

**Quarterly Compliance Report on Corporate Governance**

Name of the Company : **CAPITAL FIRST LIMITED**

Quarter Ending on : **DECEMBER 31, 2012**

Particular		Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I.</b>	<b>Board of Directors</b>	<b>49 I</b>		
	(A) Composition of Board	49(IA)	Yes	
	(B) Non-executive Directors' compensation & disclosures	49(IB)	Yes	
	(C) Other provisions as to Board and Committee	49(IC)	Yes	
	(D) Code of Conduct	49(ID)	Yes	
<b>II.</b>	<b>Audit Committee</b>	<b>49(II)</b>		
	(A) Qualified & Independent Audit Committee	49(IIA)	Yes	
	(B) Meeting of Audit Committee	49(IIB)	Yes	
	(C) Powers of Audit Committee	49(IIC)	Yes	
	(D) Role of Audit Committee	49(IID)	Yes	
	(E) Review of Information by Audit Committee	49(IIE)	Yes	
<b>III.</b>	<b>Subsidiary Companies</b>	<b>49(III)</b>	Yes	The Company has no 'material non-listed Subsidiary'.
<b>IV.</b>	<b>Disclosures</b>	<b>49(IV)</b>		
	(A) Basis of related party transaction	49(IV A)	Yes	
	(B) Disclosure of Accounting Treatment	49(IV B)	Yes	As and when Applicable



**Capital First Limited**

	(C)	Board Disclosures	49(IV C)	Yes	
	(D)	Proceeds from public issues, right issues, preferential issues etc.	49(IV D)	Yes	As and when Applicable
	(E)	Remuneration of Directors	49(IV E)	Yes	
	(F)	Management	49(IV F)	Yes	
	(G)	Shareholders	49(IV G)	Yes	
<b>V.</b>	<b>CEO/CFO Certification</b>		49(V)	Yes	
<b>VI.</b>	<b>Report on Corporate Governance</b>		49(VI)	Yes	
<b>VII.</b>	<b>Compliance</b>		49(VII)	Yes	

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



**Satish Gaikwad**  
Company Secretary

