

# CAPITAL FIRST LIMITED

CIN: L29120MH2005PLC156795

**REGISTERED OFFICE:** Indiabulls Finance Centre, Tower-2, 15<sup>th</sup> Floor, Senapati Bapat Marg,  
Elphinstone (West), Mumbai - 400 013.

T: +91 22 4042 3400, F: +91 22 4042 3401; Website: [www.capfirst.com](http://www.capfirst.com); Email: [secretarial@capfirst.com](mailto:secretarial@capfirst.com).

## NOTICE

**NOTICE** is hereby given that the Tenth Annual General Meeting of the Members of CAPITAL FIRST LIMITED will be held at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018, on Monday, July 20, 2015, at 3:00 p.m. to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend of ₹ 2.20/- per Equity Share of the Company for the Financial Year ended March 31, 2015.
3. To appoint a Director in place of Mr. Vishal Mahadevia (DIN 01035771), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, having ICAI firm registration no. 301003E, as approved by members at the Ninth Annual General Meeting as Statutory Auditors of the Company to hold office until the conclusion of Twelfth Annual General meeting and to authorise the Board to fix their remuneration.

### SPECIAL BUSINESS:

5. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr.(Mrs.) Brinda Jagirdar (DIN 06979864) who was appointed as an Additional Director of the Company with effect from September 24, 2014, by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years for a term up to September 23, 2017, not liable to retire by rotation."

6. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions 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 IV to the Companies Act, 2013, Mr. Dinesh Kanabar (DIN 00003252), who was appointed as an Additional Director of the Company with effect from January 06, 2015, by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years for a term up to January 05, 2018, not liable to retire by rotation."

7. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** Mr. Narendra Ostawal (DIN 06530414), who was appointed as an Additional Director of the Company with effect from January 06, 2015 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation."

8. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 13 and 61, and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Authorized Share Capital of the Company be and is hereby reclassified from ₹ 113,00,00,000/- (Rupees One Hundred and Thirteen Crore) comprising of 10,30,00,000 (Ten Crore Thirty Lac) Equity Shares of ₹ 10/- (Rupees Ten) each and 1,00,00,000 (One Crore) Compulsorily Convertible

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Preference Shares of ₹ 10/- (Rupees Ten) each to ₹ 113,00,00,000/- (Rupees One Hundred and Thirteen Crore) comprising of 11,30,00,000 (Eleven Crore Thirty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten).

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V (a) thereof by the following new 'Clause V (a)':

### V. SHARE CAPITAL

(a) The Authorised Share Capital of the Company shall be ₹ 113,00,00,000/- (Rupees One Hundred and Thirteen Crore) divided into 11,30,00,000 (Eleven Crore Thirty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten) each, with the power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, 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) be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

9. To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) ("the Act"), as amended from time to time, applicable provisions of Listing Agreement entered into by the Company with the Stock Exchanges where the

shares of the Company are listed, the relevant provisions of the Memorandum of Association and Articles of Association of the Company, and all other applicable laws, rules, regulations for the time being in force, a sum by way of the commission, not exceeding 1% (one percent) per annum of the net profits of the Company or 1% (one percent) of the consolidated net profits of the Company, calculated in accordance with the provisions of Section 198 of the Act, whichever is lower, be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof, including the Nomination and Remuneration Committee, for the time being exercising the powers conferred on the Board of Directors by this resolution) and such payments shall be made in respect of the profits of the Company for each of the financial year commencing from Financial Year 2015-16 for a period of five years.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents, deeds, writings, papers as may be required and to do all such acts, deeds, matters and things, as may in its absolute deem necessary, expedient, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

10. 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 statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and in partial modification of the relevant resolution passed at the Extra Ordinary General Meeting held on August 27, 2010 and Annual General Meeting of the Company held on August 22, 2013, consent of the Members be and is hereby accorded to the revision in the remuneration of Mr. V. Vaidyanathan, Chairman and Managing Director of the Company (DIN 00082596) as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the notice, for the period with effect from April 01, 2015 upto August 09, 2015 and more particularly set out in the draft 'Addendum to

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CMD Agreement' to be entered into between the Company and Mr. V. Vaidyanathan.

**RESOLVED FURTHER THAT** except for the aforesaid revision in salary, all other terms and conditions of his appointment as the Chairman and Managing Director of the Company, as approved by the resolution passed at the Extra Ordinary General Meeting held on August 27, 2010 and Annual General Meeting of the Company held on August 22, 2013, 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, 2015 upto August 09, 2015, the remuneration payable to Mr. V. Vaidyanathan shall be as mentioned in the Explanatory Statement attached hereto and more particularly set out in the draft 'Addendum to CMD Agreement', subject to the necessary approvals as may be required in this regard.

**RESOLVED FURTHER THAT** 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) 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."

11. To consider and, if thought fit to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (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 Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. V. Vaidyanathan as Chairman and Managing Director of the Company (DIN: 00082596) for a period of five years with effect from August 10, 2015 on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and as set out in the Explanatory Statement annexed to the notice

and more particularly set out in the draft 'CMD Agreement 2015' to be entered into between the Company and Mr. V. Vaidyanathan.

**RESOLVED FURTHER THAT** notwithstanding to the above, in the event of any loss or inadequacy of profits in any financial year during the aforesaid period w.e.f. August 10, 2015 upto August 09, 2020, the remuneration payable to Mr. V. Vaidyanathan shall be as mentioned in the Explanatory Statement attached hereto and more particularly set out in the draft 'CMD Agreement 2015', subject to the approvals as may be required in this regard.

**RESOLVED FURTHER THAT** 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) be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. V. Vaidyanathan (DIN 00082596), Chairman and Managing Director and to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard 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."

12. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in supersession of all the earlier resolutions passed by the Members of the Company in this regard and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) ("the Act") and the provisions of the Memorandum of Association and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors to borrow any sum or sums of monies, from time to time, in any form including but not limited to bank/Institutional loans, inter corporate deposit(s), credit facilities, debentures (redeemable,

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non-convertible, structured or unstructured), other non-convertible instruments, sub-debt, 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) a sum equivalent to ₹ 15,000 Crore (Rupees Fifteen 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 (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) 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, 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."

13. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** 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), statutory modification(s) or re-enactment thereof) and read with relevant circulars/ notifications issued by the Ministry of Corporate Affairs from time to time and pursuant to the provisions of Securities & Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time and other applicable Securities & Exchange

Board of India Regulations and Guidelines and subject to such other applicable laws, rules and regulations and guidelines 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 etc. on private placement basis, in one or more series or tranches, in such classes and with such rights or terms as may be considered necessary, during a period of one year 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 to whom NCD's are to be issued, time, 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.

**By Order of the Board of Directors**

**Satish Gaikwad**

Head – Legal, Compliance &  
Company Secretary

Place : Mumbai

Date : May 13, 2015

### NOTES:

- a) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business set out in the Notice, wherever applicable, is annexed hereto.
- b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND**

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**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 Meeting are requested to send a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the Annual General Meeting.
- e) Documents including draft CMD Agreements referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during normal business hours (9:30 am to 6:00 pm) on all working days except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting.
- f) The Register of Members and Share Transfer Books of the Company will remain closed on Tuesday, July 14, 2015 for determining the names of the Members eligible for dividend on Equity Shares, if declared at the Annual General Meeting.
- g) The dividend on Equity Shares, if declared at the Annual General Meeting, will be paid on or after Tuesday, July 21, 2015, to those Members, holding shares in physical form, whose names shall appear on the Company's Register of Members on close of business hours on Monday, July 13, 2015; in respect of the shares held in dematerialized form, the dividend will be paid to the Members whose names are furnished by the National Securities Depository Limited and the Central Depository Services (India) Limited as the beneficial owners as at the close of business hours on Monday, July 13, 2015. In terms of the directives of Securities and Exchange Board of India, shares issued by the Company should rank *pari-passu* in all respects, including dividend entitlement.
- h) Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Transfer Agent of the Company, viz., Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai – 400 078, quoting their Folio Number(s).
- i) The Company will disburse the dividend *vide* ECS/NECS to those share holders whose requisite particulars are available and to other share holders *vide* dividend warrants. The intimation of dividend payout/dispatch will be sent within the statutory period.
- j) Members/Proxies are requested to bring the Attendance Slip(s) duly filled in.
- k) 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.
- l) 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.
- m) Electronic copy of the Annual Report for 2015 along with Notice of the 10<sup>th</sup> 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 Email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015 along with Notice of the 10<sup>th</sup> 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.
- n) Pursuant to the requirements of Corporate Governance under Clause 49 of Listing Agreement entered into with the Stock Exchange(s), the brief resumes of all the Directors proposed to be re-appointed, nature of their expertise in specific functional areas, 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.
- o) Members may also note that the Notice of the 10<sup>th</sup> Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website [www.capfirst.com](http://www.capfirst.com) for download. The physical copies of



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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.

- p) 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 Registrars and Transfer Agents, Link In Time Private Limited ("Link In Time") 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.
- q) 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 accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Link In time.
- r) 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.
- 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 Clause 35B of the Listing Agreement, the Company is pleased to provide members 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 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 through ballot paper.
  - 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 July 16, 2015 (9:30 am) and ends on July 19, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 13, 2015, 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:
    - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
      - (i) Open email 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/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) Password change menu appears. Change the password/PIN 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 remote 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

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- (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 to [capitalfirst.scrutinizer@gmail.com](mailto:capitalfirst.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- B. In case a Member receives physical copy of the Notice of AGM:

- i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (E Voting Event Number)	USER ID	PASSWORD/ PIN
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- ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990
- VII. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/ PIN for casting your vote.
- VIII. 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).
- IX. 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 July 13, 2015.
- X. 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. July 13, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- XI. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. P.N. Parikh and/or Mr. Mitesh Dhabliwala of M/s Parikh & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process and votes cast through Ballot Paper at the AGM in a fair and transparent manner.
- XIII. 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 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.
- XIV. 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 three days of the 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.capfirst.com](http://www.capfirst.com) and on the website of NSDL [www.evoting.nsdl.com/](http://www.evoting.nsdl.com/) immediately after the declaration of result 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.

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

### ITEM NO. 5:

Dr. (Mrs.) Brinda Jagirdar (DIN 06979864), aged 62 is a Non Executive Independent Director of the Company. She was appointed as an Additional Director of the Company with effect from September 24, 2014. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (hereinafter referred to as 'the Act'), Dr. (Mrs.) Brinda Jagirdar will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Act, from a member, along with a deposit of a requisite amount, proposing the candidature of Dr. (Mrs.) Brinda Jagirdar for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

The Company has received from Dr. (Mrs.) Brinda Jagirdar consent in writing to act as a Director, a declaration that she is not disqualified to act as a Director under Section 164 of the Act and also declaration to the effect that she meets the criteria of Independence as prescribed both under Sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Dr. (Mrs.) Brinda Jagirdar is the Chairperson of Stakeholders Relationship Committee and Member of Corporate Social Responsibility Committee of the Board of Directors of the Company.

Dr. (Mrs.) Brinda Jagirdar is an independent consulting economist with specialization in areas relating to the Indian economy and financial intermediation. She is an Independent Director and member of the Directors' Forum of the FICCI Centre for Corporate Governance. She is Visiting Faculty, National Institute of Bank Management, Pune and member of the Research Advisory Committee of the Indian Institute of Banking and Finance. She retired as General Manager and Chief Economist, State Bank of India, based at its Corporate Office in Mumbai.

As part of the Bank's senior Management team, Dr. Jagirdar's work at SBI involved tracking developments in the Indian and global economy and analysing implications for policy, participating in the Bank's Asset Liability Committee and Central Management Committee meetings, conducting research studies on relevant issues including financial inclusion, macroeconomic developments, banking sector reforms.

Dr.(Mrs.) Brinda Jagirdar was associated with the Raghuram Rajan Committee on Financial Sector Reforms in India, was a member of the Planning Commission's Sub Group on Household Sector Savings for the 12<sup>th</sup> Five Year Plan and member of the Ministry of Finance Group on Deepening India's Household Financial Savings.

She was member of Banking, Finance & Economics Committee of the Bombay Chamber of Commerce, member of the Monetary Policy Group of Indian Banks' Association and editorial committee member of the journal of the Indian Banks' Association.

She has a brilliant academic record, with a Ph.D. in Economics from the Department of Economics, University of Mumbai, M.S. in Economics from the University of California at Davis, USA, MA in Economics from Gokhale Institute of Politics and Economics, Pune and BA in Economics from Fergusson College, Pune. She has attended an Executive Programme at the Kennedy School of Government, Harvard University, USA and a leadership programme at IIM Lucknow.

She has participated and presented papers at several seminars and conferences in India and abroad. She is regularly invited to make presentations and speak on topics relating to economy and banking. She is frequently invited to be a panelist on TV business channels and contributes columns in business newspapers and journals.

The details of the Directorship and/or Membership/ Chairmanship of Committees of the Board of Dr. (Mrs.) Brinda Jagirdar (except private companies, Non Profit companies and foreign companies) as on March 31, 2015 are as follows:

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

M - Member of the Committee

Dr. (Mrs.) Brinda Jagirdar does not hold any shares in the Company.

This resolution seeks the approval of members for the appointment of Dr. (Mrs.) Brinda Jagirdar as an Independent Director of the Company for a period up to September 23, 2017 pursuant to Section 149 and other applicable provisions of the Act and the Rules made thereunder. She will not be liable to retire by rotation. In the opinion of the Board, Dr. (Mrs.) Brinda Jagirdar, the Independent Director proposed to be appointed, fulfills the conditions specified in the Act and the Rules made thereunder and she is independent of the Management and possesses appropriate skill, experience and knowledge.



# NOTICE (CONTD.)

Except Dr. (Mrs.) Brinda Jagirdar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

## ITEM NO. 6:

Mr. Dinesh Kanabar (DIN 00003252), aged 56, is a Non Executive Independent Director of the Company. He was appointed as an Additional Director of the Company with effect from January 06, 2015. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (hereinafter referred to as 'the Act'), Mr. Dinesh Kanabar will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Act, from a member, along with a deposit of requisite amount, proposing the candidature of Mr. Dinesh Kanabar for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

The Company has received from Mr. Dinesh Kanabar consent in writing to act as a Director, a declaration that he is not disqualified to act as a Director under Section 164 of the Act and also declaration to the effect that he meets the criteria of Independence as prescribed both under Sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Mr. Dinesh Kanabar is the Chairman of Audit Committee of the Board of Directors of the Company.

Mr. Dinesh Kanabar is the CEO of Dhruva Advisors LLP. He is a Fellow Member of the Institute of Chartered Accountants of India and has more than 25 years' experience in advising some of the largest multinationals in India.

Prior to founding Dhruva Advisors, he was the Deputy CEO of KPMG in India and the Chairman of its tax practice.

He has worked with several Corporates, multi-national and Indian, on entry strategy, fund raising, operating excellence, benchmarking, risk management, etc. He handled some of the biggest tax controversies and has advised on innovative structures for inbound and outbound investments. He has worked closely with the government on matters relating to corporate and tax policy, tax administration and related matters. He is a Member of National Executive Committee of FICCI and a member of the Rangachary Committee set up by the Prime Minister of

India for reviewing the taxation of Development Centres and the IT Sector. He speaks regularly at various conferences, both national and international and has been consistently rated as amongst the leading tax advisers in India by several journals, including International Tax Review.

Mr. Dinesh Kanabar does not hold any shares in the Company.

The resolution seeks the approval of members for the appointment of Mr. Dinesh Kanabar as an Independent Director of the Company for a period up to January 05, 2018 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation. In the opinion of the Board, Mr. Dinesh Kanabar, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management and possesses appropriate skill, experience and knowledge.

Except Mr. Dinesh Kanabar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

## ITEM NO. 7:

Mr. Narendra Ostawal (DIN 06530414), aged 37 is a Non Executive Director of the Company. He was appointed as an additional director of the Company with effect from January 06, 2015. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (hereinafter referred to as 'the Act'), Mr. Narendra Ostawal will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Act, from a member, along with a deposit of appropriate amount proposing the candidature of Mr. Narendra Ostawal for the office of Non Executive Director, to be appointed as such under the applicable provisions of the Act.

The Company has received from Mr. Narendra Ostawal consent in writing to act as a Director and a declaration that he is not disqualified to act as a Director under Section 164 of the Act.

Mr. Ostawal is the Managing Director of Warburg Pincus India Private Limited and is based in Mumbai. He joined Warburg Pincus in 2007 and since then has been involved in the firm's investment advisory activities in India. Prior to joining Warburg Pincus, Mr. Ostawal was Associate with 3i, India and McKinsey &

## NOTICE (CONTD.)

Company. Mr. Ostawal holds a Chartered Accountancy degree from The Institute of Chartered Accountants of India and an M.B.A. from Indian Institute of Management, Bangalore.

Mr. Narendra Ostawal does not hold any shares in the Company.

The resolution seeks the approval of members for the appointment of Mr. Narendra Ostawal as a Non Executive Director of the Company pursuant applicable provisions of the Act and the Rules made thereunder. He will be liable to retire by rotation.

Except Mr. Narendra Ostawal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

### ITEM NO. 8:

The Company, in order to meet its growth objectives and to strengthen its financial position, is required to generate long term resources by issuing securities. It is, therefore, deemed appropriate to reclassify the Authorised Share Capital of the Company and for that purpose, the Memorandum of Association of the Company is proposed to be suitably altered. The provisions of the Companies Act, 2013 requires the Company to seek the approval of the Members for reclassification of the Authorised Share Capital and for the alteration of Capital Clause of the Memorandum of Association of the Company.

The Board of Directors accordingly recommends the resolution set out at Item No. 8 of the Notice for the approval of the Members.

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

### ITEM NO. 9

The members of the Company at the Extra ordinary General Meeting held on August 27, 2010 had authorized payment of commission to Non-Executive Directors of the Company at a rate not exceeding one percent of the net profits of the Company for a period of five years commencing from the financial year 2010-11. Under the Companies Act, 2013 ("the Act"), directors have been entrusted with new responsibilities. Keeping in view the enhanced role, responsibilities and duties of directors, it is considered appropriate that the remuneration payable to

the Directors by the Company should commensurate with their increased role, responsibilities and duties.

Under Section 197 of the Act in case of a Company where there is a Managing or Whole-time Director or Manager, payment of remuneration to directors who are neither Managing Directors nor Whole-time Directors (that is non-executive directors) cannot exceed 1% (one percent) per annum of the net profits of the Company calculated in accordance with the provisions of section 198 of the Act. The Board of Directors of the Company has, subject to the approval of the members of the Company, proposed to remunerate the Non Executive Directors as under:

- The Non-Executive Directors (i.e. directors other than the Managing Director and the Whole-time Director(s)) may be paid remuneration not exceeding in aggregate 1% (one percent) per annum of the Standalone net profits of the Company or 1% (one percent) of the consolidated net profits of the Company, whichever is lower for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013; and
- The said remuneration to the Non-Executive Directors shall be in addition to the sitting fees payable to them for attending meetings of the Board and Committees thereof.

It is now proposed to seek the approval of the Members as set out in the Resolution under Item No. 9 of this Notice.

Except the non-executive directors of the Company and their relatives, to the extent of their shareholding interest, if any, in the Company, to the extent of the Commission that may be received by them, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

### ITEM NO. 10 & 11

The members at the Extraordinary General Meeting held on August 27, 2010 had approved the appointment of Mr. V. Vaidyanathan (DIN 00082596) Chairman and Managing Director of the Company for a period of 5 years effective from August 10, 2010. The existing term of 5 years of Mr. V. Vaidyanathan expires on August 09, 2015.

This item also seeks to renew his term of appointment for a further period of 5 years w.e.f. August 10, 2015 and hence in this context presents the contribution of Mr. V. Vaidyanathan to Capital First Limited ('the Company'), during the last 5 years of his tenure, for information of the shareholders.