

Regd Off: 1B, 1st Floor, Court Chambers,  
35, Sir Vithaldas Thackersey Marg,  
New Marine Lines, Mumbai 400 020  
Tel: 91 22 4354 8200; Fax: 91 22 2201 9051

Date: October 02, 2016

To,

|  |   |
|--|---|
| The Secretary<br><b>BOMBAY STOCK EXCHANGE LIMITED</b><br>P J Towers<br>Dalal Street, Fort,<br>Mumbai 400 001 | <b>NATIONAL STOCK EXCHANGE OF INDIA LIMITED</b><br>Listing Department<br>Exchange Plaza, 5 <sup>th</sup> Floor,<br>Bandra-kurla Complex,<br>Bandra (East),<br>Mumbai - 400 051. |
| Company Code No. 531595  | Company Code CGCL   |

Dear Sir,

Pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the compliance report on Corporate Governance of the Company for the quarter and half year ended September 30, 2016.

Thanking you,

Yours faithfully,  
For Capri Global Capital Limited

(Harish Agrawal)  
Senior Vice President & Company Secretary



Encl: As above

**Capri Global Capital Limited**

(CIN: L65921MH1994PLC173469)

Corp. Off: 4th Floor, Merchant Chambers, 41, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020  
Tel: 91 22 4088 8100; Fax: +91 22 4088 8170; E-mail: [contact@cgcl.co.in](mailto:contact@cgcl.co.in); Website: [www.cgcl.co.in](http://www.cgcl.co.in)

1. Name of Listed Entity: Capri Global Capital Limited
2. Quarter ending: September 2016

| I. Composition of Board of Directors |                      |   |  |  |        |   |   |   |
|--------------------------------------|----------------------|---|--|--|--------|---|---|---|
| Title (Mr./Ms)                       | Name of the Director | PAN & DIN                                       | Category (Chairperson /Executive/Non-Executive/Independent/ Nominee) | Date of Appointment in the current term /cessation | Tenure | No. of Directorship in listed entities including this listed entity | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity |
| Mr.                                  | Quintin E Primo III  | PAN: N. A. as foreign director<br>DIN: 06600839 | Chairperson<br>Non-executive   | 02-Aug-2013  | N.A.   | 1   | 0   | 0   |
| Mr.                                  | Sunil Kapoor         | PAN: AAJPK4212H<br>DIN: 01436404                | Executive  | 24-Jan-2014  | N.A.   | 1   | 0   | 0   |
| Mr.                                  | Rajesh Sharma        | PAN: AMBPS1495A<br>DIN: 00020037                | Non-executive  | 15-May-2007  | N.A.   | 1   | 1   | 0   |

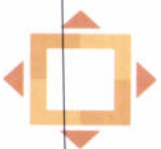


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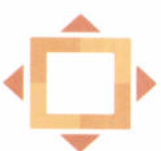


|     |                      |                                     |             |  |                         |   |   |   |
|-----|----------------------|-------------------------------------|-------------|--|-------------------------|---|---|---|
| Ms. | Bhagyam<br>Ramani    | PAN:<br>AGEPR8495C<br>DIN: 00107097 | Independent | 28-Jul-2012  | 2 years &<br>Two Months | 6 | 2 | 0 |
| Mr. | Beni Prasad<br>Rauka | PAN:<br>ABKPR5067M<br>DIN: 00295213 | Independent | 12-Jan-2011  | 2 years &<br>Two Months | 2 | 1 | 2 |
| Mr. | Bhagwati<br>Prasad   | PAN:<br>ABPPS7410N<br>DIN: 05152091 | Independent | Appointment<br>:21-Dec-2011<br>Cessation:<br>01-Aug-2016 | 2 years                 | 1 | 0 | 0 |
| Mr. | Mukesh<br>Kacker     | PAN:<br>AGTPK2827N<br>DIN: 01569098 | Independent | 11-Feb-2012  | 2 years &<br>Two Months | 2 | 1 | 0 |
| Mr. | T. R. Bajalia        | PAN:<br>ABLPB5232B<br>DIN: 02291892 | Independent | 19-Jun-2014  | 2 years &<br>Two Months | 2 | 2 | 0 |

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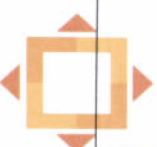


| II. Composition of Committees          |                           |   |
|--|---------------------------|---|
| Name of Committee                      | Name of Committee members | Category<br>(Chairperson/Executive/Non-Executive/Independent/Nominee) |
| 1. Audit Committee                     | Mr. Beni Prasad Rauka     | Chairperson_Independent   |
|  | Mr. Mukesh Kacker         | Independent   |
|  | Ms. Bhagyam Ramani        | Independent   |
|  | Mr. T. R. Bajalia         | Independent   |
| 2. Nomination & Remuneration Committee | Ms. Bhagyam Ramani        | Chairperson_Independent   |
|  | Mr. Beni Prasad Rauka     | Independent   |
|  | Mr. Rajesh Sharma         | Non-Executive   |
| 3. Risk Management Committee           | Mr. Sunil Kapoor          | Executive   |
|  | Ms. Bhagyam Ramani        | Independent   |
|  | Mr. Beni Prasad Rauka     | Independent   |
|  | Mr. T. R. Bajalia         | Independent   |
| 4. Stakeholders Relationship Committee | Mr. Beni Prasad Rauka     | Independent   |
|  | Mr. Rajesh Sharma         | Non-Executive   |
|  | Ms. Bhagyam Ramani        | Independent   |



| III. Meeting of Board of Directors                          |   |   |  |
|---|---|---|--|
| Date(s) of Meeting (if any) in the previous quarter         | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |  |
| 23- April- 2016   | 26-July- 2016                                       | 93 days   |  |
| IV. Meeting of Committees                                   |   |   |  |
| A. Audit Committee  |   |   |  |
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details)         | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days |
| 26-July- 2016   | Yes   | 23- April- 2016   | 93 days  |

| B. Nomination & Remuneration Committee                      |   |   |  |
|---|---|---|--|
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days |
| No  | NA  | 16- April- 2016<br>30-June- 2016                            | NA   |



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| C. Risk Management Committee                                |   |   |  |
|---|---|---|--|
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days |
| 23-July-2016  | Yes   | 16- April- 2016   | 98 days  |

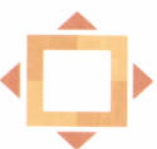
| D. Stakeholders Relationship Committee                      |   |   |  |
|---|---|---|--|
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days |
| 26-July -2016   | Yes   | 16- April- 2016   | 101 days   |

| V. Related Party Transactions  |      |                               |
|--|------|-------------------------------|
| Subject  |      | Compliance status (Yes/No/NA) |
| Whether prior approval of audit committee obtained   | Yes  |                               |
| Whether shareholder approval obtained for material RPT   | N.A. |                               |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | N.A. |                               |





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| VI. Affirmations   |   |
|--|---|
| <ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015               <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration committee</li> <li>c. Stakeholders relationship committee</li> <li>d. Risk management committee (applicable to the top 100 listed entities)</li> </ol> </li> <li>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.</li> </ol> | <div data-bbox="762 383 837 638" data-label="Text">  </div> <div data-bbox="687 383 751 1245" data-label="Text"> <p>Name &amp; Designation: Harish Agrawal<br/>Company Secretary / Compliance Officer / Managing Director / CEO</p> </div> <div data-bbox="660 1305 879 1527" data-label="Image">  </div> |





Compliance Report on Corporate Governance – Half year ended on September 30, 2016

| Affirmations   |                                      |   |
|--|--------------------------------------|---|
| Broad Heading  | Regulation Number                    | Compliance Status (Yes/No/NA)             |
| Copy of Annual Report including balance sheet, profit & loss account, directors report, corporate governance report, business responsibility report displayed on website   | 46(2)                                | Yes<br>Business Responsibility Report- NA |
| Presence of Chairperson of Audit Committee at the Annual General Meeting   | 18(1)(d)                             | Yes                                       |
| Presence of Chairperson of Nomination & Remuneration Committee at the Annual General Meeting   | 19(3)                                | Yes                                       |
| Whether "Corporate Governance Report" disclosed in Annual Report   | 34(3) read with para C of Schedule V | Yes                                       |
| <div>for Capri Global Capital Limited</div> <div><br/>(Harish Agrawal)<br/>Company Secretary</div> <div></div> |                                      |   |