CAPRI GLOBAL CAPITAL LIMITED

(**CIN:** L65921MH1994PLC173469)
Registered Office: 502, Tower A, Peninsula Business Park,
Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Maharashtra (India)
Email: secretarial@capriglobal.in, **Website:** www.capriloans.in
Tel. No.: +91-22-40888100 **Fax No.:** +91-22-40888160

NOTICE OF THE 32ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the 32nd Annual General Meeting ("32nd AGM") of Capri Global Capital Limited will be held on **Tuesday, September 22, 2026, at 04:00 P.M (IST)** through Video Conferencing / Other Audio-Visual Means ("VC"/ "OAVM") Facility to transact the following business(es):

ORDINARY BUSINESS:

1. To receive, consider and adopt:

   a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, including Balance Sheet as at March 31, 2026, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Report of the Board of Directors and Auditors thereon.

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

      "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, the Profit and Loss Account and Cash Flow Statement for the year ended on that date and the Report of the Board of Directors and Auditors thereon of the Company, as circulated to the Members, be and are hereby received, considered and adopted;

   b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, including Balance Sheet as at March 31, 2026, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Report of the Auditors thereon.

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

      "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, the Profit and Loss Account and Cash Flow Statement for the year ended on that date and the Report of the Board of Directors and Auditors thereon of the Company, as circulated to the Members, be and are hereby received, considered and adopted."

2. To declare Dividend on Equity Shares of the Company for the Financial Year 2025-26.

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

   "RESOLVED THAT the Final Dividend of ₹0.20 per Equity Share of Face value of ₹1 each for the financial year ended March 31, 2026, on the total Subscribed and Paid-up Capital of 96,21,53,962 Equity Shares, as recommended by the Board of Directors of the Company, be and is hereby declared and that the said dividend be distributed out of the profits of the Company for the year ended March 31, 2026, to all the eligible shareholders as on the Record date, as per the details provided by the Depositories."

3. To appoint a Director in place of Mr. Rajesh Sharma (DIN: 00020037), who retires by rotation and being eligible, offers himself for re-appointment.

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

   "RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Rajesh Sharma (DIN: 00020037) who retires by rotation, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

4. To approve re-appointment of Dr. Nupur Mukherjee (DIN: 10061931) as an Independent Director of the Company.

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules made thereunder (the "Act") and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Nupur Mukherjee (DIN: 10061931), who was appointed as an Independent Director of the Company at the 1st Extra-Ordinary General Meeting of FY 2023-24 held on February 22, 2024, who holds office as an Independent Director up to January 26, 2027, and who is eligible for being re-appointed as an Independent Director, has given her consent along with a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, a declaration that she is not disqualified to become a director under Section 152(4) of the Act, a consent to hold the office as an independent Director of the Company under Section 152(5) of the Act, a Notice received by the Company in writing under Section 160(1) of the Act, proposing her candidature for the office of a Director and confirmation that she is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of 3 years commencing from January 27, 2027 to January 26, 2030 (both days inclusive) and who would not be liable to retire by rotation, on such terms and conditions including remuneration and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

5. To approve re-appointment of Mr. Shishir Priyadarshi (DIN: 03459204) as an Independent Director of the Company.

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV, of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules made thereunder (the "Act") and, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Shishir Priyadarshi (DIN: 03459204), who was appointed as an Independent Director of the Company at the 1st Extra-Ordinary General Meeting of FY 2023-24 held on February 22, 2024 who holds office as an Independent Director up to January 26, 2027, and who is eligible for being re-appointed as an Independent Director, has given his consent along with a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, a declaration that he is not disqualified to become a director under Section 152(4) of the Act, a consent to hold the office as an independent Director of the Company under Section 152(5) of the Act, a Notice received by the Company in writing under Section 160(1) of the Act, proposing his candidature for the office of a Director and confirmation that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of 5 years commencing from January 27, 2027 to January 26, 2032 (both days inclusive) and who would not be liable to retire by rotation, on such terms and conditions including remuneration and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Act.

   RESOLVED FURTHER THAT the Board of Directors of the Company (which shall include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

6. To consider and approve amendment in the Employee Stock Option Plan Scheme of the Company.

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

   "RESOLVED THAT pursuant to the provisions of Section 62 of the Companies Act, 2013 ("Act"), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and all other applicable provisions, if any of the Act and Rules, Regulation 7 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (the "SEBI SBEB & SE Regulations"), and other applicable laws, rules, regulations, circulars and guidelines of various statutory / regulatory authority(ies) (collectively referred to as "Applicable Laws") (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents and permissions of any / various statutory / regulatory authority(ies) as may be necessary, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of Members of the Company be and is hereby accorded for following amendment made in ESOP Scheme of the Company :

Reference	Existing Provisions of the ESOP Scheme	Revised Provision of the ESOP Scheme	Rationale
Clause 7(b)	b) The Employee Stock Options granted shall be capable of being exercised **within a period of <u>one (1)</u> year from the date of vesting** of the respective Employee Stock Options.	b) The Employee Stock Options granted shall be capable of being exercised **within a period of <u>four (4)</u> years from the date of vesting** of the respective Employee Stock Options.	The proposed modification to the ESOP Scheme shall provide liberty and flexibility to the Option Holders to exercise the options in four years (4) instead of one (1) year. It is further to be noted that the proposed amendment is not detrimental to the interest of the option holders of the Company.

RESOLVED FURTHER THAT it is hereby noted that the amendment to the ESOP Scheme, as a whole, is not prejudicial to the interests of holders of Options and the Eligible Employees, as defined under the ESOP Scheme;

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee of the Board of Directors duly authorised in this behalf) and Mr. Yashesh Bhatt, Company Secretary of the Company, be and are hereby severally authorised to settle all questions, difficulties or doubts that may arise in relation to the amendment of the ESOP Scheme including filing of necessary forms, applications and returns with the concerned authorities, and to do all such acts, deeds, matter and things as may be required, necessary, expedient, incidental or desirable for giving effect to the amendment of the ESOP Scheme and to execute all such documents, instruments, forms and writings as may be required in this regard and to delegate all or any of the powers herein vested in the Board to any Committee thereof or person to give effect to the aforesaid Resolution."

7. To consider and approve the Borrowing in excess of Paid-up Capital & Free reserves of the Company.

   To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

   "RESOLVED THAT in supersession of the resolution passed by the shareholders at the 31st Annual General Meeting of the Company held on September 26, 2025, and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company or any Committee thereof as may be authorized by the Board of Directors (hereinafter referred to as the "Board" and shall include duly constituted Committee(s) thereof, to exercise powers conferred by this resolution) for borrowing from time to time as it may think fit, for the purpose of the business of the Company, by way of loans or any other financial facilities from, or issue of bonds, debentures or other securities whether convertible into equity/ preference shares and/or securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe for equity/ preference shares to bank(s), financial or other institution(s), mutual fund(s), non-resident Indians, foreign institutional investors or any other person(s), body(ies) corporate, by way of issue of foreign currency notes, bonds, rupee denominated bonds or any other eligible instrument to the eligible investors/ lenders in the international market on private placement basis, through public issue or otherwise or availing of loan(s) by way of external commercial borrowing as may be permissible by the Reserve Bank of India, from eligible lenders or persons etc., whether shareholder of the Company or not, whether unsecured or secured and on such terms and conditions as the Board may deem fit, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be 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, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Company and outstanding at any point of time, shall not at any time exceed the limit of ₹35,000 Crores (Rupees Thirty-Five Thousand Crores);

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, as may be deemed necessary, expedient, usual or proper and to settle all questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company, to arrange or fix the terms and conditions of all such borrowings, from time to time, viz. terms as to interest, repayment, security or otherwise as it may deem fit and to do all such acts, deeds, matters and things and to sign all such agreements, documents, papers and writings as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/or officer(s) of the Company, to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

8. To consider and approve the Mortgage / Create charge on the assets of the Company.

   To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

   "RESOLVED THAT in supersession of the resolution passed by the shareholders at the 31st Annual General Meeting of the Company held on September 26, 2025, and pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company or any Committee thereof as may be authorized by the Board of Directors for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board of Directors may deem fit, for the purpose of the business of the Company, the movable and/or immovable properties of the Company, wherever situated, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial/investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustee(s) to secure the debentures, loans or finance and other credit facilities availed by the Company up to a sum not exceeding ₹35,000 Crores (Rupees Thirty-Five Thousand Crores);

   RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, as may be deemed necessary, expedient, usual or proper and to settle all questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company, to finalise the form, extent and manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such of the immovable and/or movable properties of the Company on such terms and conditions as may be decided by the Board of Directors for reserving the aforesaid right and for performing all such acts and things as may be necessary for giving effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

9. To consider and approve the Conversion of Loan into Equity.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT in supersession of the resolution passed by the shareholders at the 31st Annual General Meeting of the Company held on September 26, 2025, and pursuant to Section 62(3) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof, for the time being in force), and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, ('SEBI ICDR Regulation'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Foreign Exchange Management Act, 1999, ('FEMA') as amended and rules and regulations framed thereunder as in force and in accordance with other applicable policies, rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India ('SEBI'), the Reserve Bank of India ('RBI'), the Registrar of Companies ('ROC') and the Stock Exchanges where the shares of the Company are listed ('Stock Exchanges') and subject to requisite approvals, consents, permissions, and/or sanctions, from RBI, SEBI, Stock Exchanges and any other appropriate authorities to the extent applicable and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permissions, and / or sanctions, which may be agreed to by 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 have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board, in respect of financial assistance availed and/or to be availed and/or continued to be availed from various banks and financial institutions (hereinafter collectively referred to as the "Lenders") on the terms and conditions contained in the financing documents, such terms and conditions to provide, inter alia, to convert the whole or part of the outstanding loans of the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not), with various Lenders, at the option of the Lenders, the loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assistance"), in Foreign Currency or Indian Rupees, which have already been availed or as may be availed from the Lenders, from time to time, not exceeding ₹35,000 Crores (Rupees Thirty-Five Thousand Crores) and consistent with the borrowing powers of the Company under Section 180(1)(c) of the Act, into fully paid-up equity shares of the Company on such terms and conditions as may be stipulated in the financing documents and subject to the provisions of the applicable laws and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the "Notice of Conversion") and specifically in accordance with the conditions given below:

i. The conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistance;

ii. On receipt of the notice of conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up equity shares to the Lenders or any other person identified by the Lenders as from the date of conversion and the Lenders may accept the same in complete satisfaction of the part of the loans so converted;

iii. The part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced, upon such conversion, the repayment installments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the loan so converted. The equity shares so allotted and issued to the Lenders or such other person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company;

iv. In the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, listed with such stock exchanges as may be prescribed by the Lenders or such other person identified by the Lenders and for the said purpose, the Company shall take all such steps as may be necessary to the satisfaction of the Lenders or such other person identified by the Lenders, to ensure that the equity shares are listed as required by the Lenders or such other person identified by the Lenders;

v. The loans shall be converted into equity shares at a price to be determined in accordance with the SEBI ICDR Regulations, Listing Regulations, FEMA, RBI and/or all other regulations/ guidelines, at the time of such conversion;

RESOLVED FURTHER THAT the equity shares to be allotted and issued to such Lenders pursuant to its exercising the right of conversion shall rank *pari passu* in all respects with the then existing equity shares in the Company and be listed on the stock exchange(s) where the existing shares of the Company are listed;

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions to convert the Financial Assistance into equity shares of the Company, anytime during the currency of the Financial Assistance, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements with the Lenders;

RESOLVED FURTHER THAT on receipt of the notice of conversion, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and shall allot and issue requisite number of fully paid-up equity shares in the Company to such Lenders, or such other person identified by the Lenders;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such an option and to do all such acts and things as may be necessary to give effect to this resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board and its Committee in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

10. To consider and approve revision in the Commission payable to the Non-Executive Directors of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the earlier resolution passed by the Members of the

Company through Postal Ballot on July 14, 2024, and pursuant to the provisions of Sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable regulations issued by the Reserve Bank of India and other applicable laws (including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force), and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for the revision in the commission payable to the Non-Executive Directors of the Company, for the period commencing from October 1, 2026 to September 30, 2031, as set out below:

Board of Directors	Proposed Commission per annum, payable on quarterly basis
Non-Executive Chairman	Fixed sum of ₹60,00,000
Other Non-Executive Directors	Fixed sum of ₹40,00,000 payable to each of the Non-Executive Directors of the Company

RESOLVED FURTHER THAT the aggregate commission payable to all the Non-Executive Directors in any financial year shall not exceed 1% of the net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT such commission shall be in addition to the sitting fees payable for attending the meetings of the Board of Directors and/or Committees thereof and reimbursement of expenses incurred for participation in such meetings, as may be approved from time to time, in accordance with the applicable provisions of the Companies Act, 2013 and other applicable laws.

RESOLVED FURTHER THAT all the Directors, Chief Financial Officer, Chief Compliance Officer and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute all such documents, writings and filings, including filing of necessary forms, notices, returns and intimations with the Registrar of Companies, Mumbai, Maharashtra, the Stock Exchanges and/or any other statutory, regulatory or governmental authority, as may be necessary, desirable or expedient for the purpose of giving effect to this Resolution."

By Order of the Board of Directors
For **Capri Global Capital Limited**

Yashesh Bhatt
Company Secretary
Membership No. ACS 20491

Registered Office:
502, Tower A, Peninsula Business Park,
Senapati Bapat Marg, Lower Parel,
Mumbai 400 013
Place: Mumbai
Date: August 28, 2026

Notes:

1. In view of General Circular Nos. 14/2020, 17/2020, 18/2020, 20/2020, 02/ 2021, 19/2021, 21/2021, 02/2022 10/2022, 09/2023, 09/2024 and 03/2025 dated April 8, 2020, April 13, 2020, April 21, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 32nd Annual General Meeting ("AGM") of the Company is being conducted through Video Conferencing / Other Audio Visual Means ("VC/ OAVM") Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 32nd AGM shall be the Registered Office of the Company.

   In accordance with the Secretarial Standard - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards-1 and 2 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business is annexed hereto and forms part of the Notice. Information under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), pursuant to Section 118(10) of the Act, and as required under Secretarial Standard - 2, issued by the Institute of Company Secretaries of India, relating to Directors proposed to be re-appointed, is provided in Annexure I, II & III to this Notice.

3. As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 4 to 10 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, and in furtherance to proviso to Regulation 44(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip, and route map of AGM are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 32nd AGM through VC/OAVM Facility and e-Voting during the 32nd AGM.

5. The Members may join the 32nd AGM through VC/ OAVM Facility by following the procedure mentioned herein below in the Notice. The facility of participation at the AGM shall be kept open for the Members from 03:45 P.M. IST i.e. 15 (fifteen) minutes before the scheduled commencement time of the 32nd AGM and the Company may close the window to join the VC/ OAVM Facility 15 (fifteen) minutes after the scheduled time of commencement of the 32nd AGM. Members may note that the VC/ OAVM Facility allows participation of 1,000 Members on a 'first come first served' basis. The large Shareholders (i.e. shareholders holding 2% or more), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors etc. can attend the 32nd AGM without any restriction on account of 'first come first served' basis. Pursuant to Regulation 44(6) of Listing Regulations, the Company is also providing a live webcast of the proceedings of the AGM.

6. The attendance of the Members participating in the 32nd AGM through VC/ OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member / beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. September 15, 2026. A person who is not a member as

on the cut-off date should treat this Notice for information purposes only.

8. Pursuant to the Circulars issued by the MCA and SEBI, the Financial Statements (including Board's Report, Auditor's Report and other documents required to be attached therewith) ("Annual Report") for the financial year ended March 31, 2026 ("FY 2026") pursuant to Section 136 of the Act and the Notice of the 32nd AGM ("AGM Notice") pursuant to Section 101 of the Act read with the Rules framed thereunder, *inter-alia*, indicating the process and manner of e-voting is being sent only by E-mail, to all the Members whose E-mail IDs are registered with the Company/ Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled. Further, in compliance with the Regulation 36(b) of Listing Regulations, a letter providing the web-link, including the exact path, where complete details of the Annual Report are available to those shareholder(s) who have not so registered their E-mail address with the Company.

   Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the MCA Circulars and SEBI Circular, the Annual Report including Notice of the 32nd AGM of the Company will also be available on the website of the Company at www.capriloans.in. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of National Securities Depository Limited (NSDL) (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

9. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone /mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

   a. For shares held in electronic form: to their Depository Participants (DPs).

   b. For shares held in physical form: to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/ HO/ MIRSD/ MIRSD_RTAMB/ P/CIR/2021/655 dated November 3, 2021 and the Master Circular No. SEBI/HO/MIRSD/MIRSD_PoD/P/CIR/2025/91 dated June 23, 2025.

10. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent.

11. All documents referred to in the accompanying Notice and the Explanatory Statement are available on the website of the Company at www.capriloans.in for inspection by the Members up to the date of 32nd AGM.

    During the 32nd AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act, if any and Certificate from Secretarial Auditors of the Company certifying that Company's Employee Stock Options Scheme being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and in accordance with the resolution of the Members of the Company which will be available on website of the Company.

12. The Company has designated an Email ID "secretarial@capriglobal.in" for redressal of Members complaints/ grievances. For any investor related queries, you are requested to please write to us at the above Email ID.

13. Members are requested to note that, dividend if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares, in respect of which the dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to an unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

14. Members who wish to obtain any information on the Company or view the financial statements for the financial year ended March 31, 2026, may visit the Company's website at www.capriloans.in or send their queries at "secretarial@capriglobal.in" at least Ten (10) days before the date of 32nd AGM. The same will be suitably replied by/ on behalf of the Company.

15. In terms of the applicable provisions of the Act and Rules thereto, the Company has obtained e-mail addresses of its Members and has given an advance opportunity to every Member to register their e-mail address and changes therein from time to time with the Company for service of communications/ documents (including Notice of General Meetings, Audited Financial Statements, Directors' Report, Auditors' Report and all other documents) through electronic mode.

16. In case of joint holders attending the 32nd AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

17. Securities of listed companies would be transferred only in dematerialised form w.e.f. April 1, 2019. In view of the same, Members holding shares in physical form are requested to convert their holdings to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company's RTA for assistance in this regard.

18. Voting

    In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI Listing Regulations and the Circulars issued by the Ministry of Corporate Affairs from time to time, the Company is pleased to provide its Members the facility to cast their votes either for or against each resolutions set forth in the Notice of the 32nd AGM using electronic voting system ('remote e-voting') and e-voting (during the 32nd AGM), provided by National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency and the business may be transacted through such voting.

    Only those Members who will be present in the 32nd AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the 32nd AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Friday, September 18, 2026, at 10:00 A.M. and ends on Monday, September 21, 2026, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date), may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 15, 2026.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/ RTA. 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 forget your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call at 022 - 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) **Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

   In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **"IDeAS"** Section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' Section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also a link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' Section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is (101456) then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow the steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, the Home page of e-Voting will open.

Step 2: Cast your vote electronically and join the General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join the General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dinesh.deora@yahoo.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

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 download Section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Sagar S. Gudhate, Senior Manager at evoting@nsdl.com.

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@capriglobal.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@capriglobal.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 **(A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies,

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at secretarial@capriglobal.in. The same will be replied by the company suitably.

INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO REGISTER THEMSELVES AS SPEAKERS DURING 32ND AGM:

Shareholders/ Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at "secretarial@capriglobal.in" from Monday, September 14, 2026, 10:00 A.M. to Thursday, September 17, 2026, 04:00 P.M.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name, demat account number/folio number, e-mail id, mobile number at "secretarial@capriglobal.in." The same will be suitably replied by the company.

Notes:

Only those shareholders/members who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the 32nd AGM.

Shareholders/ Members should be allowed to use a camera and are required to use the Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

19. Mr. Dinesh Kumar Deora, Practicing Company Secretaries (COP No: 4119) has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the remote e-voting process as well as e-voting during the 32nd AGM, in a fair and transparent manner.

    The Scrutinizer shall, immediately after the conclusion of voting at the 32nd AGM, first count the votes cast during the 32nd AGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of the conclusion of the 32nd AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson/ Company Secretary or a person authorised by him in writing, who shall countersign the same. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.capriloans.in. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 32nd AGM.

20. Dividend

1. The Board of Directors has recommended a Final Dividend of ₹0.20 (20%) per Equity Share of ₹1 each for the year ended March 31, 2026, that is proposed to be paid on and from September 26, 2026, subject to the approval of the shareholders at the 32nd AGM. Pursuant to the provisions of Section 123 of the Companies Act, 2013, the payment of final dividend on equity shares, upon declaration by the shareholders at the 32nd AGM, will be made on or after September 26, 2026, as under:

   a) to all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) at the closure of business hours on Friday, September 04, 2026, "Record Date" and

   b) to all those shareholders holding shares in physical form after giving effect to all valid request(s) received for transmission/ transposition of shares and lodged with the Company or RTA on or before Record Date.

2. Payment of Dividend through electronic means

   (a) The Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFSC Code), along with their Folio Number, to the Company or RTA. Members holding shares in dematerialized form are requested to provide the said details to their respective Depository Participants.

   (b) In line with the Circulars issued by the MCA, in case the Company is unable to pay the dividend to any shareholder by electronic mode, due to non-availability of their latest bank account details (Core Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFSC Code), the Company shall dispatch the dividend warrant/ cheque to such shareholder by post.

   (c) Members holding shares in dematerialized form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company/ Registrar and Share Transfer Agent cannot act on any request received directly from the Members holding shares in dematerialized form for any change of bank particulars or bank mandates. Such changes are to be informed only to the Depository Participant of the Shareholders.

   (d) Members may note that as per the Income Tax Act, 1961, dividends paid or distributed by a company, shall be taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source at the time of making the payment of the dividend, if declared by the Shareholders of the Company on the Equity Shares at this Annual General Meeting.

Below is the brief of the applicable provisions for Tax Deduction at Source ("TDS") under the Income Tax Act, 2025 ("IT Act") for Resident and Non-Resident shareholders:

I. Resident Shareholders:

Tax is required to be deducted at source under Section 393(1) (Table Sl. No. 7) of the IT Act, at 10% on the amount of dividend where shareholders have registered their valid Permanent Account Number (PAN). In case, shareholders do not have PAN / have not registered their valid PAN details in their account, PAN is inoperative (PAN-Aadhar not linked), TDS at the rate of 20% (plus applicable surcharge and cess) shall be deducted under Section 397(2) of the IT Act.

Further, Tax will not be deducted in case of:

a. Resident Individuals: No tax shall be deducted on the dividend payable to resident individuals if –

   - Total dividend amount to be received by them during the Tax Year 2026-27 does not exceed ₹10,000; or
   - The shareholder provides valid Form 121 (applicable to any person other than a

company or a Firm) / (applicable to an Individual above the age of 60 years), provided that all the required eligibility conditions are met.

b. Resident Non-Individuals: No tax shall be deducted on the dividend payable to the following resident non-individuals, if they provide the desired details and documents:

- Insurance Companies: Self declaration that it has full beneficial interest with respect to the equity shares owned by it along with self-attested copy of PAN card.
- Mutual Funds: Self-declaration that they are specified in Section 11 read with Schedule VII (20) of the IT Act along with self-attested copy of PAN card and registration certificate.
- Alternative Investment Fund (AIF): Self-declaration that its income is exempt under Section 11 read with Schedule V(1) of the IT Act and they are governed by SEBI regulations as Category I or Category II AIF along with self-attested copy of the PAN card and registration certificate.
- Other Non-Individual shareholders: Entities whose income is unconditionally exempt under Section 11 of the IT Act and that are not statutorily required to file return of income, being exempted from TDS by the CBDT Circular No. 18 of 2017, are required to provide self-attested valid documentary evidence (like approval granted by Income Tax Officer / Commissioner, relevant copy of registration, etc.)

c. In case, shareholders (both in Non-resident Shareholders: individuals or non-individuals) provide certificate under Section 395 of the IT Act, for lower / NIL withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the certificate.

II. Non-resident Shareholders:

a) Taxes are required to be withheld in accordance with the provisions of Section 393(2) (Table Sl. No. 15) of the IT Act, as per the rates as applicable. As per the relevant provisions of the Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them.

b) In case, non-resident shareholders provide a certificate issued under Section 395 of the IT Act, for lower/ Nil withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the certificate.

c) Further, as per Section 159 of the IT Act the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Treaty between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e., to avail Tax Treaty benefits, the non-resident shareholders are required to provide the following:

- Self-attested copy of the PAN Card allotted by the Indian Income Tax authorities.
- Self-attested copy of Tax Residency Certificate (TRC) (valid as on the date of AGM date for the year tax year 2026-27 or the calendar year 2026) obtained from the tax authorities of the country of which the shareholder is a resident.
- Electronic filing of Form 41 on the Income Tax portal. Please note that in absence of e-filed Form 41 shareholder will not be eligible for Treaty benefits.
- Self-declaration by the non-resident shareholder of having no Permanent Establishment in India in accordance with the applicable Tax Treaty and Beneficial ownership of the shares (for the period April 2026 to March 2027) by the non- resident shareholder.

Kindly note that the Company is not obligated to apply beneficial tax treaty rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial rate of tax treaty for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholder.

d) In case of Foreign Institutional Investors (FII) and Foreign Portfolio Investors (FPI), taxes shall be withheld at 20% plus applicable surcharge and cess in accordance with provisions of Section 393 of the IT Act.

The aforementioned documents can be downloaded from MUFG Intime's website at https://web.in.mpms.mufg.com/KYC/

index.html on general tab and are required to be uploaded on the MUFG Intime portal at https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html on or before Record Date, to enable the Company to determine the appropriate TDS/ withholding tax rate applicable. Incomplete and/ or unsigned forms and declarations will not be considered by the Company. Any communication on the tax determination/ deduction received post Record Date, shall not be considered. The Company will arrange to email a soft copy of the TDS Certificate to the shareholders registered email ID post payment of the said Final Dividend. Shareholders will also be able to see the credit of TDS in Form 168 (erstwhile Form 26AS), which can be downloaded from their e-filing account at https://incometaxindiaefiling.gov.in.

The Company will arrange to email a soft copy of the TDS Certificate to the shareholders registered email ID post payment of the said Final Dividend. Shareholders will also be able to see the credit of TDS in Form 168 (erstwhile Form 26AS), which can be downloaded from their e-filing account at https://incometaxindiaefiling.gov.in.

21. Members holding shares in physical form are advised to furnish, on or before the Record Date, particulars of their bank account, if not done already or if it has changed, to the RTA/Company to incorporate the same in the dividend warrants/ payment instruments.

22. In respect of cases, where the payments to the shareholders holding shares in de-materialized form are made by dividend warrants/payment instruments, particulars of bank account registered with their Depository Participants would be considered by the RTA/Company for printing the same on the dividend warrants/ payment instruments.

    Section 72 of the Act provides for Nomination by the Members of the Company in the prescribed Form No. SH-13 for shares held in physical form. Blank forms can be requested from the Company's Registrar and Transfer Agent i.e. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited). Members holding shares in dematerialized form may contact their respective Depository Participants for recording of nomination. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or want to opt-out, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website.

As required by Section 102 of the Companies Act, 2013 (the "Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 4, 5,6, 7, 8, 9 & 10 of the accompanying Notice dated August 28, 2026.

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

ITEM NO.4 - To approve the re-appointment of Dr. Nupur Mukherjee (DIN: 10061931) as an Independent Director of the Company.

The Members of the Company had by way of a special resolution, as then applicable, passed through Extraordinary General Meeting of FY 2023-24 held on February 22, 2024, appointed Dr. Nupur Mukherjee (DIN: 10061931) as an Independent Director on the Board of the Company, for a first term of 3 (three) consecutive years effective from January 27, 2024 to January 26, 2027, not liable to retire by rotation.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of up to five consecutive years. Further, in terms of Section 149(11) of the Act, no Independent Director shall hold office for more than two consecutive terms of up to five years each. Further, as per Schedule IV of the Act read with Regulation 19 and Schedule II of the SEBI Listing Regulation, such re-appointment of an Independent Director shall be on the basis of report of performance evaluation.

Skills and capabilities required and the manner in which Dr. Nupur Mukherjee meets such requirements

In the opinion of the Board and the Nomination and Remuneration Committee, the following are the core skills /expertise /competencies required for the Independent Director in the context of the Company's business: Wide knowledge / experience of Industry & technical expertise with understanding of Corporate Governance framework, strategic thinking and decision making, Mindset for ethics, business acumen, commitment, diversity, personal values, independence and awareness among others.

Based on her skills, experience, expertise and knowledge, the Nomination and Remuneration Committee and the Board have recommended the appointment of Dr. Mukherjee as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.

The Company has received a declaration from Dr. Mukherjee confirming that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Further, the Company has also received from Dr. Mukherjee a declaration that she is not disqualified to become a director under Section 152(4) of the Act, a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Director and a consent to hold the office as an independent Director of the Company under Section 152(5) of the Act including a statement that in the opinion of the Board, she fulfils the conditions specified in this Act for such an appointment.

Further, Dr. Mukherjee has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. She has also confirmed that she is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority. She has also provided all the required statutory disclosures/ declarations and her Directorship/ Committee memberships are within the statutorily permitted limits.

As per Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of members for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, through a special resolution.

Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Dr. Mukherjee has enrolled her name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs.

Brief profile of Dr. Nupur Mukherjee:

Dr. Mukherjee brings a deep understanding of data driven solutions, cloud and AI technologies crucial in delivering automation and generating cost efficiencies. She has been associated with some of the top Indian technology companies in the past and is currently serving as Director of various technology companies. She has also held the position of Global Managing Director at Standard Chartered Bank and Barclays in India, SE Asia, China, and Europe, where she was responsible for a host of critical technology practices.

Dr. Mukherjee holds various Degrees and certificates including Certified Independent Director from the Indian Institute of Corporate Affairs & Global ESG professional, Certified prompt engineer 2023-Oxford University, Executive Program (Executive Studies, Strategic Execution & Design Thinking) from Standford University, USA in 2016, Data Science for

Managers Program from John Hopkins University, USA in 2018, Chartered Institute of Management Accountants UK in 2013, B. Com (Hons Maths and Computer Applications) from University of Mumbai, Mumbai in 1999, PMP – PMI Institute USA, Prince2 Practitioner UK OGC, DEVOPS Certified expert-EXIN, Global ESG certified expert World council, GRI 2023, Cloud AWS Solution architect, Azure Solution architect certified Analytics certified and Salesforce Marketing cloud expert.

In the opinion of the Board of Directors, Dr. Mukherjee is eligible to be re-appointed as an Independent Director for a term of 3 consecutive years and fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder, for her appointment as an Independent Director of the Company and is independent of the Management.

The letter of re-appointment of Dr. Mukherjee setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to secretarial@capriglobal.in.

The requisite details and information pursuant to Regulation 36(3) of the SEBI Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are annexed to this Notice as Annexure II.

In line with the Company's remuneration policy for Independent Directors, Dr. Mukherjee will be entitled to receive remuneration by way of sitting fees and Commission as approved by the Board / Shareholders and reimbursement of expenses for participation in the Board / Committee meetings.

Except Dr. Mukherjee, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested financially or otherwise, in the Item No. 4 as set out in this Notice.

The Board of Directors recommend the special resolution set out in Item No. 4 of the notice of AGM for approval of the Members.

ITEM NO.5 - To approve the re-appointment of Mr. Shishir Priyadarshi (DIN: 03459204) as an Independent Director of the Company.

The Members of the Company had by way of a special resolution, as then applicable, passed through Extraordinary General Meeting of FY 2023-24 held on February 22, 2024, appointed Mr. Shishir Priyadarshi (DIN: 03459204) as an Independent Director on the Board of the Company, for a first term of 3 (three) consecutive years effective from January 27, 2024 to January 26, 2027, not liable to retire by rotation.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of up to five consecutive years. Further, in terms of Section 149(11) of the Act, no Independent Director shall hold office for more than two consecutive terms of up to five years each. Further, as per Schedule IV of the Act read with Regulation 19 and Schedule II of the SEBI Listing Regulations, such re-appointment of an Independent Director shall be on the basis of report of performance evaluation.

Skills and capabilities required and the manner in which Mr. Priyadarshi meets such requirements:

In the opinion of the Board and the Nomination and Remuneration Committee, the following are the core skills /expertise /competencies required for the Independent Director in the context of the Company's business: Wide knowledge / experience of Industry & technical expertise with understanding of Corporate Governance framework, strategic thinking and decision making, Mindset for ethics, business acumen, commitment, diversity, personal values, independence and awareness among others.

Based on his skills, experience, expertise and knowledge, the Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Priyadarshi as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.

The Company has received a declaration from Mr. Priyadarshi confirming that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Further, the Company has also received from Mr. Priyadarshi a declaration that he is not disqualified to become a director under Section 152(4) of the Act, a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director and a consent to hold the office as an independent Director of the Company under Section 152(5) of the Act including a statement that in the opinion of the Board, he fulfils the conditions specified in this Act for such an appointment.

Further, Mr. Priyadarshi has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. He has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority. He has also provided all the required statutory disclosures/ declarations and his Directorship/ Committee memberships are within the statutorily permitted limits.

As per Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of members for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, through a special resolution.

Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Priyadarshi has enrolled his name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs.

Brief profile of Mr. Shishir Priyadarshi:

Mr. Priyadarshi has a rich and versatile experience of over 4 decades in various national and global institutions. As an IAS officer of UP cadre, he served in the administrative services for over two decades. In his long and illustrious career, he also had the distinction of becoming the first Indian civil servant to serve as Director of WTO. Mr. Priyadarshi has a distinguished academic record being a topper and gold medalist in post-graduation that includes MA (Economics) from University of Reading, UK, M.Sc (Nuclear Physics), DU.

In the opinion of the Board of Directors, Mr. Priyadarshi is eligible to be appointed as an Independent Director for a term of 5 consecutive years and fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder, for his appointment as an Independent Director of the Company and is independent of the Management.

The letter of re-appointment of Mr. Priyadarshi setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to secretarial@capriglobal.in.

The requisite details and information pursuant to Regulation 36(3) of the SEBI Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are annexed to this Notice as Annexure III.

In line with the Company's remuneration policy for Independent Directors, Mr. Priyadarshi will be entitled to receive remuneration by way of sitting fees and Commission as approved by the Board / Shareholders and reimbursement of expenses for participation in the Board / Committee meetings.

Except Mr. Priyadarshi, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested financially or otherwise, in the Item No. 5 as set out in this Notice.

The Board of Directors recommends the special resolution set out in Item No. 5 of the notice of AGM for approval of the Members.

ITEM NO.6 - To consider and approve amendment in the Employee Stock Option Plan Scheme of the Company

The Members of the Company are hereby informed that the Company had introduced the ESOP Scheme in 2009, which was subsequently amended on May 9, 2014 and May 05, 2025.

The Members of the Company are further informed that the amendments approved by the Board of Directors at its meeting held on May 9, 2014 were carried out to introduce grant of stock options exercisable at a pre-determined exercise price, in addition to the existing provisions of the ESOP Scheme.

Thereafter, the Board of Directors at its meeting held on May 5, 2025, approved certain amendments to the ESOP Scheme solely to align the ESOP Scheme with the provisions of the SEBI SBEB & SE Regulations which replaced the erstwhile regulations. The said amendments were regulatory in nature and accordingly, no approval of the Members was required.

The Members of the Company are further informed that, to provide greater flexibility to the option holders in exercising their vested stock options, certain amendment is proposed to be made to the ESOP Scheme.

Pursuant to Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and provisions of the ESOP Scheme, a Company may, by way of a Special Resolution, vary the terms of the Options not yet exercised by the employees provided that such variation is not prejudicial to the interests of the Option holders. A comparative statement setting out the existing and proposed provisions of the ESOP Scheme is provided hereunder. Accordingly, the approval of the Members is being sought to approve following amendment made in ESOP Scheme:

Reference	Existing Provisions of the ESOP Scheme	Revised Provision of the ESOP Scheme	Rationale
Clause 7(b)	b) The Employee Stock Options granted shall be capable of being exercised **within a period of one (1) year from the date of vesting** of the respective Employee Stock Options.	b) The Employee Stock Options granted shall be capable of being exercised **within a period of four (4) years from the date of vesting** of the respective Employee Stock Options.	The Proposed modification to the ESOP Scheme shall provide Liberty and flexibility to the Option Holders to exercise the options in four years (4) instead of one (1) year. It is further to be noted that the proposed amendment is not detrimental to the interest of the option holders of the Company.

A copy of the proposed amended ESOP Scheme would be available for inspection by the Members, at the Registered Office of the Company during normal business hours on any working day (except Saturday and Sunday) and also during the Meeting. The Members can send a request to the Company at secretarial@capriglobal.in to inspect the same.

The approval of the Members is being sought by way of a Special Resolution pursuant to the provisions of Section 62 of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and Regulation 7 of the SEBI SBEB & SE Regulations to approve the proposed amendment to the existing ESOP Scheme.

The Board of Directors recommends the special resolution set out in Item No. 6 of the notice of AGM for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way interested or concerned, financially or otherwise in the Item No. 6 as set out in this Notice.

ITEM NO. 7 & 8 - To consider and approve the Borrowing in excess of Paid-up Capital & Free reserves of the Company & To consider and approve the Mortgage / Create charge on the assets of the Company

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, as amended ("the Act") the Board of Directors of the Company can exercise the power to borrow money(ies) in excess of aggregate of its paid-up share capital, free reserves and securities premium (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), only with the consent of the Company by a Special Resolution.

Pursuant to Section 180(1)(c) of the Companies Act, 2013 ("the Act") a Special Resolution was passed at the 31st Annual General Meeting (AGM) held on September 26, 2025, where the Shareholders of the Company authorised the Board of Directors of the Company to borrow moneys for the purpose of the Company's business in excess of the paid-up capital of the Company and its free reserves, provided the sum or sums so borrowed and remaining outstanding at any point of time not to exceed ₹25,000 Crores (Rupees Twenty- Five Thousand Crores).

Keeping in view of the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. The Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit through issuance of non-convertible debentures ("NCDs"), Bank Borrowing, ECB, availing term loans, cash credit, fixed deposits, availing of inter-corporate deposits, etc. in the normal course of business, which, together with the money already borrowed by the Company may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence, it is proposed to increase the maximum borrowing limits up to ₹35,000 Crores (Rupees Thirty-Five Thousand Crores). Accordingly, the consent of the Members is being sought for borrowings in excess of the paid-up capital and free reserves of the Company.

Further, pursuant to Section 180(1)(a) of the Act, a Special Resolution was passed at the 31st Annual General Meeting (AGM) held on September 26, 2025, vide which the shareholders of the Company authorised the Board of Directors of the Company to create mortgage, charge on or hypothecate its property(ies), both movable and immovable, to secure borrowings up to ₹25,000 Crores (Rupees Twenty-Five Thousand Crores). In order to facilitate securing the enhanced borrowings of ₹35,000 Crores (Rupees Thirty-Five Thousand Crores) envisaged under Section 180(1)(c) of the Act, and contained in Item No.7 it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Act provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, subject to the approval of members in the general meeting.

Creation of charge on the assets of the Company is construed as disposal of undertaking.

The Board of Directors of the Company consider that the increase in mobilization of funds is necessary for the Company's growing business and for maintaining financial efficiency. The Board recommends passing of the Special Resolution as set out at Item No. 7 & 8 of the accompanying Notice for approval by the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way interested or concerned, financially or otherwise in the Resolutions except to the extent of their shareholding, if any, in the Company.

ITEM NO. 9 - To consider and approve Conversion of Loan into Equity

Pursuant to Section 62(3) of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act and Rules made thereunder, a Special Resolution was passed at the 31st Annual General Meeting (AGM) held on September 26, 2025, where the Shareholders of the Company authorised the Board of Directors of the Company to convert the outstanding loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assistance"), in foreign currency or Indian Rupee, already availed from the Lenders or as may be availed from the Lenders, from time to time, at their option, into equity shares of the Company upon such terms and conditions as may be deemed appropriate by the Board not exceeding ₹25,000 Crores (Rupees Twenty-Five Thousand Crores).

Further, pursuant to the provisions of Section 180(1)(c) of the Act, it is proposed to enhance the borrowing limit of the Company from erstwhile ₹25,000 Crores (Rupees Twenty-Five Thousand Crores) to ₹35,000 Crores (Rupees Thirty- Five Thousand Crores) to provide greater flexibility in raising Financial Assistance and for efficient capital management.

Accordingly, pursuant to the provisions of Section 62(3) of the Act and Rules made thereunder, the Company is required to pass an enabling Special Resolution, in supersession of the earlier resolution passed at the AGM held on September 26, 2025, to enable the Lenders to convert the outstanding Financial Assistance, in foreign currency or Indian Rupee, already availed from the Lenders or as may be availed from the Lenders, from time to time, at their option, into equity shares of the Company upon such terms and conditions as may be deemed appropriate by the Board, not exceeding ₹35,000 Crores (Rupees Thirty-Five Thousand Crores) and at a price to be determined in accordance with the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Foreign Exchange Management Act, 1999, Reserve Bank of India Regulations and all other applicable regulations / guidelines, at the time of such conversion.

Pursuant to the provisions of Section 62(3) of the Act, this resolution requires approval of the members by way of passing of a Special Resolution to enable the conversion of such Financial Assistance into equity shares pursuant to the terms of the financing arrangements and the rights of the Lenders.

Accordingly, the Board recommends the resolution as set out in Item No. 9 of the Notice, to enable the Lenders, in terms of the lending arrangements, entered / to be entered, and as may be specified by Lenders under the financing documents already executed or to be executed in respect of the Financial Assistance availed and/ or to be availed and/ or continued to be availed, at their option, to convert the whole or part of their respective outstanding Financial Assistance into equity shares of the Company, upon such terms and conditions as may be deemed appropriate by the Board.

Since time is of essence for making the decisions regarding raising the financial assistance or agreeing to terms and conditions for raising the financial assistance (including option to convert loan into equity), especially keeping in view the interest of the Company, it may not be feasible for the Company to seek shareholders consent each and every time, in view of the timings and the expenses involved, hence, the Board proposes special resolution as set out at Item No. 9 of the Notice for approval of the Members.

None of the Directors / Key Managerial Personnel of the Company or their relatives are in anyway, concerned or interested, either directly or indirectly and financially or otherwise, in the special resolution, save and except to the extent of their respective interest as shareholders of the Company.

ITEM NO. 10 - To consider and approve revision in the Commission payable to the Non-Executive Directors of the Company

The Members of the Company are hereby informed that, pursuant to the approval accorded by the Members through Postal Ballot on July 14, 2024, the Company has been paying commission of a fixed sum of ₹15,00,000 (Rupees fifteen lakh only) per annum, payable on a quarterly basis, to each of the Non-Executive Directors of the Company, individually, for each of the financial years, with effect from April 1, 2024 and ₹25,00,000 (Rupees twenty-five lakh only) per annum, payable on quarterly basis to the Non-Executive Chairperson of the Company, for each of the financial years, with effect from April 1, 2024.

The Members are further informed that, pursuant to provisions of Sections 197, 198 and any other applicable provisions of the Companies Act, 2013 ("the Act"), if any, and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and taking into consideration the increased participation of the Non-Executive Directors in the meetings of the Board of Directors and its Committees, their enhanced roles, responsibilities and oversight functions, as well as with a view to align their remuneration with the increased responsibilities, time commitment and prevailing industry practices, it is now proposed to revise the commission payable to the Non-Executive Directors of the Company for the period commencing from October 1, 2026 to September 30, 2031, subject to the overall limit prescribed under Section 197 of the Companies Act, 2013.

The Members are further informed that the Nomination and Remuneration Committee at its meeting held on July 08, 2026, and the Board of Directors of the Company at its meeting held on July 27, 2026, approved the proposed revision in the commission payable to the Non-Executive Directors, subject to the approval of the Members of the Company. Accordingly, the approval of the Members is being sought by way of a Special Resolution, as set out in Item No. 10 of this Notice, to approve the revised commission payable to the Non-Executive Directors of the Company, for the period commencing from October 1, 2026 to September 30, 2031, as follows:

Board of Directors	Proposed Commission per annum, payable on quarterly basis
Non-Executive Chairman	Fixed sum of ₹60,00,000
Other Non-Executive Directors	Fixed sum of ₹40,00,000 payable to each of the Non-Executive Directors of the Company

The aggregate commission payable to all Non-Executive Directors of the Company, in any financial year shall not exceed 1% p.a. (one per cent) of the net profits of the Company computed in accordance with the provisions of Section 198 of the Act. The proposed revised commission shall be in addition to the sitting fees payable for attending meetings of the Board and/or its Committees and reimbursement of expenses incurred for participation in such meetings, as may be approved from time to time, in accordance with the applicable provisions of the Act and other applicable laws.

The Board of Directors recommend passing the Special Resolution as set out at Item No. 10 of the accompanying Notice for approval by the Members of the Company.

The Non-Executive Directors of the Company shall be deemed to be concerned or interested, financially, in the Resolution to the extent of commission payable to them. Save and except the aforesaid, none of the other Directors, Key Managerial Personnel(s) of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 10 of the accompanying Notice.

By Order of the Board of Directors
For **Capri Global Capital Limited**

Yashesh Bhatt
Company Secretary
Membership No. ACS-20491

Registered Office:
502, Tower A, Peninsula Business Park,
Senapati Bapat Marg, Lower Parel,
Mumbai 400 013

Place: Mumbai
Date: August 28, 2026

Annexure - I to the Notice of 32nd AGM

Details of Directors seeking re-appointment furnished pursuant to Section 152(6) of the Act, Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

Mr. Rajesh Sharma

Mr. Rajesh Sharma is a qualified Chartered Accountant. He is the Promoter and Managing Director of the Company with over two and a half decades of experience in capital market and financial advisory services.

Mr. Sharma has expertise in various aspects of corporate finance, investment banking, merchant banking and asset financing. He has successfully leveraged his expertise and experience to steer the Company's growth and played an instrumental role in making it one of the leading financial services players in India.

He is not related to any of the Directors and Key Managerial Personnel of the Company. The Board of Directors recommend passing of the resolution set out in item No. 3 of the accompanying Notice.

Except Mr. Rajesh Sharma, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in Item No. 3.

Other details:

Name of the Director	**Mr. Rajesh Sharma**
Director Identification Number	00020037
Nationality	Indian
Date of Birth	February 28, 1970
Age	56
Relationship with other Directors and Key Managerial Personnel	None
Expertise in specific functional area	Capital Market and Financial Advisory Services
Qualification(s)	Chartered Accountant
Terms and conditions of appointment	Director liable to retire by rotation
Remuneration last drawn	₹3,00,00,000/- per annum for Financial Year 2025-26 and performance Incentive by way of Commission of up to 0.5% of the Net Profit of the Company on annual basis.
Remuneration to be paid	₹3,00,00,000/- per annum for Financial Year 2026-27 and performance Incentive by way of Commission of up to 0.5% of the Net Profit of the Company on annual basis.
Number of meetings of the Board attended during the financial year 2025-26	9 out of 9 Board Meetings held
Directorship in other listed companies as on the date of this notice	NIL
Chairmanship & Membership of committees of the Board in other listed companies as on the date of the notice	NIL
Number of shares held in the Company as on the date of the notice	4000 Equity Shares
Listed companies from which the Director has resigned in the past three years	NIL
Date of First Appointment on the Board	May 15, 2007

Profile	Mr. Rajesh Sharma has more than twenty-five years of experience in Capital Market and Financial Advisory Services. Having founded Capri Global Capital Limited, today it has grown into one of India's leading Non-Deposit Taking Systemically Important Non-Banking Financial Companies (NBFC-ND-SI). He has rich experience in corporate finance, investment banking, merchant banking and asset financing. He is an expert in innovating financial products, designing investment strategies for clients and financial risk management. A qualified Chartered Accountant from the Institute of Chartered Accountants of India (ICAI), his business acumen is reflected in his understanding of the debt markets and his ability to strategize to benefit the entire stakeholder value chain. Building a business on the principles of ethics, economic empowerment and equitable growth, his vision is to establish one of India's premier financial institutions.
Directorships held in other Companies as on the Date of this Notice	1) Capri Global Ventures Private Limited 2) Capri Global Housing Finance Limited 3) Dnyaneshwar Trading and Investments Private Limited 4) Parshwanath Buildcon Private Limited 5) Capri Global Finance Private Limited 6) Capri Sports Foundation 7) Capri Global Capital Markets Private Limited 8) Capri Global Securities Private Limited
Memberships/Chairmanships of Committees of public companies	**Capri Global Capital Limited** Asset Liability Management Committee – Chairman Wilful Defaulter Review Committee - Chairman Risk Management Committee – Member Stakeholders' Relationship Committee – Member Corporate Social Responsibility Committee – Member IT Strategy Committee – Member Customer Service Grievance Committee – Member Special Committee for Monitoring and Review of fraud - Member **Capri Global Housing Finance Limited** Risk Management Committee – Chairman Asset Liability Management Committee – Chairman Corporate Social Responsibility Committee – Member IT Strategy Committee – Member Wilful Defaulter Review Committee – Member Special Committee for Monitoring and Review of fraud - Member **Capri Global Capital Markets Private Limited - NIL** **Capri Global Securities Private Limited- NIL**
Number of Stock Options	NIL

Annexure – II to the Notice of 32nd AGM

Details of Directors seeking appointment/re-appointment pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings

Name of the Director	**Dr. Nupur Mukherjee**
Director Identification Number	10061931
Nationality	Indian
Date of Birth	October 10, 1978
Age	47
Date of First Appointment on the Board	January 27, 2024
Date of Re-appointment	January 27, 2027
Relationship with other Directors and Key Managerial Personnel	None
Expertise in specific functional area	Information and Technology
Qualification(s)	▪ ISB Leadership for AI 2023-24, Certified prompt engineer 2023; ▪ Oxford University – Strategic Blockchain; ▪ Executive Program - Executive Studies, Strategic Execution & Design Thinking from Standford University, USA in 2016; ▪ Data Science for Managers Program from John Hopkins University, USA in 2018; ▪ Chartered Institute of Management Accountants UK in 2013; ▪ B. Com (Hons Maths and Computer Applications) from University of Mumbai, Mumbai in 1999; ▪ PMP – PMI Institute USA; ▪ Prince2 Practitioner UK OGC; ▪ DEVOPS Certified expert- EXIN; ▪ Global ESG certified expert World council, GRI 2023;
Terms and conditions of appointment	Re-appointment as an Independent Director for a second term of 3 years with effect from January 27, 2027 to January 26, 2030 (both days inclusive), not subject to retirement by rotation
Remuneration last drawn (including sitting fees and Commission for the financial year 2025-26)	₹22,75,000/- (Sitting fees + Commission)
Remuneration to be paid (including sitting fees and Commission for the financial year 2026-27)	▪ Sitting fees for attending meetings of the Board of Directors at ₹1,00,000 per meeting, and Committees meetings at ₹65,000 per meeting. ▪ Payment of commission of Fixed sum of ₹15,00,000 (Rupees fifteen lakh only) per annum payable on quarterly basis
Number of meetings of the Board attended during the financial year 2025-26	9 out of 9 Board Meetings held
Directorship held in other listed companies as on the date of this notice	NIL
Number of shares held in the Company as on the date of the notice	NIL

Chairmanship & Membership of committees of the Board in other listed companies as on the date of the notice	NIL
Number of shares held in the Listed Company as on the date of the notice	NIL
Listed companies from which the Director has resigned in the past three years	NIL
Directorships held in other Companies as on the Date of this Notice	NIL
Memberships/Chairmanships of Committees of public companies	NIL
Number of Stock Options	NIL

Note:

The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013.

Annexure – III to the Notice of 32nd AGM

Details of Directors seeking appointment/re-appointment pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings

Name of the Director	**Mr. Shishir Priyadarshi**
Director Identification Number	03459204
Nationality	Indian
Date of Birth	October 23, 1957
Age	68
Date of First Appointment on the Board	January 27, 2024
Date of Re-appointment	January 27, 2027
Relationship with other Directors and Key Managerial Personnel	None
Expertise in specific functional area	Economics, Finance and Policy
Qualification(s)	Master of Arts (Economics); Master of Science (Nuclear Physics)
Terms and conditions of appointment	Re-appointment as an Independent Director for a second term of 5 years with effect from January 27, 2027 to January 26, 2032 (both days inclusive), not subject to retirement by rotation
Remuneration last drawn (including sitting fees and Commission for the financial year 2025-26)	₹24,25,000/- (Sitting fees + Commission)
Remuneration to be paid (including sitting fees and Commission for the financial year 2026-27)	▪ Sitting fees for attending meetings of the Board of Directors and Audit Committee at ₹1,00,000 per meeting, and other Committees meetings at ₹65,000 per meeting. ▪ Payment of commission of Fixed sum of ₹15,00,000 (Rupees fifteen lakh only) per annum payable on quarterly basis
Number of meetings of the Board attended during the financial year 2025-26	9 out of 9 Board Meetings held
Directorship held in other listed companies as on the date of this notice	NIL
Number of shares held in the Company as on the date of the notice	NIL
Chairmanship & Membership of committees of the Board in other listed companies as on the date of the notice	NIL
Number of shares held in the Listed Company as on the date of the notice	NIL
Listed companies from which the Director has resigned in the past three years	NIL
Directorships held in other Companies as on the Date of this Notice	Nil
Memberships/Chairmanships of Committees of public companies	Nil
Number of Stock Options	Nil

Note:

The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013.