



CAPITAL FIRST LIMITED

CIN No. 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 OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

To

The Members of Capital First Limited,

NOTICE is hereby given to the members of Capital First Limited (the “**Company**”) pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013, (the ‘**Act**’), if any, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 including any statutory modification or re-enactment thereof for the time being in force, the resolutions appended herein below are proposed to be passed by the members as a special resolutions by way of Postal Ballot including e-voting by giving their assent/dissent.

Your consideration and approval by Postal Ballot is sought for the resolutions annexed herewith. The explanatory statement under Section 102 of the Act setting out the material facts and reasons for the resolutions are also appended herewith and is being sent to you along with the ‘Postal Ballot Form’ for your consideration.

Mr. P. N. Parikh and/or Mr. Mitesh Dhaliwala of M/s. Parikh & Associates, Practicing Company Secretaries, has been appointed by the Board of Directors of your Company as the Scrutinizer to conduct the Postal Ballot process including e-voting in a fair and transparent manner. This Notice is being sent to all the Members whose name appears as on Friday, July 28, 2017 in the Register of Members / List of Beneficial Owners as received from Link Intime India Private Limited (“**Link Intime**”), the Registrar and Transfer Agent of the Company.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed in the attached self-addressed, postage pre-paid envelope so as to reach the Scrutinizer by no later than the close of working hours at 1700 hours India Standard Time on September 07, 2017. Postal Ballot Forms received after this date will be strictly treated as if the reply from the concerned Member has not been received. The postage will be borne and paid by the Company. It is, however, clarified that Members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to the Scrutinizer. All Members should be sure to allow sufficient time for the Postal Ballot Form to reach the Scrutinizer by no later than the close of working hours at 1700 hours India Standard Time on September 07, 2017.

The Scrutinizer will submit his report to the Chairman & Managing Director of the Company after completion of scrutiny of Postal Ballot Forms received. The result of the postal ballot will be announced on or before Friday, September 08, 2017 at 3:00 p.m. (IST) at the Registered Office of the Company. Simultaneously, the results of voting by Postal Ballot will be posted on the website of the Company at www.capitalfirst.com. The results will also be communicated to BSE Limited and the National Stock Exchange of India Limited where the Equity Shares of the Company are listed.

The last date specified by the Company for receipt of the duly completed Postal Ballot Forms or e-voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.

E-VOTING OPTION

In compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and provisions of Section 110 and other applicable provisions of the Act read with the Companies (Management and Administration), Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, including any statutory modification or re-enactment thereof for the time being in force, the Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company. For this purpose, the Company has availed the facility from National Securities Depository Limited (“**NSDL**”) for facilitating e-voting to enable the Members to cast their votes electronically, instead of filling and dispatching the Postal Ballot Form. Please read carefully the instructions regarding e-voting as mentioned in Notes to this Notice of Postal Ballot.

Please note that e-voting is optional. Members having shares in demat form and in physical form may vote either by way of Postal Ballot Form or by way of e-voting.

Members can opt for only one mode of voting i.e. either by physical Postal Ballot Form or through e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form(s) will be treated as invalid.

SPECIAL BUSINESS:

1. **To increase the shareholding limit for Registered Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) upto an aggregate limit of 50% of the paid-up equity share capital of the Company.**

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

“RESOLVED THAT pursuant to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 including Schedule 2 (regarding purchase/sale of shares or convertible debentures or warrants of an Indian Company by a registered Foreign Institutional Investors (FIIs) under Portfolio Investment Scheme) and Schedule 2A (regarding purchase/sale of shares or convertible debentures or warrants of an Indian Company by a registered Foreign Portfolio Investors (FPIs) under Foreign Portfolio Investment Scheme) thereof and any other applicable provisions, Acts, Laws, Rules, Regulations, Circulars, Directions, Notifications, Press Notes and Guidelines under FEMA, Reserve Bank of India (“RBI”), Securities and Exchange Board of India (“SEBI”) (including any statutory modifications or re-enactment thereof for the time being in force), the provisions of Memorandum and Articles of Association of the Company, and subject to all applicable approvals, permissions and sanctions as may be prescribed by any of the concerned authorities of the Government of India, RBI, SEBI, or any other regulatory authority/institutions, as may be necessary, whether in India or abroad, and also subject to such policies, notifications, clarifications, regulatory framework of the government as may be in force from time to time; while granting such approvals, permissions, sanctions, consent of the members of the Company be and is hereby accorded to permit registered FPIs (inter-alia including FIIs and Qualified Foreign Investors (QFIs)) to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts to make investment in the equity shares of the Company upto an aggregate limit not exceeding 50% (Fifty Percent) of the paid-up equity share capital of the Company, provided, however, that the shareholding of each FII/ FPI/QFI in its own account and on behalf of each of their sub accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable Acts, Laws, Rules and Regulations (including any statutory modifications or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee to which the Board may have delegated all or any of its powers) be and is hereby authorized to take all such actions/steps as may be necessary, desirable or expedient, including, if required, to accept such conditions and modifications, stipulated by any relevant authorities, as the Board may consider necessary and to resolve and settle all questions and difficulties that may arise and to do all acts, deeds, matters and things which are incidental and consequential, as the Board may at its absolute discretion deem necessary or desirable for such purposes and to execute such documents or writings as the Board may consider necessary or proper or incidental to give effect to this resolution.”

2. **To approve re-appointment of Dr. (Mrs.) Brinda Jagirdar (DIN 06979864) as Non-Executive Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 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) read with Schedule IV to the Companies Act, 2013 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, Dr. (Mrs.) Brinda Jagirdar (DIN: 06979864) who was appointed as a Non - Executive Independent Director for a term till September 23, 2017 by the shareholders, being eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of Companies Act, 2013, proposing her candidature for the office of Director of the Company, be and is hereby re-appointed as a Non - Executive Independent Director of the Company to hold office for a term of five consecutive years effective from September 24, 2017 till September 23, 2022 and that she shall not be liable to retire by rotation.”

By Order of the Board of Directors

Registered Office:

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

Satish Gaiwad
Head – Legal, Compliance &
Company Secretary

Place : Mumbai

Date : August 02, 2017

Encl: 1. Postal Ballot Form

2. Postage – Prepaid Envelope

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, in respect of the businesses set out above is annexed hereto.
2. The notice is being sent to all the Members by the prescribed mode whose names appear in the Register of Members / List of Beneficial Owners as received from Link Intime on July 28, 2017.
3. The Board of Directors has appointed Mr. P. N. Parikh (Membership No. F327) and/or Mr. Mitesh Dhaliwala (Membership No. F8331) of M/s. Parikh & Associates, Practicing Company Secretaries, as Scrutinizer for conducting Postal Ballot and e-voting process in a fair and transparent manner. The Postal ballot form and the self-addressed business reply envelope are enclosed for use of the Members.
4. Each Member's voting rights shall be in proportion to his/her share of the paid up equity share capital of the Company as on July 28, 2017 i.e. ("cut-off date") which will only be considered for voting.
5. Voting Period commences on Wednesday, August 09, 2017 and ends on Thursday, September 07, 2017 for the Members exercising their Voting either by Postal Ballot Form or through E-voting.
6. Members have option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's Website www.capitalfirst.com or alternatively contact Company Secretary of the Company for the said Physical Postal Ballot.
7. **Kindly note that the shareholders can opt for only one mode of voting i.e. either by Physical postal ballot or e-voting. If you are opting for e-voting, then do not vote in physical postal ballot also and vice versa. However in case shareholders cast their vote by both physical postal ballot and e-voting, then e-voting shall prevail and voting done through physical postal ballot shall be treated as invalid.**
8. The results of the Postal Ballot will be announced on Friday, September 08, 2017 at 03:00 p.m. at the Registered Office of the Company.
9. The results of the Postal Ballot will be displayed at the Registered Office of the Company, Company's website at www.capitalfirst.com and will also be communicated to the Stock Exchanges where the Company's shares are listed.
10. Please refer the "instructions" appearing in the Postal Ballot Form, which is enclosed along with this Postal Ballot Notice, in case of voting through Physical Postal Ballot Form and return the Form duly completed with the Assent (For) OR Dissent (Against) in the attached Business Reply Envelope so as to reach the Scrutinizer on or before Thursday, September 07, 2017 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. Hence, the Members are requested to send the duly completed Postal Ballot Form well before Thursday, September 07, 2017, being last date of receipt of Postal Ballot Form by scrutinizer, providing sufficient time for postal transit.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:30 a.m. to 5:00 p.m.) on all working days except Saturdays and Sundays (including Public Holidays).
12. Voting through electronic means:
 1. In compliance with provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Rule 20 and Rule 22 of the Companies (Management and Administration) Rules 2014, as amended up to date & Secretarial Standard-2 issued by Institute of Company Secretaries of India on General Meetings ("SS-2"), the Company is also offering e-voting facility to enable members to cast their votes electronically. National Securities Depository Limited (NSDL) will be facilitating e-voting to enable the Members to cast their votes electronically. E-voting is optional.

The instructions for e-voting are as under:

(a) **In case of Shareholders' receiving e-mail from NSDL**

- (i) Open e-mail and open PDF file viz; "[capitalfirst.pdf](#)" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "[capitalfirst.pdf](#)".
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put your user ID and password & Click - Login.

- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Capital First Limited
 - (viii) Now you are ready for e-Voting as Cast Vote page opens
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail capitalfirst.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in
- (c) **In case of Shareholders' receiving Postal Ballot Form by Post:**
- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.
- | EVEN
(E Voting Event Number) | USER ID | PASSWORD / PIN |
|---------------------------------|---------|----------------|
| | | |
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- In case of any queries/grievances on voting, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads section of www.evoting.nsdl.com or contact NSDL at the toll free No.: 1800-222-990 or through email at evoting@nsdl.co.in or Company Secretary at registered office of the Company or through telephone at 022-4042 3400 or through email at secretarial@capitalfirst.com.
- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
- In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- (e) Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

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

ITEM NO.1

In accordance with the provisions of the Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or issue of security by a person resident outside India) Regulations, 2000, the ceiling limit for investments by Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPIs), Qualified Foreign Investors (QFIs), under the Portfolio Investment Scheme has been prescribed at 24% which can be raised to sectoral cap / statutory ceiling through a Board resolution followed by a special resolution to that effect by its General Body and subject to prior intimation to the Reserve Bank of India.

The present percentage holding of these institutional investors has already crossed the prescribed limit of 24% of the paid up capital and the same has shown an increasing trend.

The Board of Directors had by a resolution passed on August 02, 2017 approved the proposal to seek approval of the shareholders to enhance the ceiling limit on total holdings of FPI / SEBI approved sub-accounts of FIIs, FPIs, QFIs and other eligible Investors under the Portfolio Investment Scheme to 50% of the paid-up equity capital of the Company, considering the interest of the registered FPIs / FIIs in the shares of the Company, subject to such statutory/regulatory approvals as may be necessary.

Therefore, approval of the members is, being sought by voting through Postal Ballot for the purpose as aforesaid.

The Board of Directors recommends passing of the Special Resolution set out at Item no. 1 of the accompanying Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their respective shareholding in the Company, if any.

ITEM NO. 2

Dr. (Mrs.) Brinda Jagirdar (DIN: 06979864) was appointed as Non-Executive Independent Director on the Board of Directors (Board) for a term of three years effective from September 24, 2014 till September 23, 2017 as per the requirements of Companies Act 2013 read with Rules thereunder ("Act"), read with Schedule IV 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 Company has received notice in writing from members along with the deposit of requisite amount as required under Section 160 of the Act proposing the candidature of Dr. (Mrs.) Brinda Jagirdar (DIN: 06979864) as Independent Director of the Company. The performance evaluation of Dr. (Mrs.) Brinda Jagirdar was found to be satisfactory pursuant to which her reappointment is proposed. The Nomination & Remuneration Committee has recommended and the Board has approved the reappointment of Dr. (Mrs.) Brinda Jagirdar as Non - Executive Independent Director for a period of five consecutive years effective from September 24, 2017 till September 23, 2022, subject to the approval of Members.

Dr. (Mrs.) Brinda Jagirdar have given the declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, she fulfills the conditions specified in the Act and the rules framed thereunder for re-appointment as an Independent Director and she is Independent of the management.

In compliance with the provisions of applicable provisions of the Act read with Schedule IV 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 law, the appointment of Dr. (Mrs.) Brinda Jagirdar as Non-Executive Independent Director is now being placed before the Members for their approval.

All the relevant documents with respect to the re-appointment of Dr. (Mrs.) Brinda Jagirdar as Non-Executive Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company between 10:00 am to 1:00 p.m. on all working days (Monday to Friday) except Saturdays, Sundays and holidays up to the date of declaration of the result of Postal Ballot i.e. September 08, 2017.

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

The Board recommends the Special Resolution set out at Item no. 2 for your approval.

Except Dr. (Mrs.) Brinda Jagirdar, being appointee in the respective resolution, none of the Directors nor Key Managerial Personnel or relatives thereof are in any way, concerned or interested, financially or otherwise, in the above resolution.

By Order of the Board of Directors

Registered Office:

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

Satish Gaikwad
Head – Legal, Compliance &
Company Secretary

Place : Mumbai

Date : August 02, 2017

ANNEXURE TO NOTICE

ITEM NO: 2

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

Name of the Director	Dr. (Mrs.) Brinda Jagirdar
DIN	06979864
Date of Birth	March 01, 1953
Nationality	Indian
Date of First Appointment on the Board	September 24, 2014
Nature of Expertise in specific functional areas, Qualifications and Experience	<p>Dr. (Mrs.) Brinda Jagirdar, aged 64 years, is the former Chief Economist of State Bank of India. She is an independent consulting Economist with specialisation in areas relating to the Indian economy, both at a macro level as well at a micro level, keeps a close watch on policy announcements and is a recognized voice in economic circles in India.</p> <p>She is a Ph.D in Economics, University of Mumbai, M.S. in Economics from the University of California, M.A. in Economics from Gokhale Institute, Pune and B.A. in Economics from Fergusson College, Pune.</p> <p>She has over 36 years of experience in banking industry.</p>
Relationship with other Directors and Key Managerial Personnels	Dr. (Mrs.) Brinda Jagirdar is not related to any Directors, Key Managerial Personnels of the Company.
Terms and conditions of appointment or re-appointment	<p>Dr. (Mrs.) Brinda Jagirdar is proposed to be re-appointed for a term of five years with effect from September 24, 2017 till September 23, 2022, not liable to retire by rotation during the said tenure and being a Non-Executive Independent Director shall be entitled to Sitting Fees and Commission.</p> <p>The terms and conditions of Dr. (Mrs.) Brinda Jagirdar 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.</p>
Shareholding in the Company	Dr. (Mrs.) Brinda Jagirdar does not hold any shares in the Company
Remuneration Details	Dr. (Mrs.) Brinda Jagirdar has been paid Rs. 2,30,000/- sitting fees from April 01, 2017 till date and also paid commission of Rs. 20,00,000/- for the financial year 2016-17.

Name of the Director	Attendance Particulars	
	No. of Board Meetings held during FY 2017-18 (till date)	No. Board Meetings attended by the Director during FY 2017-18 (till date)
Dr. (Mrs.) Brinda Jagirdar	03	03

The details of the Directorship and/or Membership / Chairmanship of Committees of the Board held by Dr. (Mrs.) Brinda Jagirdar (except Private Companies, Non-Profit Companies and Foreign Companies) as on date are as follows:

Sr. No.	Name of the Company	Committee positions held	
		Audit Committee	Stakeholders Relationship Committee
1.	Capital First Limited	–	C
2.	Rane Engine Valve Limited	–	–
3.	Capital First Home Finance Limited	M	–
4.	Continental Warehousing Corporation (Nhava Sheva) Limited	–	M

@ The Chairperson of the Committee is also counted as member of the Committee. For the purpose of computation of Committee membership, only membership of Audit Committee and Stakeholders Relationship Committee are considered.

By Order of the Board of Directors

Registered Office:

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

Satish Gaiwad
Head – Legal, Compliance &
Company Secretary

Place : Mumbai

Date : August 02, 2017

**CAPITAL FIRST LIMITED**

CIN: L29120MH2005PLC156795

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

Pursuant to Section 110 of the Companies Act, 2013

Sr. No. :

1. Name and Registered address :
of the sole/first named
Member

2. Name(s) of Joint holder(s), if :
any (in block letters)

3. Registered Folio No./DP ID :
No.*/ Client ID No.*
(*applicable only to Members
holding Shares in
dematerialized form)

4. Number of Equity Share(s) held :

I/We hereby exercise my/our vote in respect of the special resolutions to be passed through Postal Ballot in respect of businesses stated in the Postal Ballot Notice dated August 02, 2017 by sending my/our assent or dissent to the said resolutions by placing the tick (v) mark at the appropriate box below:-

Item No.	Brief particulars of the Resolutions proposed	Type of Resolution	No. of Shares	Please (v) in the appropriate box below	
				I/We assent to the resolution ('FOR')	I/We dissent to the resolution ('AGAINST')
1.	To increase the shareholding limit for Registered Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) upto an aggregate limit of 50% of the paid-up equity share capital of the Company.	Special			
2.	To approve reappointment of Dr. (Mrs.) Brinda Jagirdar (DIN 06979864) as Non-Executive Independent Director of the Company.	Special			

Place: - Mumbai

Date:-

Signature of the Member or the Authorised Representative
(as per instructions)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password/PIN
106687		

Note: Please read the notes/instructions printed on the Postal Ballot Notice/Form carefully before exercising your vote.

INSTRUCTIONS

Member(s) can opt for only one mode of voting i.e. either by Physical Ballot or e-voting. In case, if you are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent other than by regular post at the expenses of the registered member will also be accepted.
2. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Board of the Directors of the Company which has been authorized in this regard.
3. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member Unsigned, incomplete, incorrect Forms will be rejected.
4. Members may not use all their votes and may not cast all their votes in the same way.
5. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the 5.00 p.m. on Thursday, September 07, 2017. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received.
6. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item no. 5 above.
7. In case the Form is signed by an Authorized representative of a Body Corporate, Trust, Societies or any other entity, a certified true copy of the Board Resolution or a specific authorization of such other entity as the case may be, giving requisite authority to the person voting on the Postal Ballot Form should accompany the Postal Ballot Form.
8. In case the Form is signed for or on behalf of the Government, the nomination of the concerned government in favour of such signatory should be enclosed with the Form.
9. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
10. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the Column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
11. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members on the cut-off date i.e. Friday, July 28, 2017.
12. There shall be one postal ballot for every Folio/DP ID & Client ID irrespective of the number of joint holders and proxy shall not be exercised for Postal Ballot.
13. Members are requested not to send any other paper along with the Form in the enclosed self-addressed envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
15. The results of the Postal Ballot will be declared at the Registered Office of the Company and the same will also be placed on the Company's website i.e. www.capitalfirst.com. The results will thereafter be published in newspaper(s), for the information of members.

PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING

1. In compliance with provisions of Section 110 and other applicable provisions of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 including any statutory modification or re-enactment thereof for the time being in force, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A) In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:-
 - i) Open email and open PDF file viz; "[capitalfirst.pdf](#)" with your Client id (in case shares are held in demat mode) and Folio No. (in case you are holding shares in physical mode) as default password. The said PDF file contains your "User Id" and "Password/PIN" for e-voting. Please note that the password is an initial password.
 - ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii) Click on Shareholder – Login
 - iv) Put User ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v) On the first login, you need to change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. In case you have earlier logged in at www.evoting.nsdl.com for exercising your votes in respect of postal ballot of any other company and have already changed your password, please use the changed password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - vii) Select "EVEN" of Capital First Limited.
 - viii) Now you are ready for e-voting as Cast Vote page opens.
 - ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email to capitalfirst.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
- B) In case a Member receives physical copy of the Postal Ballot Notice [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - i) Initial password is provided at the bottom of Postal Ballot form.
 - ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.
- C) If you are already registered with NSDL for e-voting then you can use your existing User ID and password for Login to cast your vote.
- D) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the "Downloads" section of www.evoting.nsdl.com.
- E) The e-voting period commences on Wednesday, August 09, 2017 (9:30 a.m.) and ends on Thursday, September 07, 2017 (5:00 p.m.). The e-voting module shall be disabled by NSDL for voting thereafter.