

Quarterly Report on Corporate Governance as per Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure I)

1. Name of Listed Entity: Capri Global Capital Limited
2. Quarter ending: March 31, 2020

I. Composition of Board of Directors												
Title Mr./Ms.	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ¹	Initial Date of Appointment	Date of Re-Appointment	Date of Cessation	Tenure ²	Date of Birth	No. of Directorship in listed entities including this listed entity [Refer Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [Refer proviso to Regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity [Refer Regulation 26(1)] ³	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity [Refer Regulation 26(1)]
Mr.	Mukesh Kacker	PAN – AGTPK2827N DIN – 01569098	Non – Executive – Independent	April 1, 2014	April 1, 2019	N.A	6 Years	13-04-1957	1	1	1	0
Mr.	Rajesh Sharma	PAN – AMBPS1495A DIN – 00020037	Executive (Managing Director)	May 15, 2007	August 2, 2019	N.A	-	28-02-1970	1	0	1	0
Ms.	Bhagyam Ramani	PAN – AGEPR8495C DIN – 00107097	Non – Executive – Independent	April 1, 2014	April 1, 2019	N.A	6 Years	09-01-1952	4	4	3	0
Mr.	Beni Prasad Rauka	PAN – ABKPR5067M DIN – 00295213	Non – Executive – Independent	April 1, 2014	April 1, 2019	N.A	6 Years	01-04-1964	2	1	3	2
Mr.	Ajay Kumar Relan	PAN – AADPR4374F DIN – 00002632	Non – Executive – Independent	December 4, 2018	August 2, 2019	N.A	1 Year, 3 Months	09-12-1953	5	5	7	4
Mr.	Ajit Mohan Sharan	PAN – ABZPS6351C DIN – 02458844	Non – Executive – Independent	June 1, 2019	August 2, 2019	N.A	10 Months	02-03-1957	2	2	1	0

¹ Chairperson is appointed on every Board Meeting who is not related to Managing Director

² In case of Independent Director, the tenure would mean the total period from which the Independent Director is serving on the Board of the Company in continuity without any cooling off period.

³ Pursuant to FAQs on Corporate Governance Report published by the National Stock Exchange of India Limited, number of membership in Committees include chairmanship in Committees.



II. Composition of Committees				
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cessation
Audit Committee	1. Mr. Beni Prasad Rauka	Chairperson, Non – Executive, Independent	01-04-2019	N.A
	2. Mr. Mukesh Kacker	Non – Executive, Independent	01-04-2019	N.A
	3. Ms. Bhagyam Ramani	Non – Executive, Independent	01-04-2019	N.A
Nomination & Remuneration Committee	1. Ms. Bhagyam Ramani	Chairperson, Non – Executive, Independent	01-04-2019	N.A
	2. Mr. Beni Prasad Rauka	Non – Executive, Independent	01-04-2019	N.A
	3. Mr. Ajit Mohan Sharan	Non – Executive, Independent	09-01-2020	N.A
Risk Management Committee	1. Mr. Rajesh Sharma	Chairperson, Executive Director	04-07-2018	N.A
	2. Ms. Bhagyam Ramani	Non – Executive, Independent	01-04-2019	N.A
	3. Mr. Beni Prasad Rauka	Non – Executive, Independent	01-04-2019	N.A
Stakeholders Relationship Committee	1. Mr. Beni Prasad Rauka	Chairperson, Non – Executive, Independent	01-04-2019	N.A
	2. Ms. Bhagyam Ramani	Non – Executive, Independent	01-04-2019	N.A
	3. Mr. Rajesh Sharma	Executive	08-09-2007	N.A
Corporate Social Responsibility Committee	1. Ms. Bhagyam Ramani	Chairperson, Non – Executive, Independent	01-04-2019	N.A
	2. Mr. Beni Prasad Rauka	Non – Executive, Independent	01-04-2019	N.A
	3. Mr. Rajesh Sharma	Executive	01-04-2014	N.A

III. Meetings of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of quorum met	No. of Directors present	No. of Independent Directors Present	Maximum gap between any two consecutive (in number of days)



November 8, 2019	February 11, 2020	Yes, Required Quorum was present	5	4	94 Days
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IV. Meetings of Committees					
Date(s) of Meeting of Committee (if any) in the relevant quarter	Whether requirement of quorum met	No. of Directors present	No. of Independent Directors Present	Date(s) of Meeting (if any) in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee					
February 11, 2020	Yes, Required Quorum was present	2	2	November 08, 2019	94 Days
Nomination & Remuneration Committee					
February 11, 2020	Yes, Required Quorum was present	2	2	November 07, 2019	95 Days
Risk Management Committee					
February 08, 2020	Yes, Required Quorum was present	2	2	November 07, 2019	92 Days
Stakeholders Relationship Committee					
February 11, 2020	Yes, Required Quorum was present	2	1	November 07, 2019	95 Days
Corporate Social Responsibility Committee					
NA	NA	NA	NA	November 07, 2019	NA

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	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA



VI. Affirmation	
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 and Remuneration Committee: c. Stakeholders Relationship Committee: d. Risk Management Committee.
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 have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: None

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for Capri Global Capital Limited



Abhishek Kanoi
Vice President & Group Company Secretary

Date: April 8, 2020



Report on Corporate Governance as per Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2020 – Annexure II

I. Disclosure on Website in terms of Listing Regulations		
Item	Compliance Status (Yes/No/NA)	If Yes provide link to website. If No / NA provide reasons
As per Regulation 46(2) of the LODR:		
a) Details of Business	Yes	https://www.capriglobal.in/msme-loans/ https://www.capriglobal.in/home-loans/ https://www.capriglobal.in/construction-finance-loans/
b) Terms and conditions of appointment of independent directors	Yes	https://www.capriglobal.in/team/
c) Composition of various committees of board of directors	Yes	https://www.capriglobal.in/team/
d) Code of conduct of board of directors and senior management personnel	Yes	https://www.capriglobal.in/policies/
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.capriglobal.in/policies/
f) Criteria of making payments to non-executive directors	Yes	NA
g) Policy on dealing with related party transactions	Yes	https://www.capriglobal.in/policies/
h) Policy for determining 'material' subsidiaries	Yes	https://www.capriglobal.in/policies/
i) Details of familiarization programmes imparted to independent directors	Yes	https://www.capriglobal.in/policies/
j) Email address for grievance redressal and other relevant details	Yes	https://www.capriglobal.in/grievance-redressal/
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.capriglobal.in/grievance-redressal/
l) Financial results	Yes	https://www.capriglobal.in/annual-reports/
m) Shareholding pattern	Yes	https://www.capriglobal.in/shareholding-pattern/
n) Details of agreements entered into with the media companies and/or their associates	NA	NA
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	NA
p) New name and the old name of the listed entity	NA	NA
q) Advertisements as per regulation 47 (1)	Yes	https://www.capriglobal.in/notices/
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	https://www.capriglobal.in/credit-rating/
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.capriglobal.in/financial-report-of-subsidiaries/
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.capriglobal.in/disclosures-to-stock-exchange/
b) Materiality Policy as per Regulation 30	Yes	https://www.capriglobal.in/policies/
c) Dividend Distribution Policy as per Regulation 43A (as applicable)	Yes	https://www.capriglobal.in/policies/

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), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes

Quorum of board meeting	17(2A)	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
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(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)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	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 the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

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for Capri Global Capital Limited



Abhishek Kanoi
Vice President & Group Company Secretary

Date: April 8, 2020

