

May 30, 2020

To,

The Listing Department
BSE Limited
Pheeroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001
Company Code No.: 531595

The Listing Manager
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No - C Block, G Block,
Bandra Kurla Complex
Mumbai 4000 51
Company Code: CGCL

Sub: Annual Secretarial Compliance Report of Capri Global Capital Limited for the Financial Year ended March 31, 2020

Dear Sir/ Madam,

In continuation to our previous Letter dated May 21, 2020 on the captioned subject, please find enclosed herewith the Annual Secretarial Compliance Report dated May 9, 2020 alongwith the Addendum to the Annual Secretarial Compliance Report dated May 30, 2020 for the Financial Year ended March 31, 2020 issued by the Secretarial Auditor of the Company, M/s. MAKS & Co., Company Secretaries (Firm Registration No. P2018UP067700) for your information and records.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,
for **Capri Global Capital Limited**



Abhishek Kanoi
Vice President & Group Company Secretary



Encl.: As above

Capri Global Capital Limited

Registered Office:

CIN: L65921MH1994PLC173469 Regd. Off: 502, Tower A, Peninsula Business Park, Lower Parel, Mumbai – 400013.

+9122 4088 8100/4354 8200 ✉ contact@capriglobal.in 🌐 www.capriglobal.in



MAKS & CO.

Company Secretaries

FRN: P2018UP067700

O: 409, Ocean Plaza, P-5, Sector 18, Noida – 201301

E: services@forecoreprofessionals.com

D: +120 120 413 2722

**Secretarial Compliance Report of Capri Global Capital Limited
for the year ended March 31, 2020**

To,
The Board of Directors
Capri Global Capital Limited
502, Tower A, Peninsula Business Park,
Senapati Bapat Marg, Lower Parel,
Mumbai- 400013, Maharashtra, India

We, MAKS & Co., Company Secretaries (FRN: P2018UP067700) have examined:

- (a) all the documents and records made available to us and explanation provided by Capri Global Capital Limited (“the **listed entity**” / “the **Company**”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity, and
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2020** (“**Review Period**”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (*not applicable for the Review Period*);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (*not applicable for the Review Period*);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (*not applicable for the Review Period*);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Depositories Act, 1996 and the Regulations and Bye Laws framed thereunder to the extent of Regulation 76 of the Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;



Associate Firm: Forecore Professionals LLP

W: www.forecoreprofessionals.com



- (j) the Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulation, 1993 regarding the Companies Act, 2013 and dealing with the client to the extent of securities issued; and
- (k) the Securities and Exchange Board of India (Investor Education and Protection Fund) Regulations, 2009.

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sl. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1	As per Regulation 30 of SEBI (LODR) 2015, the Company is required to submit, to the stock exchange, all events, as specified in Part A of Schedule III, or information as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information.	Disinvestment made by the Company in Capri Global Asset Reconstruction Private Limited, non-material wholly owned subsidiary on December 31, 2019 was intimated to Stock Exchanges under Regulation 30 of SEBI LODR 2015 on January 17, 2020.	The Company has made delayed disclosure of the event under Regulation 30 of SEBI (LODR) 2015.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) No actions have been taken against the listed entity/ its promoters/ directors/ material subsidiary either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines insofar as it appears from examination of records.
- (d) There were no observations in the previous Secretarial Compliance Report dated May 03, 2019 by M/s PRS Associates and hence no action is required.

For MAKS & Co.,
Company Secretaries
[FRN P2018UP067700]

Mohit Maheshwari
Partner
Membership No.: F9565
COP No.: 19946
UDIN: F009565B000219051



Date: May 9, 2020
Place: Noida



MAKS & CO.

Company Secretaries

FRN: P2018UP067700

O: 409, Ocean Plaza, P-5, Sector 18, Noida – 201301

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**Addendum to Secretarial Compliance Report of Capri Global Capital Limited
for the year ended March 31, 2020**

To,

The Board of Directors

Capri Global Capital Limited

502, Tower A, Peninsula Business Park,

Senapati Bapat Marg, Lower Parel,

Mumbai- 400013, Maharashtra, India

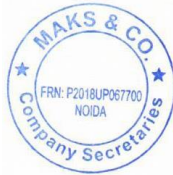
This addendum is in continuation to and to be read with the above report dated May 9, 2020

- (e) Since there was no event of appointment/ re-appointment/ resignation of statutory auditor of the Company during the review period, the Company has modified the terms of appointment of its existing auditor to give effect to clause 6(A) and 6(B) of the Circular No. CIR/CFD/CMD1/114/2019 dated October 18,2019.

For MAKS & Co.,

Company Secretaries

[FRN P2018UP067700]



Mohit Maheshwari

Partner

Membership No.: F9565

COP No.: 19946

UDIN: F009565B000219051

Date: May 30, 2020

Place: Noida