



CAPITAL FIRST LIMITED

(Formerly Known as Future Capital Holdings Limited)

CIN No. L29120MH2005PLC156795

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

Website: www.capfirst.com; T: +91 22 4042 3400, F: +91 22 4042 3401; Email: secretarial@capfirst.com.

NOTICE OF POSTAL BALLOT

To,

The Members of Capital First Limited,

NOTICE is hereby given that pursuant to Section 110 and all other applicable provisions, if any of the Companies Act, 2013, (the Act) read with Rule 22 of Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, the following special business be transacted by the Members of Capital First Limited by passing the Resolutions through Postal Ballot.

Your consideration and approval is sought for the Resolutions annexed herewith. The Statement to be annexed to Notice under Section 102 (1) of the Act setting out the material facts and reasons for the Resolutions is also appended herewith and is being sent to you along with a Postal Ballot Form for your consideration and voting.

The Board has appointed Mr. P.N. Parikh of M/s. Parikh & Associates, Practicing Company Secretaries as the scrutinizer (**the "Scrutinizer"**) for conducting the Postal Ballot process in a fair and transparent manner as required under Rules in accordance with applicable laws.

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 1800 hours India Standard Time on September 08, 2014. 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 despatched 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 1800 hours India Standard Time on September 08, 2014.

The Scrutinizer will submit his report to the Company Secretary of the Company after completion of scrutiny of Postal Ballot Forms received. Simultaneously, on September 10, 2014, the results of voting by Postal Ballot will be posted on the website of the Company at www.capfirst.com and the resolutions will be taken as passed effectively, if the results of the Postal Ballot indicate that the requisite majority of the Members have assented to the Resolutions, on such date. 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 and will also be published in a leading English newspaper and a vernacular newspaper of the city in which the Registered Office of the Company is situated.

EVOTING OPTION

We are pleased to offer e-voting facility also as an alternative which would enable you to cast your votes electronically, instead of physical postal ballot form. E-voting is optional. Please read carefully and follow the instructions on e-voting printed in the Postal Ballot Form. References to Postal Ballot(s) below include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced on September 10, 2014 at the Registered Office of the Company. The result of the postal ballot will be posted on the Company's website www.capfirst.com and will also be communicated to BSE Limited and National Stock Exchange of India Limited, where equity shares of the Company are listed. The result of the postal ballot shall also be announced through newspaper advertisement.

SPECIAL BUSINESS:

To consider and, if though fit, to give assent to the following Resolutions:

1. **Borrowing Powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013**

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

"RESOLVED THAT in supersession of the resolution passed by the Members of the Company at the 8th Annual General Meeting of the Company held on August 22, 2013 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 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) 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, convertible, 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 Rs.10,000 Crore (Rupees Ten Thousand Crore Only) 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 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.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution."

2. Creation of Charges on the movable and immovable properties of the Company under Section 180(1)(a) of the Companies Act, 2013 both present and future, in respect of borrowings:

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

“RESOLVED THAT in supersession of the Resolution passed by the Members of the Company at the 6th Annual General Meeting of the Company held on August 11, 2011 and pursuant to the provisions of Section 180 (1)(a) and all other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**“the Act”**) and the provisions of the Memorandum and Articles of Association of the Company, the consent 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 and/or intangible, properties and / or assets of any description, of the Company, both present and future, wheresoever situated, together with power to takeover the management and concern of the Company in certain events of default, in favour of any bank(s), financial institution(s) and / or any other lender(s) or their agent(s) and / or trustee(s) acting on behalf of any lender(s), for the purpose of securing the borrowing(s) of the Company, subject to the limits of borrowing as approved by the members of the Company, from time to time, under Section 180(1)(c) of the Companies Act, 2013, together with interest, costs, charges, expenses and all other monies payable by the Company, in the form of any fund based or non fund based facilities including but not limited to term loans or working capital facilities whether in Indian Rupees or in foreign currency (**“Facilities”**), including through issue of bonds / foreign currency convertible bonds / debentures / fully or partly convertible debentures / non-convertible debentures with or without detachable or non detachable warrants / secured premium notes / other instruments / securities linked to equity shares with or without share warrants attached (hereinafter collectively referred to as the **“Securities”**) of the Company or the Facilities / Securities of its subsidiary, affiliate, joint venture, associate company(ies) or such other form of enterprises (the **“Entities”**), from time to time, presently availed and / or to be hereafter availed and / or for the purpose of securing the Facilities / Securities, issued/to be issued by the Company or the Entities, from time to time, together with interest, at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the bank(s), financial institution(s) and / or other lender(s) or their agent(s) / trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company to the aforesaid parties or any of them under the agreement / agreement(s) entered into and / or to be entered into by the Company or the Entities in respect of the said Facilities / Securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the bank(s), financial institution(s), lender(s) or their agent(s) and / or trustee(s).

RESOLVED FURTHER THAT the Board be and is hereby authorised to vary and / or alter the terms and conditions of any charge(s), hypothecation(s) and / or mortgage(s) aforesaid, as it may consider necessary or expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board 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, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating charge(s), hypothecation(s) and / or mortgage(s) as aforesaid or in respect of any other related matter in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution.”

3. Issuance of Non Convertible Debentures (NCD’S) pursuant to Sections 23, 42, 71 and 180(1)(c) of the Companies Act, 2013 on Private Placement Basis

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 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, of Securities & Exchange Board of India(Issue and Listing of Debt Securities) Amendment Notification 2012 and 2014 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 /Committee 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.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution.”

By Order of the Board of Directors

Sd/-

**Satish Gaiwad
Company Secretary**

Place : Mumbai

Date : August 05, 2014

Encl:

1. Postal Ballot Form
2. Postage – Prepaid Envelop

Notes:

1. Explanatory statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013, in respect of the business set out above is annexed hereto.
2. The notice is being sent to all the Members by the prescribed mode whose name appear on the Register of Members/ List of Beneficial owners as received from National Securities Depository Limited(NSDL)/Central Depository Services Limited(CDSL) on August 01, 2014.
3. The Board of Directors has appointed Mr. P.N. Parikh of M/s Parikh & Associates, Company Secretaries, (Membership No. F 327) 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 August 01, 2014 i.e. ("cut off date") which will only be considered for voting.
5. Voting Period commences on August 10, 2014 and ends on September 08, 2014 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.capfirst.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 September 10, 2014, at the Registered Office of the Company and will also be published in the newspapers.
9. The results of the Postal Ballot will be displayed at the Registered Office of the Company, Company's website at www.capfirst.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 September 08, 2014 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 September 08, 2014, 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 am to 6:00 pm) on all working days except Saturdays and Sundays (including Public Holidays).
12. Voting through electronic means:
 1. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with rules made thereunder and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to send their assent or dissent in respect of the resolutions through postal ballot/ e-voting contained in Notice dated August 05, 2014. 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 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 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.nsd.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 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 to cs@parikhassociates.com with a copy marked to evoting@nsdl.co.in.
 - B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - i) Initial password is provided as below/at the bottom of the Postal Ballot Form

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
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 - ii) Please follow all steps from Sl. No. 12A (ii) to Sl. No. (xii) above, to cast vote.
 2. 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.
 3. 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.nsd.com

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013 AND EXPLANATIONS ABOUT REASONS FOR THE PASSING OF THE SPECIAL RESOLUTIONS AS REQUIRED UNDER RULE 22(1) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

ITEM NO.1

On August 22, 2013, Members of the Company by way of an ordinary resolution passed at the Annual General Meeting of the Company had accorded their consent to the Board of Directors to borrow funds to the extent of Rs. 10,000 crore in excess of the paid up capital and free reserves of the Company under the erstwhile section 293(1)(d). Under the provisions of Section 180 (1) (c) of the Act, which were made effective from September 12, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Further, as per the Circular dated March 25, 2014 issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293 (1) (d) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act, i.e. up to September 11, 2014. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution to borrow funds in excess of the paid up capital and free reserves of the company. Accordingly, Item no.1 has been put forward for your approval. For avoidance of doubt, it is clarified that this resolution does not propose to increase the amounts that may be borrowed by the Board of Directors that had already been approved by the members of the Company.

The Board of Directors recommend the Resolution at Item no. 1 for your approval as Special Resolution.

None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested in this Resolution.

ITEM NO. 2

On August 17, 2011, members of the Company by way of an ordinary resolution passed at the Annual General Meeting of the Company had accorded their consent to the Board of Directors to mortgage and / or create charge on all or anyone of the moveable / immovable properties or such other assets of the company, subject to the limits approved under Section 293(1)(d) of the Companies Act, 1956 under erstwhile section 293(1)(a) of Companies Act, 1956.

Under the provisions of Section 180 (1) (a) of the Act, which were made effective from September 12, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Further, as per the Circular dated March 25, 2014 issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293 (1) (a) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act, i.e. up to September 11, 2014. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution to create mortgage and/or charge on the movable/ immovable properties of the Company.

Accordingly, Item no. 2 has been put forward for your approval. For avoidance of doubt, it is clarified that this resolution does not propose to change the limit that had already been approved by the members of the Company.

The Board of Directors recommends the Resolution at Item no. 2 for your approval as Special Resolution.

None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested in this Resolution.

ITEM NO. 3

As per the provisions of Section 42 of the Companies Act, 2013 ("the Act") and its Rules thereunder, a Company offering or making an invitation to subscribe to NCD's on a Private Placement basis is required to obtain prior approval of the Members by way of Special Resolution. Such approval by a Special resolution can be obtained once a year for all the offers and invitations for such NCD's to be made during the year.

The Company issues various kinds of Non Convertible Debentures (NCD's) such as secured NCD's, unsecured NCD's, subordinated debentures, etc from time to time and the said NCD's issued on Private Placement Basis constitute a significant source of borrowings of the Company.

It is proposed to offer or invite subscriptions for NCD's including subordinate debentures, etc. on private placement basis, in one or more tranches, during the period of one year from the date of passing of special resolution by the members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time, with the authority to the Board/Committee to determine the terms and conditions including the issue price of NCD's, interest, repayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board/Committee shall in its absolute discretion deems fit, without being required to seek any further consent or approval from Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the resolution. Accordingly, the approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any of the Act and its Rules thereunder as set out in Item no. 3 appended to this notice,

Accordingly, the Board of Directors recommends the Resolutions at Item no. 3 for your approval as special resolution, and subject thereto, to issue such securities from time to time as considered necessary.

None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested in this Resolution..

By Order of the Board of Directors

Sd/-

Satish Gaikwad
Company Secretary

Place : Mumbai

Date : August 05, 2014



CAPITAL FIRST LIMITED

(Formerly Known as Future Capital Holdings Limited)

CIN No. L29120MH2005PLC156795

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

Website: www.capfirst.com; T: +91 22 4042 3400, F: +91 22 4042 3401; Email: secretarial@capfirst.com.

POSTAL BALLOT FORM

Pursuant to Section 110 of the Companies Act, 2013

POSTAL BALLOT NO:-

1. Name(s) and Registered Address of the sole/ :
first named Shareholder

2. Names(s) of Joint Holders, if any :

3. Ledger Folio No./ DP ID No. & Client ID No. :

4. Number of shares held :

I/We hereby exercise my/our vote in respect of the ordinary resolutions to be passed through Postal Ballot in respect of Business stated in the Postal Ballot Notice dated August 05, 2014 by sending my/our assent or dissent to the said resolution by placing the tick(√) mark at the appropriate box below:-

Item No.	Brief particulars of the resolution proposed	Type of resolution	No. of shares	Please (√) in the appropriate box below	
				I/We assent to the resolution ('FOR')	I/We assent to the resolution ('AGAINST')
1	Borrowing Powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013	Special			
2	Creation of Charges on the movable and immovable properties of the Company under Section 180(1)(a) of the Companies Act, 2013 both present and future, in respect of borrowings	Special			
3	Issuance of Non Convertible Debentures pursuant to Sections 23, 42, 71 and 180(1)(c) of the Companies Act, 2013 on Private Placement Basis	Special			

Place: - Mumbai

Date:-

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

ELECTRONIC VOTING PARTICULARS		
EVEN (E-Voting Event Number)	User ID	Password/PIN

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 6.00 p.m. on September 08, 2014. 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. 6 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. August 01, 2014.
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.capfirst.com. The results will thereafter be published in newspaper(s), for the information of members.

PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, 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.nsd.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.nsd.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 cs@parikhassociates.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 overleaf.
 - 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.nsd.com.
- E) The e-voting period commences on Sunday, August 10, 2014 (9:30 a.m.) and ends on Monday, September 08, 2014 (6:00 p.m.). The e-voting module shall be disabled by NSDL for voting thereafter.



CAPITAL FIRST LIMITED

CIN No. L29120MH2005PLC156795

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

T: +91 22 4042 3400, F: +91 22 4042 3401;

Website: www.capfirst.com; Email: secretarial@capfirst.com.

NOTICE

Members are hereby informed that Capital First Limited ("Company") has completed the dispatch of Notice dated August 05, 2014, pursuant to Section 110 read with Rule 22 of Companies (Management and Administration) Rules, 2014 along with the relevant Explanatory Statement, Postal Ballot Form and self addressed postage pre - paid envelope for seeking Member's consent through Postal Ballot (which includes electronic voting) in respect of the businesses mentioned in the Postal Ballot Notice.

The Board of Directors of the Company has appointed Mr. P.N Parikh of M/s. Parikh & Associates, Practicing Company Secretaries as a Scrutinizer, for conducting the Postal Ballot in a fair and transparent manner.

Details of Postal Ballot Schedule:

Sr. No.	Particulars	Schedule
(a)	Date of completion of dispatch of Notice	August 09, 2014
(b)	Postal Ballot Date of Commencement of Voting Date of end of voting Any Postal Ballot received from the Members beyond the date mentioned above will not be valid and voting whether by post or by electronic means shall not be allowed beyond said date	August 10, 2014 September 08, 2014
(c)	E-voting Date and time of commencement of voting through electronic means Date and time of end of voting through electronic means E -Voting shall not be allowed beyond the date and time mentioned above	August 10, 2014 09:30 a.m. September 08, 2014 06:00 p.m.

- Member, who have not received the said Postal Ballot Forms may apply to the Company and obtain a duplicate thereof.
- In case of any grievances connected with the voting by postal ballot including voting by electronic means then the same can be addressed to the Company Secretary at the registered office through email at secretarial@capfirst.com. For queries on e-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 <https://www.evoting.nsdl.com>, or contact NSDL at the following Telephone No.: 022 - 2499 4600.
- The Company is also providing facility for voting through electronic mode (e-voting) through National Securities Depository Limited ("NSDL")'s e-voting platform. For casting votes, members are requested to read the instructions printed in the Notice of Postal Ballot as also in Postal Ballot Form carefully.
- The Company has sent the Notice of Postal Ballot to all the Members whose names appear in the Register of Members/list of Beneficial Owners as received from NSDL /Central Depository Services Limited (CDSL) as on August 01, 2014. Such members may cast their votes as per procedure given in the Notes of Notice of Postal Ballot as also as per Instructions provided in Postal Ballot Form. In case a Member does not wish to avail the e-voting facility organized through NSDL, such Member may send a request for obtaining the said Notice and physical Postal Ballot Form from the Company by sending a request to the Company at the registered office address of the Company or through email at secretarial@capfirst.com. On receipt of such request, the Registrar and Share Transfer Agent/the Company will dispatch the Physical Postal Ballot Form to the Member(s).
- **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.**

By order of the Board of Directors
For Capital First Limited

(Formerly known as Future Capital Holdings Limited)

Sd/-

Place: Mumbai

Satish Gaikwad

Date: August 09, 2014

Company Secretary