

**Format of Quarterly Compliance Report on Corporate Governance**

Name of the Company: **CAPITAL FIRST LIMITED**  
 Quarter ending on: **March 31, 2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	<b>49 (II)</b>		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' Compensation & Disclosures	49 (IIC)	Yes	
(D) Other Provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	Refer Note 1
(F) Whistle Blower Policy	49 (IIF)	Yes	Refer Note 1
<b>III. Audit Committee</b>	<b>49 (III)</b>		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	<b>49 (IV)</b>	Yes	
<b>V. Subsidiary Companies</b>	<b>49 (V)</b>	Yes	The Company has no 'material Non Listed Subsidiaries'.



**Capital First Limited**

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<b>VI. Risk Management</b>	<b>49 (VI)</b>	Yes	
<b>VII. Related Party Transactions</b>	<b>49 (VII)</b>	Yes	There were no material Related Party Transactions in this quarter.
<b>VIII. Disclosures</b>	<b>49 (VIII)</b>		
(A) Related party transactions	49 (VIII A)	Yes	There were no material Related Party Transactions in this quarter.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Refer Note 1
(C) Remuneration of Directors	49 (VIII C)	Yes	Refer Note 1
(D) Management	49 (VIII D)	Yes	Refer Note 1
(E) Shareholders	49 (VIII E)	Yes	Refer Note 1
(F) Proceeds from public issues, rights	49 (VIII F)	Yes	As and when Applicable
<b>IX. CEO/CFO Certification</b>	<b>49 (IX)</b>	Yes	Refer Note 1
<b>X. Report on Corporate Governance</b>	<b>49 (X)</b>	Yes	Refer Note 1
<b>XI. Compliance</b>	<b>49 (XI)</b>	Yes	Refer Note 1

Note: The Annual Report disclosure requirements shall be complied in the Annual Report for F. Y. 2014-15

For Capital First Limited




**Satish Gaikwad**

*Head – Legal, Compliance & Company Secretary*