



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: April 07, 2016

To,

| | |
|--|---|
| The Secretary BOMBAY STOCK EXCHANGE LIMITED P J Towers Dalal Street, Fort, Mumbai 400 001 | NATIONAL STOCK EXCHANGE OF INDIA LIMITED Listing Department Exchange Plaza, 5 th Floor, Bandra-kurla Complex, Bandra (East), 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 year ended March 31, 2016.

Thanking you,

Yours faithfully,
For Capri Global Capital Limited

(Harish Agrawal)
Senior Vice President & Company Secretary

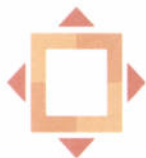


Encl: As above

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; Website: www.cgcl.co.in



1. Name of Listed Entity: Capri Global Capital Limited
2. Quarter ending: March 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 DIN: 06600839 | Chairperson_ Non-executive | 02-Aug-2013 | N.A. | 1 | 0 | 0 |
| Mr. | Sunil Kapoor | PAN: AAJPK4212H DIN: 01436404 | Executive | 24-Jan-2014 | N.A. | 1 | 0 | 0 |
| Mr. | Rajesh Sharma | PAN: AMBPS1495A DIN: 00020037 | Non-executive | 15-May-2007 | N.A. | 1 | 1 | 0 |





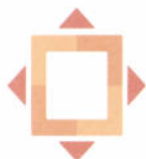
| | | | | | | | | |
|-----|-------------------|----------------------------------|-------------|-------------|----------------------|---|---|---|
| Ms. | Bhagyam Ramani | PAN: AGEPR8495C DIN: 00107097 | Independent | 28-Jul-2012 | 1year & seven Months | 6 | 2 | 0 |
| Mr. | Beni Prasad Rauka | PAN: ABKPR5067M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





| II. Composition of Committees | | |
|--|-----------------------------------|--|
| Name of Committee | Name of Committee members | Category (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. 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 |





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|---|---|---|--|--|
| 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) | |
| 02 – Nov- 2015 | 11-Feb-2016 | | 100 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 | |
| 11-Feb-2016 | Yes | 02-Nov-2015 | 100 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 | |
| 16- Jan- 2016 | Yes | NA | NA | |





| 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 |
| 10-Feb-2016 | Yes | 31- Oct-2015 | |

| 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 |
| 11-Feb-2016 | Yes | 31- Oct-2015 | |


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



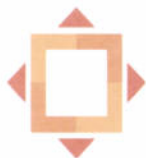


VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee c. Stakeholders relationship committee
 - d. Risk management committee (~~applicable to the top 100 listed entities~~)
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.
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.
5. ~~This report and/or~~ the report submitted in the previous quarter has been placed before Board of Directors.

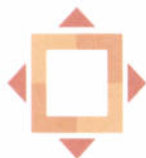

Name & Designation: Harish Agrawal
Company Secretary / ~~Compliance Officer~~ / ~~Managing Director~~ / CEO





| I. Disclosure on website in terms of Listing Regulations | | |
|---|-------------------|----------------------------------|
| Item | Compliance | status |
| | (Yes/No/NA) | |
| Details of business | Yes | |
| Terms and conditions of appointment of independent directors | Yes | |
| Composition of various committees of board of directors | Yes | |
| Code of conduct of board of directors and senior management personnel | Yes | |
| Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | |
| Criteria of making payments to non-executive directors | Yes | |
| Policy on dealing with related party transactions | Yes | |
| Policy for determining 'material' subsidiaries | Yes | |
| Details of familiarization programmes imparted to independent directors | Yes | |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | |
| email address for grievance redressal and other relevant details | Yes | |
| Financial results | Yes | |
| Shareholding pattern | Yes | |
| Details of agreements entered into with the media companies and/or their associates | NA | |
| New name and the old name of the listed entity | NA | |
| II Annual Affirmations | | |
| Particulars | Regulation Number | Compliance status (Yes/No/NA) |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes |
| Board composition | 17(1) | Yes |





| | | |
|---|-------------------------|--|
| Meeting of Board of directors | 17(2) | Yes |
| Review of Compliance Reports | 17(3) | Yes |
| Plans for orderly succession for appointments | 17(4) | Yes |
| Code of Conduct | 17(5) | Yes |
| Fees/compensation | 17(6) | Yes |
| Minimum Information | 17(7) | Yes |
| Compliance Certificate | 17(8) | Yes (yes for FY 14-15 for FY 15-16 will be provided) |
| Risk Assessment & Management | 17(9) | Yes |
| Performance Evaluation of Independent Directors | 17(10) | Yes (yes for FY 14-15 for FY 15-16 under process) |
| Composition of Audit Committee | 18(1) | Yes |
| Meeting of Audit Committee | 18(2) | Yes |
| Composition of nomination & remuneration committee | 19(1) & (2) | Yes |
| Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes |
| Composition and role of risk management committee | 21(1),(2),(3),(4) | Yes |
| Vigil Mechanism | 22 | Yes |
| Policy for related party Transaction | 23(1),(5),(6),(7) & (8) | Yes |
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes |
| Approval for material related party transactions | 23(4) | NA |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Yes |
| Maximum Directorship & Tenure | 25(1) & (2) | Yes |





| | | |
|---|---------------|-----|
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarization of independent directors | 25(7) | Yes |
| Memberships in Committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes |

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Name & Designation: Harish Agrawal
Company Secretary / Compliance Officer / Managing Director / CEO

