

REPORT ON CORPORATE GOVERNANCE

Name of the Listed Entity: CAPITAL FIRST LIMITED  
 Scrip Code : 532938  
 Quarter Ending: December 31, 2017

I. COMPOSITION OF BOARD OF DIRECTORS									
Title (Mr./Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
Mr.	Vaidyanathan Vembu	AAIPV5796J 00082596	Chairperson & Executive Director	10/08/2015	NA	2	1	0	
Mr.	Vishal Kashyap Mahadevia	AADPM9486F 01035771	Non-Executive Director	28/09/2012	NA	2	4	0	
Mr.	Naresh Chand Singhal	AAGPS6961E 00004916	Non Executive & Independent Director	01/04/2017	5 Years	1	3	0	
Mr.	Hemang Harish Raja	AAAPR7214H 00040769	Non Executive & Independent Director	01/04/2017	5 Years	2	2	0	
Mr.	M. S. Sundara Rajan	AAFPM4934N 00169775	Non Executive & Independent Director	01/04/2017	5 Years	3	9	1	



Ms.	Brinda Jagirdar	AAAP12531P 06979864	Non Executive & Independent Director	24/09/2017	5 Years	3	4	1
Mr.	^Dinesh Kanabar	AAGPK7575A 00003252	Non Executive & Independent Director	06/01/2015	3 Years	1	2	1
Mr.	Narendra Ostawal	AADPO9336J 06530414	Non Executive Director	06/01/2015	NA	2	2	1
Mr.	Nihal Desai	ABVPD5064D 03288923	Executive Director	04/04/2016	2 Years	2	0	0
Mr.	Apul Nayyar	ABDPN2937K 01738973	Executive Director	04/04/2016	2 Years	2	1	0

^ Mr. Dinesh Kanabar has been re-appointed as Non-Executive Independent Director for a term of five years with effect from January 06, 2018 till January 05, 2023 by the Board of Directors at their meeting held on October 31, 2017 subject to the approval of members.

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

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

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






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

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



III. MEETING OF BOARD OF DIRECTORS			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive days)</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
July 05, 2017 August 02, 2017	October 31, 2017 December 18, 2017	27 days 89 days 47 days	
IV. MEETING OF COMMITTEES			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
<u>Audit Committee</u> October 31, 2017	Yes	July 05, 2017 August 02, 2017	27 days 89 days
<u>Stakeholders Relationship Committee</u> October 31, 2017	Yes	August 02, 2017	89 days
<u>Nomination and Remuneration Committee</u> October 31, 2017 December 18, 2017	Yes Yes	August 02, 2017 September 13, 2017	41 days 47 days 47 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. RELATED PARTY TRANSACTIONS			
<i>Subject</i>	<i>Compliance status (Yes/ No/ NA) refer note below</i>		
Whether prior approval of audit committee obtained	N.A.		
Whether shareholder approval obtained for material RPT	N.A.		



Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.
<p><b>Note</b></p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	
<p><b>VI. Affirmations</b></p>	
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015             <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration committee</li> <li>c. Stakeholders relationship committee</li> <li>d. Risk management committee (applicable to the top 100 listed entities)</li> </ol> </li> <li>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.</li> </ol>	
<p>For Capital First Limited</p>  <p>Satish Gaikwad Head – Legal, Compliance &amp; Company Secretary</p>	
<p><b>Note:</b> Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.</p>	