investment Promotion Board/ Secretariat for Industrial Assistance), SEBI, the RoC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/ or sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “Board” which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) to create, issue, offer and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted under applicable law), either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company with a face value of ₹ 10/- each (Rupees Ten only) (“Equity Shares”), preference shares, whether or not convertible into Equity Shares (“Preference Shares”), Global Depository Receipts (“GDRs”), American Depository Receipts (“ADRs”), Foreign Currency Convertible Bonds (“FCCBs”), Foreign Currency Exchangeable Bonds (“FCEBs”) convertible into or exchangeable for equity shares of the Company having face value of ₹ 10/- each (Rupee Ten only), External Commercial Borrowings (“ECBs”) with rights of conversion into shares and/or other financial instruments with or without voting/ special rights, fully or partly convertible, into or exchangeable for Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/ special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holder to convert or subscribe to Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as the “Securities”) or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, through public and/ or private offerings and/ or on preferential allotment basis,

including without limitation through a Qualified Institutions Placement (“QIP”) in accordance with Chapter VIII of the SEBI ICDR Regulations, or any combination thereof or by issue of prospectus and/ or placement document and/ or other permissible/ requisite offer document to any eligible person(s), including but not limited to qualified institutional buyers (as defined in the SEBI ICDR Regulations) (“QIBs”) in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors (including foreign institutional investors), Indian and/or bilateral and/or multilateral financial institutions, non-resident Indians, stabilizing agents, state industrial development corporations, insurance companies, provident funds, pension funds and/or any other categories of investors whether or not such investors are members of the Company (collectively referred to as the “Investors”), as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding ₹ 600,00,00,000/- only (Rupees Six Hundred Crore only) or equivalent thereof in any foreign currency, inclusive of such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and/or underwriter(s) and/or Stabilizing Agent or other advisor(s) for such issue.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a QIP in terms of the provisions of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as “Eligible Securities” within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination thereof as may be decided by the Board shall be completed within 12 (twelve) months from the date of approval of the shareholders of the Company by way of a special resolution for approving QIP or such other time as may be allowed under the SEBI ICDR Regulations at a price being not less than the price determined in accordance with

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the pricing formula provided under the provisions of Chapter VIII of the SEBI ICDR Regulations, provided that the Board may, in accordance with applicable law, offer a discount of not more than 5% (five percent) or such percentage as permitted under applicable law on such price determined in accordance with the pricing formula provided under the provisions of Chapter VIII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in the event that the Equity Shares are issued to QIBs under the provisions of Chapter VIII of the SEBI ICDR Regulations, the “relevant date” for the purpose of pricing of the equity shares shall be the date of the meeting in which the Board decides to open the proposed issue of equity shares and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs under Chapter VIII of the SEBI ICDR Regulations, the “relevant date” for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for Equity Shares or such other time as may be permitted by the SEBI ICDR Regulations, subject to any relevant provisions of applicable laws, rules, regulations as amended from time to time.

RESOLVED FURTHER THAT the Securities issued in foreign markets shall be deemed to have been made abroad and/or in the market and/or at the place of issue of the Securities in the international market and may be governed by the applicable laws.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as ADRs or GDRs, the pricing of the Securities and the relevant date, if any, for the purpose of pricing of the Securities to be issued pursuant to such issue shall be determined in accordance with the provisions of applicable law including the provisions of the Depository Receipts Scheme, 2014 (“2014 Scheme”), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 and such other notifications, clarifications, circulars, guidelines, rules and regulations issued by relevant authorities (including any statutory modifications, amendments or re-enactment thereof).

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as Foreign Currency Convertible Bonds (FCCBs), pursuant to the provisions of the Issue of

Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of determining the floor price for conversion of the FCCBs into equity shares shall be the date of the meeting in which the Board or duly authorized committee of directors decides to open such issue after the date of this Resolution or such other date as may be prescribed under applicable law.

RESOLVED FURTHER THAT pursuant and subject to the applicable provisions of the 2014 Scheme, the Foreign Exchange Management Act, 1999, and the regulations framed thereunder, each as amended (“FEMA”) (including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended), the applicable provisions of the Companies Act, and any other laws, rules, regulations, guidelines, notifications, clarifications and circulars issued from time to time by the Government of India (and any ministry, department or agency thereof), the RBI, SEBI, the Tax Authorities in India, applicable government and regulatory authorities in the United States of America and its territories and jurisdictions, and any other government and regulatory authority, whether in India or outside India, and in accordance with the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies) (collectively, “Applicable Law”), the Board be and is hereby authorized to decide upon, at its discretion, the facilitation of an exit by any current or future holder of Equity Shares (“Permissible Securities”) through the issue of Depository Receipts (“DRs”), and a transfer of Permissible Securities by any current or future holder of a Permissible Security to a foreign depository for the purpose of issue of DRs, pursuant to a sponsored depository receipt program, through transactions permitted under Applicable Law (including without limitation on a recognized stock exchange, in bilateral transactions or by tendering through a public platform), where such DRs may be issued by the foreign depository and offered and sold in one or more transactions by way of a private placement, public offering or in any other manner prevalent and permitted in a permissible jurisdiction under Applicable Law, at such price (including any premium or discount) as may be permitted under Applicable Law.

RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with

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Equity Shares at a later date shall be, *inter alia*, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing Members;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or reclassification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to create, issue, offer and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any depository receipts or other Securities referred to above or as may be necessary in accordance with the terms of the offer, and all such Equity Shares shall be issued in accordance with the terms of the Memorandum and Articles of Association and shall rank *pari-passu* inter se and with the then existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT in addition to all applicable Indian laws, the Securities issued pursuant to this Resolution shall also be governed by all applicable laws of any foreign jurisdiction where such Securities are or are proposed to be marketed or listed (as the case may be), or that may in any other manner apply in this relation.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolutions described above, the Board or any committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/ conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter, creation of mortgage/ charge in accordance with the provisions of the Companies Act in respect of any Securities as may be required either on *pari-passu* basis or otherwise, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of

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the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the Registrar of Companies, the lead managers, or other authorities or agencies involved in or concerned with the issue of Securities and as the Board or any committee thereof may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this Resolution may be exercised by the Board or any committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board or any committee thereof be and is hereby authorized to engage/appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s).

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Whole-Time Director or Directors or any other Officer or Officers of the Company to give effect to the aforesaid resolutions.”

Registered Office:
One Indiabulls Centre,
Tower 2A & 2B, 10th Floor,
Senapati Bapat Marg,
Lower Parel (West),
Mumbai 400 013.

By Order of the Board of Directors

Satish Gaikwad
Head – Legal, Compliance &
Company Secretary

Place : Mumbai
Date : May 04, 2018

NOTES:

- a) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect of the business at items nos. 5 to 10 set out in the Notice, wherever applicable, is annexed hereto.
- b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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 ANNUAL 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 Annual General Meeting (AGM) are requested to send a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the AGM.
- e) The Register of Members and Share Transfer Books will remain closed on Thursday, June 28, 2018 for the purpose of payment of the final dividend for the financial year ended March 31, 2018 and the AGM.
- f) Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the AGM, will be paid within a period of 30 days from the date of declaration, to those members whose names appear in the Register of Members on close of business hours on Wednesday, June 27, 2018. The final dividend is ₹ 2.80/- per equity share.
- g) 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.,

NOTICE (CONTD.)

Link Intime India Private Limited (“Link Intime”), C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, quoting their Folio Number(s).

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

Members whose dividends remain unclaimed are requested to correspond with the Registrar and Share Transfer Agent, Link Intime India Private Limited as mentioned above, or the Company Secretary, at the Company’s registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company’s Unpaid Dividend Account, will, as per section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in respective Form(s) available on www.iepf.gov.in.

- i) Members/Proxies are requested to bring the Attendance Slip(s) duly filled in.
- j) 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.
- k) 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.
- l) Electronic copy of the Annual Report for FY 2017-18 along with Notice of the 13th 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 E-mail IDs are registered with the Company/ Depository Participant(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 the Annual Report for FY 2017-18 along with Notice of the 13th 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.

- m) Pursuant to the requirements of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the brief resumes of all the Directors proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, disclosure of relationships between directors inter-se, names of companies in which they hold directorships and memberships/ chairmanships of Board/ Committees, shareholding are provided in the Directors’ Report forming part of the Annual Report.
- n) Members may also note that the Notice of the 13th Annual General Meeting and the Annual Report for FY 2017-18 will also be available on the Company’s website www.capitalfirst.com for 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, except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting.
- o) Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent, Link Intime 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 by the members.
- p) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/ Link Intime.
- q) Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

NOTICE (CONTD.)

- r) A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with this notice of Annual General Meeting.
- s) 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 its members, a facility to cast their votes using an electronic voting system from a place other than venue of the AGM (“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 AGM 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 AGM, the Members would be provided the ballot paper for casting their votes at the AGM)
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on Saturday, June 30, 2018 (9:30 a.m.) and ends on Tuesday, July 03, 2018 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of June 27, 2018, 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:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

NOTICE (CONTD.)

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. [capitalfirst.pdf](#) file. The password to open the [capitalfirst.pdf](#) file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The [capitalfirst.pdf](#) file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat

account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

NOTICE (CONTD.)

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to capitalfirst.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available in the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or contact Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, at the designated email address: pallavid@nsdl.co.in/evoting@nsdl.co.in or at Telephone No. +91 22 2499 4545 who will also address grievances connected with voting by electronic means.
- VI. 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).
- VII. 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 June 27, 2018.
- VIII. 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. June 27, 2018, 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?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com or contact NSDL at Toll Free No.: 1800-222-990.
- IX. 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 shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM by using a tablet based electronic voting system or through ballot paper.
- X. Mr. P. N. Parikh (FCS 327, CP 1228) and/or Mr. Mitesh Dhabliwala (FCS 8311, CP 9511) of M/s. Parikh & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the remote e-voting process and votes cast by using an electronic voting system or through ballot paper at the AGM in a fair and transparent manner.
- XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions 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 AGM but have not cast their votes by availing the remote e-voting facility.
- XII. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, 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 48 hours of conclusion of the AGM, 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.

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XIII. The Results declared along with 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

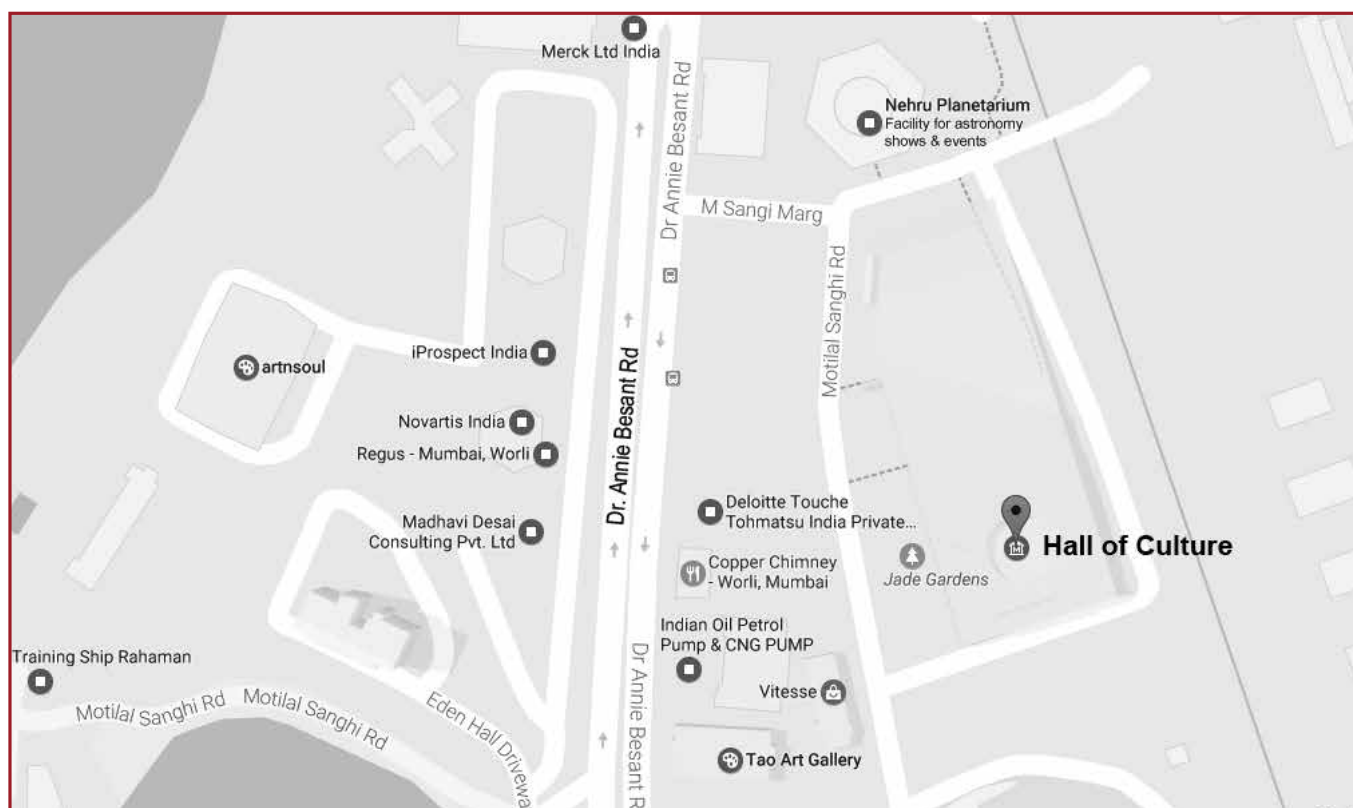
declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

Route Map

Venue of the 13th Annual General Meeting of Capital First Limited to be held on Wednesday, July 04, 2018 at 3:00 P.M.

Venue Address : Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018

Landmark: Nehru Planetarium, Worli



NOTICE (CONTD.)

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

ITEM NO. 5:

The Board of Directors, in their meeting held on May 04, 2018, reviewed the performance of Mr. V. Vaidyanathan (DIN 00082596), who was re-appointed as Chairman & Managing Director of the Company effective from August 10, 2015 for a period of 5 years by the Members at the 10th Annual General Meeting of the Company.

The Board of Directors based on the recommendations of the Nomination and Remuneration Committee and performance evaluation approved the increase in salary of Mr. V. Vaidyanathan by 10% effective from April 01, 2018 and also approved his performance bonus for financial year 2017-18 subject to approval of shareholders. The last time Mr. Vaidyanathan's remuneration was revised with effect from April 01, 2015. The performance of Mr. Vaidyanathan since April 01, 2015 till March 31, 2018 is therefore being presented to the shareholders in the note below.

Contribution of Mr. V. Vaidyanathan at Capital First:

After leaving ICICI Group in 2010, Mr. V. Vaidyanathan secured the support of PE Warburg Pincus for a Management Buyout of an existing listed company and founded Capital First through this route. He has thus played a critical role in building Capital First since its inception.

Around 2010 when he got involved with the company, the company was in its infancy, with a total loan book of ₹ 935 Crore, a retail loan book of ₹ 94 Crore, largely in Wholesale, Real Estate, Broking and Forex Businesses, Gross and Net NPA of 5.28% and 3.78% respectively, with many subsidiaries and businesses. The company had posted losses the prior two years. Post the management buyout, he has rebuilt the company and has shown improved performance across all financial parameters later detailed in this note.

He has provided a strong foundation and has been successful in attracting a marquee list of international and domestic investors

over the years. He has built a strong business model with continuous increase in return on equity almost every quarter, which has increased from 2.28% in Q1 FY14 to nearly 15% in Q4 FY18.

He has built a diversified liability base, and the company has raised credit lines of about ₹ 30,000 Crore from the market. During this period, the company increased the number of institutional lenders from 108 in FY15 to 297 in FY18. During FY18, Capital First Limited and its subsidiaries have raised Non-Convertible Debentures of ₹ 4,891 Crore from debt capital markets at highly competitive rates. The Company has received credit lines worth US\$ 200 million from multilateral financial institutions IFC and ADB.

During the period 2015-2018, the company continued to maintain high asset quality throughout the period with Gross NPA and Net NPA of about 1.7% and 1% during the entire period. The Gross and Net NPA as of March 31, 2018 was 1.62% and 1.00% respectively. The company maintained such high asset quality consistently over eight years and more recently during the period under review. There was no adverse impact on the company's portfolio during two significant events of recent times- Demonetization and the GST; this demonstrates the high quality of controls and credit approach built at the company.

The Company has strengthened its systems and processes further through implementation of contemporary best-in-class technologies and platforms.

One of the key roles of the CMD is to effectively communicate to the marketplace and to earn the confidence of key stakeholders. He has continuously engaged with lenders, investors, employees, media, customers and shareholders during the year and the image of the company in the market and among employees continued to remain very positive.

NOTICE (CONTD.)

The performance of Mr. Vaidyanathan between 2015 to 2018 is as follows:

	March 31, 2015	March 31, 2016	March 31, 2017	March 31, 2018	CAGR	Increase
Loan Assets Under Management	₹ 11,975 cr	₹ 16,041 cr	₹ 19,824 cr	₹ 26,997 cr	31%	2.25 x
Capital (T1+T2)	₹ 2,239 cr	₹ 2,739 cr	₹ 3,399 cr	₹ 3,993 cr	21%	1.78 x
NII	₹ 536 cr	₹ 818 cr	₹ 1,301 cr	₹ 1,987 cr	55%	3.71 x
Total Income	₹ 659 cr	₹ 992 cr	₹ 1,640 cr	₹ 2,430 cr	54%	3.69 x
Profit Before Tax	₹ 166 cr	₹ 252 cr	₹ 357 cr	₹ 494 cr	44%	2.98 x
Profit After Tax	₹ 114 cr	₹ 166 cr	₹ 239 cr	₹ 327 cr	42%	2.87 x

The Analyst community praised the company's unique model, strong performance, excellent asset quality, and continued growth. During the year, the company's long term credit rating sustained its credit rating at AAA (Brickworks) and AA+ (CARE) and also sustained its highest short term credit rating of A1+, which demonstrates the confidence rating agencies continue to have on the business model, management quality, business performance and asset quality of the Company.

The Company's performance was recognized by the external marketplace. Several award and recognitions were received during FY15 - FY18:

- 'Outstanding Entrepreneur Award' in Asia Pacific Entrepreneurship Award 2016.
- Dun & Bradstreet: India's Top 500 companies wherein achieved Rank of 381 in total income & Rank 20 in NBFC space.
- Debuted in Fortune India's Next 500 companies whereby achieved Rank of 70 in overall category & Rank 2 in NBFC space.
- 'Best Electronic Banking Implementation' recognition in Asset Triple A Treasury, Trade and Risk Management Awards.
- Debuted in the Most Valuable Companies 2016 by Business Today whereby Company was ranked at 274th place.
- Debuted in India's future ready companies by ET 500 whereby Company ranked at 466th place.
- 'Most Promising Leaders in Asia Award' in Economic Time's Asian Business Leaders Conclave.
- 'Asia Innovative Company of the Year' Award by CNBC-India Business Leader Awards from Hon. Finance Minister Shri. Arun Jaitley.
- "Best BFSI Brand Award 2018" at The Economic Times Best BFSI Brand Awards 2018.

- "Financial Services Company of the Year 2018" at VC Circle Awards 2018.
- "Outstanding Contribution to Financial Inclusion Award 2017", CFI.co (Capital Finance International, London) at Capital Finance International Awards.
- "Entrepreneur of the Year" Award at Asia Pacific Entrepreneur Award 2017.
- "Digitalist Award" by Mint SAP.

The Nomination & Remuneration Committee and the Board reviewed the performance of Mr. Vaidyanathan and his contribution to the Company and generously appreciated the significant strides achieved by the Company and congratulated Mr. V. Vaidyanathan for his unique contribution to the Company as enumerated in preceding paragraphs and recommended the increase in his remuneration by 10% w.e.f. April 01, 2018, as per details given below:

1. Basic Salary :

The basic salary for Mr. Vaidyanathan will be ₹ 5,50,00,000/- (Rupees Five Crore and Fifty Lakhs Only) per annum.

2. Performance Bonus:

He shall also be eligible to an annual bonus of upto ₹ 2,80,00,000/- (Rupees Two Crore and Eighty Lakhs Only) payable based upon performance as decided by the Board of the Company.

3. Term Life Insurance:

He will be suitably covered under the Company's group term insurance policy.

4. Mediclaim Insurance:

Mr. Vaidyanathan and his immediate family will be entitled to mediclaim insurance coverage as per the terms of the Company's group medical insurance policy.

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5. Mr. Vaidyanathan shall also be eligible and entitled for the following, in addition to Basic Salary:

- (a) contribution to provident fund;
- (b) gratuity; and
- (c) encashment of leave as per Company Policy.

The Board also recommended payment of performance bonus of ₹ 2,80,00,000/- (Rupees Two Crore and Eighty Lakhs Only) for the financial year 2017-18, subject to the approval of members.

Pursuant to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act"), statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V to the Act and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars/ Notifications/ Directions issued by Reserve Bank of India from time to time and as per applicable laws, and being subject to the approval of the shareholders, the remuneration payable to the Chairman & Managing Director is now being placed before the members for their approval by way of Special Resolution as set out at Item No. 5.

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. V. Vaidyanathan as on March 31, 2018 are as follows:

Sr. No.	Name of the Company	Committee positions held (excluding in Company)	
		Audit Committee	Stakeholders Relationship Committee
1.	Capital First Home Finance Limited	-	-

As part of disclosure requirement of nature of interest of Mr. V. Vaidyanathan in Capital First Limited, it is hereby disclosed that during the year, Mr. V. Vaidyanathan donated 5,00,000 fully paid up equity shares of Capital First Limited to Rukmani Social Welfare Trust for defined causes relating to education of slum children in Mumbai, medical assistance to minors, renovation of orphanage and such activities. Though he is no longer a beneficiary of the said shares, it is hereby disclosed that he is a Trustee of the said Trust. Besides this, Mr. V. Vaidyanathan holds 40,40,576 fully paid up equity shares in the company as

of March 31, 2018 and holds 89,50,000 stock options of the Company, translating to 12.50% holding in the company on a fully diluted basis.

Additional information of Mr. V. Vaidyanathan with respect to the proposed revised remuneration as required to be provided under Secretarial Standards and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Notice.

Apart from Mr. V. Vaidyanathan, Chairman & Managing Director who would be interested in his remuneration, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested in this item of business.

Accordingly, the Board recommends the Special Resolution set out at Item No. 5 for the approval of the Members.

ITEM NO. 6 AND 7:

Mr. Apul Nayyar (DIN 01738973) and Mr. Nihal Desai (DIN 03288923) were appointed as Executive Directors on the Board of Directors (Board) for a term of two years effective from April 04, 2016 till April 03, 2018 as per the requirements of Companies Act, 2013 read with Rules thereunder ("Act"), read with Schedule V to the Act and pursuant the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars/ Notifications/ Directions issued by Reserve Bank of India from time to time and applicable law.

The Board of Directors based on the recommendations of the Nomination and Remuneration Committee and performance evaluation which was found to be satisfactory approved the re-appointment of Mr. Apul Nayyar and Mr. Nihal Desai for a second term of one year with effect from April 04, 2018 till April 03, 2019 as Executive Directors who shall act as a Whole Time Directors and 'Key Managerial Personnel' of the Company and also approved their performance bonus for financial year 2017-18 pursuant to applicable provisions of the Act and the Rules made thereunder and subject to the approval of Members in the 13th Annual General Meeting of the Company.

The Company has received from Mr. Apul Nayyar and Mr. Nihal Desai, consent in writing to act as Directors, a declaration that they are not disqualified to act as Directors under Section 164 of the Act. In the opinion of the Board, Mr. Apul Nayyar and Mr. Nihal Desai, the Executive Directors proposed to be re-appointed, fulfills the conditions specified in the Act and the Rules made thereunder and they possesses appropriate skill, experience and knowledge.

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The total remuneration of both, Mr. Apul Nayyar and Mr. Nihal Desai pursuant to the proposed re-appointment shall consist of (i) Salary which will be ₹ 2,80,00,000/- (Rupees Two Crore and Eighty Lakhs Only) per annum excluding provident fund, gratuity, encashment of leave which will be as per the Company policy and (ii) the performance bonus as may be decided by the Board, subject to requisite members and/or statutory approvals, as may be applicable.

The proposed performance bonus of Mr. Apul Nayyar and Mr. Nihal Desai for the Financial Year 2017-18 shall be ₹ 1,80,00,000/- (Rupees One Crore and Eighty Lakhs Only) each and the same shall be subject to requisite statutory approvals, if any, as may be applicable.

Mr. Apul Nayyar is an Executive Director on the Board of Capital First Limited (CFL). He joined the Company in October 2010 and has successfully built a number of retail businesses in the Company. Previously, he has worked in leadership positions across companies like India Infoline (IIFL), Merrill Lynch and Citigroup. He holds a Chartered Accountancy degree from Institute of Chartered Accountants of India. He has successfully concluded Global Program for Management Development (GPMD) from Ross School of Business, Michigan, USA. He has more than 20 years of experience in the Financial Services Industry.

Mr. Nihal Desai is an Executive Director on the Board of Capital First Limited (CFL). He joined the Company in November 2012 and has successfully built a number of support, control, technology and enabling functions in the Company. He has also worked with Serco India as Managing Director and developed new markets for its core and new BPO business. He holds a degree in BE Computer Science and PGDM. He has been part of numerous management trainings from institutes including Wharton and IIM-Ahmedabad. He has more than 24 years of work experience in the Financial Services domain.

In terms of the requirements of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Act and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars/ Notifications/ Directions issued by Reserve Bank of India from time to time and as per applicable laws, the approval of the shareholders is required for

the re-appointment of Mr. Apul Nayyar and Mr. Nihal Desai as Executive Directors.

All the relevant documents with respect to the re-appointment of Mr. Apul Nayyar and Mr. Nihal Desai as Executive Directors of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on working days, except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting.

Additional information of aforesaid Directors with respect to their re-appointment as Executive Directors as required to be provided under Secretarial Standards and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Notice.

Except Mr. Apul Nayyar and Mr. Nihal Desai, being appointee in respective resolutions, none of the Directors nor Key Managerial Personnel of the Company and their relatives thereof are in any way concerned or interested, financially or otherwise, in the resolutions set out at Item No. 6 and 7.

Accordingly, the Board recommends the Special Resolutions set out at Item No. 6 and 7 for the approval of the Members.

ITEM NO. 8:

On July 05, 2017, Members of the Company by way of a special resolution passed at the Annual General Meeting of the Company had accorded their consent to the Board of Directors to borrow funds to the extent of ₹ 30,000 Crore (Rupees Thirty Thousand Crore) over and above the paid up share capital and free reserves of the Company.

As the business requirements of the Company is growing at a fast pace and to enable an active borrowing program by the Company and to access funds at most competitive rate(s), the Company may consider undertaking different forms of borrowings including but not limited to term loan(s), working capital facilities, inter corporate deposit(s), commercial papers, debentures, sub-debt, other non-convertible or convertible debt instruments and/ or other fund based facilities whether secured or unsecured or structured or unstructured as may be allowable to be mobilized by the Company. In this regard, it is, therefore, proposed to increase the present borrowing limits from ₹ 30,000 Crore (Rupees Thirty Thousand Crore) to ₹ 40,000 Crore (Rupees Forty Thousand Crore) over and above the paid up share capital and free reserves of the Company.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, approval of the Members at a General Meeting is

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required if the monies to be borrowed, together with the monies already borrowed by a Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceed the aggregate of the paid-up share capital of the Company and its free reserves.

The Members of the Company by way of Postal ballot notice dated August 05, 2014, the results which were announced on September 10, 2014, passed Special Resolution, authorising the Board of Directors, under Section 180(1)(a) of the Companies Act, 2013, to offer and create such charge(s), hypothecation(s) and/ or mortgage(s) of any description, in such form, manner, ranking as to priority, at such time and on such terms as the Board may determine, over the moveable and/or immovable, tangible and/ or intangible, properties of the Company, in favour of the lenders for the purpose of securing the borrowing(s) of the Company, subject to the limits of borrowing as approved by the Members of the Company, from time to time, under Section 180(1)(c) of the Companies Act, 2013.

Accordingly, it is proposed to seek approval of the Members under Section 180(1)(c) of the Companies Act, 2013, to authorise the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by Resolution No. 8) to borrow monies in excess of the paid-up capital and free reserves of the Company howsoever, that the total amount so borrowed shall not exceed at any point in time (excluding any interest on such borrowings) a sum equivalent to ₹ 40,000 Crore (Rupees Forty Thousand Crore) over and above the aggregate, for the time being, of the paid-up share capital and free reserves of the Company, other than borrowings which are to be excluded in computing such limits pursuant to the provisions of the said Section.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

Accordingly, the Board recommends the Special Resolution set out at Item No. 8 for the approval of the Members.

ITEM NO. 9:

As per the provisions of Section 42 of the Companies Act, 2013 ("the Act") read with Rules made thereunder, a Company offering or making an invitation to subscribe to Non-Convertible Debentures (NCD's) on a Private Placement basis is required to obtain prior approval of the Members by way of special resolution. Such approval by a special resolution can be obtained once a

year for all the offers and invitations for such NCD's proposed to be made during the year.

The Company issues various kinds of NCD's such as secured NCD's, unsecured NCD's, subordinated debentures, perpetual debt, etc. from time to time and the said NCD's issued on Private Placement Basis constitute a significant source of borrowings of the Company.

It is proposed to offer or invite subscriptions for NCD's including subordinate debentures, etc. on private placement basis, in one or more tranches, during the period of one year from the date of passing of this special resolution by the Members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time, with the authority to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by Resolution No. 9) to determine the terms and conditions including the issue price of NCD's, interest, repayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board shall in its absolute discretion deems fit, without being required to seek any further consent or approval from Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the resolution. Accordingly, the approval of the Members is being sought by way of a special resolution under Section 42 and other applicable provisions, if any, of the Act and its Rules thereunder as set out in Item No. 9 appended to this notice.

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

Accordingly, the Board recommends the Special Resolution set out at Item No. 9 for the approval of the Members.

ITEM NO. 10:

With a view to further augmenting the Company's resources for its ongoing business activities, to meet its growth objectives, increase financial needs, working capital requirements, and other requirements, the Company proposes to raise funds. The special resolution contained in the Notice at Item No. 10 relates to a proposal by the Company for raising of funds/ resources in Indian Rupees or equivalent thereof in any Foreign Currency in one or more tranches to the tune of ₹ 600,00,00,000/-

NOTICE (CONTD.)

(Rupees Six Hundred Crore only) through various Domestic/ International options, including QIP/ FCCBs/ FCEBs/ ADRs/ GDRs etc.

Accordingly, the Resolution at Item No. 10 seeks to empower the Board to issue Equity Shares/ Securities through various domestic/ International options including QIP/ FCCBs/ FCEBs/ ADRs/ GDRs etc.

The Board may in its discretion adopt any mechanism in order to facilitate and meet its objectives as stated in aforesaid paragraphs without the need for fresh approval from the Members in the best interest of the Company. The said resolution is an enabling resolution conferring authority to the Board (including Committee thereof) to do all acts and deeds, which may be required to issue/ offer Equity Shares/ Securities of appropriate nature at appropriate time, including the size, structure, price and timing of the issue(s)/ offer(s) at the appropriate time(s). The detailed terms and conditions for the domestic/ international offerings will be determined in consultation with the Lead Managers, Merchant Bankers, Global Business Coordinators, Book Runners, Guarantors, Consultants, Advisors, Underwriters and/ or such other intermediaries such as Custodians, Depositories, Escrow Bankers, Lawyers, Registrars, Trustees, Professionals as may be appointed for the issue/ offer. Wherever necessary and applicable, the pricing of the issue/ offer will be finalised in accordance with applicable guidelines in force.

The special resolution also seeks to empower the Board to issue Eligible Securities by way of QIP to QIBs in accordance with Chapter VIII of the SEBI ICDR Regulations. The pricing of the Eligible Securities that may be issued to QIBs pursuant to SEBI ICDR Regulations shall be freely determined subject to such price not being less than the floor price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations ("QIP Floor Price").

Further, the Board may also offer a discount of not more than 5% or such other percentage as permitted on the QIP Floor Price

calculated in accordance with the pricing formula provided under SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date when the Board (including Committee thereof) decides to open the QIP for subscription.

Accordingly, the consent of the members is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and in terms of the provisions of applicable Regulations prescribed by Securities and Exchange Board of India from time to time and as per applicable laws, authorizing the Board to issue Equity Shares/ Securities, as stated in the Resolution, which may result in issuance of further Securities of the Company to persons other than the existing members of the Company in accordance with the terms and nature of the Equity Shares/ Securities.

The Directors and Key Managerial Personnel of the Company and relatives thereof may be deemed to be concerned or interested in the passing of resolution to the extent of securities issued/ allotted to them or to the companies in which they are director or member. Save as aforesaid, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Accordingly, the Board recommends the Special Resolution set out at Item No. 10 for the approval of the Members.

Registered Office:

One Indiabulls Centre,
Tower 2A & 2B, 10th Floor,
Senapati Bapat Marg,
Lower Parel (West),
Mumbai 400 013.

Place : Mumbai

Date : May 04, 2018

By Order of the Board of Directors

Satish Gaikwad
Head – Legal, Compliance &
Company Secretary

NOTICE (CONTD.)

ANNEXURE TO NOTICE

ITEM NO: 3, 6 AND 7

ADDITIONAL INFORMATION OF DIRECTORS FOR APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER SECRETARIAL STANDARDS AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of the Directors	Mr. Narendra Ostawal <i>Non Executive Director</i>	Mr. Apul Nayyar <i>Executive Director</i>	Mr. Nihal Desai <i>Executive Director</i>
DIN	06530414	01738973	03288923
Date of Birth	November 13, 1977	August 07, 1972	February 22, 1968
Nationality	Indian	Indian	Indian
Date of First Appointment on the Board	January 06, 2015	April 04, 2016	April 04, 2016
Qualifications	Mr. Narendra Ostawal holds Chartered Accountancy degree from The Institute of Chartered Accountants of India and an MBA from Indian Institute of Management, Bangalore.	Mr. Apul Nayyar is a qualified Chartered Accountant. Mr. Nayyar has successfully concluded "Global Program for Management Development" (GPMD) from Ross School of Business Michigan, USA.	Mr. Nihal Desai is B.E. in Computer Science and Engineering from Karnataka University, Dharwad and also done MBA in Finance from M.S. University of Baroda, Gujarat.
Relationship with other Directors and Key Managerial Personnel	Mr. Narendra Ostawal is not related to any Directors, Key Managerial Personnel of the Company.	Mr. Apul Nayyar and Mr. Nihal Desai are not related to any Directors, Key Managerial Personnel of the Company.	
Terms and conditions of appointment or re-appointment	Mr. Narendra Ostawal retires by rotation at the ensuing AGM and being eligible, seeks re-appointment. The terms and conditions of Mr. Narendra Ostawal is in accordance with the provisions of Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, as may applicable.	Mr. Apul Nayyar and Mr. Nihal Desai were appointed as Executive Directors effective from April 04, 2016 for a term of two years on terms and conditions as approved by the shareholders of the Company at Annual General Meeting held on July 05, 2016 and in accordance with the provisions of Companies Act, 2013 read with Rules and applicable laws. The proposed resolutions is for the approval of their re-appointment for a second term of one year with effect from April 04, 2018 till April 03, 2019 as Executive Directors who shall act as a Whole Time Directors and 'Key Managerial Personnel' of the Company pursuant to applicable provisions of the Act and the Rules made thereunder and other applicable laws, as may applicable.	

Kindly refer to Report on Corporate Governance and Annexure 1 to Directors' Report forming part of Annual Report for the financial year ended March 31, 2018 for other details relating to brief Profile of Directors, Directorship in other Indian Companies, the number of Meetings of the Board attended during the year, other Directorships, Membership/ Chairmanship of Committees of other Boards, details of remuneration last drawn i.e. for Financial Year 2017-18, Shareholding in the Company, etc. as per the requirements of Secretarial Standards and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

NOTICE (CONTD.)

ANNEXURE TO NOTICE

ITEM NO: 5

ADDITIONAL INFORMATION OF MR. V. VAIDYANATHAN, CHAIRMAN & MANAGING DIRECTOR FOR REVISION OF REMUNERATION AS REQUIRED UNDER SECRETARIAL STANDARDS AND APPLICABLE LAWS

Name of the Director	Mr. V. Vaidyanathan <i>Chairman & Managing Director</i>
DIN	00082596
Date of Birth	January 02, 1968
Nationality	Indian
Date of First Appointment on the Board	August 10, 2010
Qualifications	Alumnus of Birla Institute of Technology and Harvard Business School
Relationship with other Directors and Key Managerial Personnel	Mr. V. Vaidyanathan is not related to any Directors, Key Managerial Personnel of the Company.

Kindly refer to Report on Corporate Governance and Annexure 1 to Directors' Report forming part of Annual Report for the financial year ended March 31, 2018 for other details relating to brief Profile of Directors, Directorship in other Indian Companies, the number of Meetings of the Board attended during the year, other Directorships, Membership/ Chairmanship of Committees of other Boards, details of remuneration last drawn i.e. for Financial Year 2017-18, Shareholding in the Company, etc. as per the requirements of Secretarial Standards and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Registered Office:

One Indiabulls Centre,
Tower 2A & 2B, 10th Floor,
Senapati Bapat Marg,
Lower Parel (West),
Mumbai 400 013.

By Order of the Board of Directors

Satish Gaikwad

Head – Legal, Compliance &
Company Secretary

Place : Mumbai

Date : May 04, 2018



CAPITAL FIRST LIMITED

CIN L29120MH2005PLC156795

REGISTERED OFFICE: One Indiabulls Centre, Tower 2A & 2B, 10th Floor, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013

T: +91 22 4042 3400; F: +91 22 4042 3401; Website: www.capitalfirst.com; Email: secretarial@capitalfirst.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:	Folio/Client ID No. DP ID No.

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

- Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him / her:
- Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him / her;
- Name : _____
Address : _____
E-mail Id : _____
Signature : _____

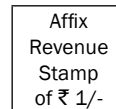
as my/our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Thirteenth Annual General Meeting of the Company, to be held on Wednesday, July 04, 2018 at 3:00 p.m. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018, and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sr. No.	Resolutions	Vote*	
		For	Against
	Ordinary Business		
1.	Adoption of Standalone and Consolidated Financial Statements for year ended March 31, 2018.		
2.	Declaration of Dividend.		
3.	Appointment of Mr. Narendra Ostawal (DIN 06530414) as a Director liable to retire by rotation.		
4.	Ratification of appointment of Statutory Auditors.		
	Special Business		
5.	Revision in remuneration of Mr. V. Vaidyanathan (DIN 00082596), Chairman & Managing Director, from April 01, 2018 and payment of performance bonus for the financial year 2017-18.		
6.	Re-appointment of Mr. Apul Nayyar (DIN 01738973) as Executive Director of the Company and payment of performance bonus for the financial year 2017-18.		
7.	Re-appointment of Mr. Nihal Desai (DIN 03288923) as Executive Director of the Company and payment of performance bonus for the financial year 2017-18.		
8.	Increase in Borrowing limits under Section 180 (1) (c) upto ₹ 40,000 Crore, over and above the aggregate, for the time being, of the paid-up capital and free reserves of the Company.		
9.	Issue of Non-Convertible Debentures in one or more tranches.		
10.	Raising of funds through issue of Securities.		

Signed this ___ day of _____, 2018.

Signature of Shareholder : _____

Signature of Proxy Holder (s) : _____



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

Notes:

- Proxy need not be a member of the Company.
- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the Annual General Meeting.



CAPITAL FIRST LIMITED

CIN L29120MH2005PLC156795

REGISTERED OFFICE: One Indiabulls Centre, Tower 2A & 2B, 10th Floor, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013
T: +91 22 4042 3400; F: +91 22 4042 3401; Website: www.capitalfirst.com; Email: secretarial@capitalfirst.com

ATTENDANCE SLIP

Sr. No.:

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 THIRTEENTH ANNUAL GENERAL MEETING of the Company, being held on Wednesday, July 04, 2018 at 03:00 p.m. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018.

2) Signature of the Shareholder/Proxy Present

--

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

4) Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

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

ELECTRONIC VOTING PARTICULARS

E Voting Event Number (EVEN)	User ID	Password

Note: Please read the instructions provided in Notice dated May 04, 2018 of the 13th Annual General Meeting. The Voting period starts from 09:30 a.m. on Saturday, June 30, 2018 and ends at 05:00 p.m. on Tuesday, July 03, 2018. The voting module shall be disabled by NSDL for voting thereafter.