



# Capri Global Capital Limited

(formerly known as Money Matters Financial Services Limited)  
CIN L65921MH1994PLC173469

Regd. office: 1-B, Court Chambers, 35 Sir Vithaldas Thackersey Marg,  
New Marine Lines, Mumbai-400020 • Tel: 91 22 43548200; Fax: 91 22 2201 9051  
Email: investor.relation@cgcl.co.in, Website: www.cgcl.co.in

## NOTICE

**NOTICE** is hereby given that the Twentieth Annual General Meeting of the Members of Capri Global Capital Limited will be held on Monday, 4<sup>th</sup> August, 2014 at 12.00 Noon at Walchand Hirachand Hall, Indian Merchants' Chamber, LNM IMC Bldg., Opp. Churchgate Station, Churchgate, Mumbai-400020, to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2014 and the Profit and Loss Account for the year ended on that date together with the Reports of Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares of the Company for the Financial Year 2013-2014.
3. To appoint a Director in place of Mr. Quintin E Primo III (DIN 06600839), who retires by rotation and is eligible for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this meeting, until the conclusion of the next Annual General Meeting and to fix their remuneration and pass the following resolution with or without modification thereof:

**"RESOLVED THAT** pursuant to provisions of section 139 of Companies Act, 2013 and rules made thereunder, as amended from time to time, M/s. Karnavat & Co., Chartered Accountants, Mumbai, (Firm Registration No. 104863W), be and are hereby re-appointed as the Auditors of the Company to hold the office from conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting on such remuneration may be determined by the Board of Directors in consultation with the Auditors."

### SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** Mr. Sunil Kapoor (DIN 01436404), who was appointed as an Additional Director of the Company on 24<sup>th</sup> January, 2014, pursuant to the provisions of sub-section (1) of section 161 of the Companies Act, 2013 and the Articles of Association of the Company and holds office till this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."
6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956), the Company hereby approves the appointment and terms of remuneration of Mr. Sunil Kapoor (DIN 01436404) as the Executive Director of the Company for 1(one) year commencing on 24<sup>th</sup> January, 2014 to 23<sup>rd</sup> January, 2015, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Directors and Mr. Sunil Kapoor.  
**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."
7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. T. R. Bajalia (DIN 02291892), who was appointed as an Additional Director on June 19, 2014, pursuant to the provisions of sub-section (1) of section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company upto June 18, 2019, not liable to retire by rotation.
8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and clause 49 of Listing Agreement, Mr. Beni Prasad Rauka (DIN 00295213), Director of the Company whose period of office is liable to determination of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to 31<sup>st</sup> March, 2019, not liable to retire by rotation."

9. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:  
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and clause 49 of Listing Agreement, Mr. Bhagwati Prasad (DIN 05152091), Director of the Company whose period of office is liable to determination of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to 31<sup>st</sup> March, 2019, not liable to retire by rotation.”
10. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:  
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Mukesh Kacker (DIN 01569098), Director of the Company whose period of office is liable to determination of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to 31<sup>st</sup> March, 2019, not liable to retire by rotation.”
11. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:  
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and clause 49 of Listing Agreement, Ms. Bhagyam Ramani (DIN 00107097), Director of the Company whose period of office is liable to determination of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to 31<sup>st</sup> March, 2019, not liable to retire by rotation.”
12. 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 of the Company through postal ballot process on 11<sup>th</sup> July, 2013 and pursuant to clause (c) of sub-section (1) of section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013 (hereinafter referred to as the “Act”), or any statutory modification or re-enactment thereof, the Board of Directors of the Company (hereinafter called “the Board”, which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purposes), is hereby authorised to borrow from time to time as it may think fit, 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, etc., whether share holder 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 Board shall not at any time exceed the limit of Rs.2000 Crores (Rupees Two thousand Crores).  
**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things and to sign all such agreements, documents, papers and writings as may be deemed necessary, expedient or desirable to give effect to above resolutions.  
**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.”

**By Order of the Board  
for Capri Global Capital Limited**

**Sd/-  
Harish Agrawal  
Vice President & Company Secretary**

Place : Mumbai  
Dated : 26<sup>th</sup> June, 2014

**Registered Office:**  
1-B, Court Chambers,  
35, Sir Vithaldas Thackersey Marg,  
New Marine Lines,  
Mumbai - 400020.

**Notes:**

1. A member entitled to attend and vote is entitled to appoint a proxy(s) to attend and vote (on poll) instead of himself and a proxy(s) need not be a member of the company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. The Explanatory Statement pursuant to sub-section (1) of section 102 of the Companies Act, 2013 in respect of the Special Business from Item 5 to 12 is annexed hereto and forms part of the Notice.
3. Register of Members and the Share Transfer Books of the Company will remain closed between July 28, 2014 to August 04, 2014 (both days inclusive).
4. The payment of final dividend, upon declaration by the shareholders at the Annual General Meeting, will be made on or after August 09, 2014, 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 Ltd (NSDL) and the Central Depository Services (India) Ltd (CDSL) at the closure of business hours on July 26, 2014, and
  - b) to all those shareholders holding shares in physical form after giving effect to all the valid share transfers lodged with the Company before the closing hours on July 26, 2014.
5. Members holding shares in physical form are advised to furnish, on or before July 26, 2014, particulars of their bank account, if not done already or if it is changed, to the Company to incorporate the same in the dividend warrants/payment instruments.
6. In respect of cases, where the payments to the shareholders holding shares in dematerialised form are made by dividend warrants/ payment instruments, particulars of bank account registered with their depository participants will be considered by the Company for printing the same on the dividend warrants/ payment instruments.
7. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in 'E-Communication Registration Form', available on the website of the Company [www.cgcl.co.in](http://www.cgcl.co.in), to M/s. MCS Limited. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
8. The Company is pleased to offer e-Voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

**Instructions for members for voting electronically are as under:-****In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "Capri Global Capital Limited" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

- (vii) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Capri Global Capital Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on July 29, 2014 (9:00 am) and ends on July 31, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on July 04, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
9. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in), under help section or write an email to: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  10. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on July 04, 2014.
  11. Mr. Alwyn D'souza, Practising Company Secretary (Membership No. FCS-5559) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  12. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  13. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website: [www.cgcl.co.in](http://www.cgcl.co.in), within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE & NSE.
  14. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company on all working days except Saturdays between 10.30 a.m. and 1.00 p.m., up to the date of the AGM.
  15. The members are requested to note:
    - i. **Change of Address/ Bank Details:** Members holding shares in physical form are requested to inform M/s. MCS Limited (Company's Registrar & Transfer Agent), immediately of any change in their address and bank details. Members holding shares in dematerialized form are requested to intimate all changes with respect to their address, bank details, mandate etc. to their respective Depository Participants. These changes will then be automatically reflected in the Company's records. This will help the Company to provide efficient and better service to the members.
    - ii. Section 72 of the Companies Act, 2013, provides for **Nomination by the Shareholders** of the Company in the prescribed Form No. SH-13 for shares held in physical form. Blank forms will be supplied by M/s. MCS Limited on request. Members holding shares in dematerialized form may contact their respective Depository Participants for recording of nomination.
    - iii. Members seeking any information with regards to the Accounts, are requested to write to the Company at an early date, as to enable the Management to keep the information ready at the meeting.
    - iv. Members attending the Annual General Meeting are requested to bring with them the followings (as applicable):
      - (a) Members holding shares in dematerialized form, their DP & Client ID Numbers.
      - (b) Members holding shares in physical form their folio numbers.
      - (c) Copy of the Annual Report & Notice.
      - (d) The Attendance slip duly completed as per the specimen signature lodged with the Company.
      - (e) Member Companies/Institutions are requested to send a copy of the resolution of their Board/Governing Body, authorising their representative to attend and vote at the Annual General Meeting.

## Explanatory Statement

The following explanatory statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), set out all material facts relating to the business mentioned at the item 5 to 12 the accompanying Notice dated 26<sup>th</sup> June, 2014.

### ITEM NO. 5

Mr. Sunil Kapoor was appointed as an Additional Director of the Company with effect from 24<sup>th</sup> January, 2014. Mr. Sunil Kapoor holds office till this Annual General Meeting of the Company as per sub-section (1) of section 161 of the Companies Act, 2013 ('the Act'). A notice has been received from a member alongwith deposit of a requisite amount signifying his intention to propose Mr. Sunil Kapoor as a candidate for the office of Director.

Mr. Sunil Kapoor is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has provided his consent to act as a Director.

Mr. Sunil Kapoor has over 2 decades of experience across leading global organizations. He has built expertise across various functions of business as Operations, Credit (Underwriting), Collections, Sales, Distribution, and Risk & Finance during his career.

Across his professional career, he was associated with the leading global organizations such as AIG, Bharti AXA Life Insurance, General Electric (GE), Citigroup, American Express (AMEX), and Godfrey Phillips. He successfully led the entry of AIG Consumer Finance business in India through acquisitions and smooth amalgamation of two entities engaged in consumer finance and housing finance businesses. He developed the Business Strategy, Built Team, Implemented New Operating System, Risk & Underwriting Policies, Setup end to end processes for Credit Appraisal and Disbursal.

He is a qualified Chartered Accountant and Cost Accountant and a commerce graduate from Shri Ram College of Commerce, Delhi University.

Mr. Sunil Kapoor is not on the board of any other Company.

The Board of Directors commend passing of the resolution set out in Item No. 5 of the accompanying Notice.

Except Mr. Sunil Kapoor, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

### ITEM NO. 6

The Board of Directors at their meeting held on 24<sup>th</sup> January, 2014 had approved the appointment and payment of remuneration to Mr. Sunil Kapoor as Executive Director of the Company for a period of 1 (One) Year, with effect from 24<sup>th</sup> January, 2014, subject to the approval of members.

The principal terms and conditions of Mr. Sunil Kapoor's appointment as Executive Director ('ED') are as following:

#### I. Tenure of appointment

For a period of 1 year commencing on 24<sup>th</sup> January, 2014 to 23<sup>rd</sup> January, 2015.

#### II. Nature of Duties

The ED shall devote his whole time and attention to the business of the Company and exercise such powers and carry out such duties as may be entrusted to him by the Board from time to time, subject to superintendence, control and direction of the Board and in the best interest of the business of the Company and the business of any one or more of its subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such subsidiaries or any other executive body or any committee of such company.

#### III. Remuneration

All inclusive salary of Rs. 1.10 Crores per annum which includes all benefits and reimbursements as may be permitted under the applicable tax laws.

#### IV. Performance Incentive

As may be determined by the Board or its Committee thereof in each year.

**V. Reimbursement**

While posted at Mumbai, house rent shall be reimbursed, at actual or Rs. 12 Lakhs per annum whichever is lower.

**VI. Perquisites**

- a. Medical insurance coverage for self and family as per the rules of the Company.
- b. Preventive medical check-up for self as per the policy of the Company.
- c. Term Insurance Policy as per policy of the Company.
- d. Employees Stock Options – As may be decided by the Nomination & Remuneration Committee / Board of Directors from time to time.

**VII. Other benefits**

- a. Company shall provide a car with driver for official use and all expenses relating to fuel, maintenance and driver will be reimbursed on actual basis.
- b. Company shall provide mobile and telephone facility at office.

**VIII. Other terms and conditions**

- a. The terms & conditions of the appointment of ED may be altered and varied from time to time by the Board of Directors of the Company as it may, in its absolute discretion deem fit, so as not to exceed the limits specified in Schedule- V of Companies Act, 2013 (equivalent to Schedule –XIII of the Companies Act, 1956) or any amendments made hereafter.
- b. The appointment may be terminated by giving three months notice on either side or payment in lieu of notice.
- c. The employment of ED may be terminated by the Company without notice or payment in lieu of notice :
  - i. if the ED is found guilty of any gross negligence ,default or misconduct in connection with or affecting the business of the Company; or
  - ii. in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the ED of any of the stipulations contained in the appointment letter to be issued by the Company to the ED; or
  - iii. in the event the Board expresses its loss of confidence in the ED.
- d. In the event the ED is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- e. Upon the termination by whatever means of the ED 's employment:
  - i. The ED shall immediately tender his resignation from office held by him in any subsidiaries companies and other entities without claim for compensation for loss of office;
  - ii. The ED shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries.
- f. He shall not be paid any sitting fee for attending the meetings of Board of Directors or Committee thereof.
- g. He shall abide by the Code of Conduct applicable to the Board Members of the Company.

The Board of Directors recommend passing of the resolution set out in item No. 6 of the accompanying notice.

Except Mr. Sunil Kapoor, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

**ITEM NO. 7**

The Board of Directors of the Company appointed, pursuant to the provisions of sub-section (1) of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. T. R. Bajalia, as an Additional Director of the Company with effect from June 19, 2014.

Mr. T. R. Bajalia has more than 39 years of experience in the banking industry and has successfully handled various portfolios including Corporate Banking, Project Appraisal, NPA Management and Resolution, MSME Funding, Human Resource Management/Development, Training, Legal, Management of Facilities and Infrastructure.

Mr. Bajalia retired as the Deputy Managing Director of the SIDBI on 31st December, 2013. He played a significant role in the formation of the Micro Small and Medium Enterprises (MSME) vertical in IDBI in 2008. He had been an IDBI nominee on the SIDBI Board since 2009, before being appointed its Deputy Managing Director in October 2012. He has also served as a Nominee Director of IDBI on board various State level institutions, large public listed companies including JSW Energy Limited.

He served as a Member of the Committee constituted by Reserve Bank of India for restructuring of SME and other concerns. He was also a member of CDR empowered group, committees relating to MSME sector constituted by Chambers of Commerce including Maharashtra Chamber of Commerce, FICCI and CII. He is a well-known authority on MSME funding in India and has addressed many a MSME forums.

He is a Graduate in Economics, a Cost Accountant and Certified Associate of the Indian Institute of Bankers.

In terms of the provisions of sub-section (1) of section 161 of Companies Act, 2013, Mr. T. R. Bajalia would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. T. R. Bajalia for the office of Director of the Company.

Mr. T. R. Bajalia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has provided his consent to act as a Director.

Section 149 of the Act *inter alia* stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. T. R. Bajalia that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Mr. T. R. Bajalia possesses appropriate skills, experience and knowledge.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. T. R. Bajalia as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. T. R. Bajalia as an Independent Director for a terms of five years , for the approval by the shareholders of the Company.

Copy of the draft letter for appointment of Mr. T. R. Bajalia as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Mr. T. R. Bajalia does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He is not on the board of any other Company. He is not related to any of the Directors on the Board of the Company.

Except Mr. T. R. Bajalia, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

## ITEM NO. 8

Mr. Beni Prasad Rauka is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on January 12, 2011.

Mr. Beni Prasad Rauka is a qualified Chartered Accountant and Company Secretary with more than 27 years of experience of working with Merchant Bankers, Finance and Manufacturing companies. He has successfully helped many corporates raise huge short & long term funds both in debt and equity markets.

Presently Mr. Rauka is associated with SEB Group of companies as its group CFO and leads the finance and accounts function since last more than 14 years. Apart from his professional and business acumen, Mr. Rauka is known for his contribution to the community, through of his involvement with many social welfare and cultural organisations.

He is Chairman of the Audit Committee and also of Stakeholders Relationship Committee of the Board. He is also member of Nomination & Remuneration Committee, Securities Transfer Committee, Securities Issue & Allotment Committee, Operations & Borrowing Committee and Corporate Social Responsibility Committee of the Board of the Company.

Mr. Beni Prasad Rauka does not hold by himself or for any other person as a beneficial holder, any shares in the Company.

The Company has received a declaration from Mr. Beni Prasad Rauka that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Mr. Beni Prasad Rauka is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Beni Prasad Rauka being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for terms of five consecutive years upto 31st March, 2019. A notice has been received from a member proposing Mr. Beni Prasad Rauka as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Beni Prasad Rauka fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and that he posses requisite skills and experience for such appointment.. Copy of the draft letter for appointment of Mr. Beni Prasad Rauka as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Beni Prasad Rauka as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Beni Prasad Rauka as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Beni Prasad Rauka, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

#### **ITEM NO. 9**

Mr. Bhagwati Prasad is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on December 21, 2011.

Bhagwati Prasad has practiced law for nearly 24 years before being appointed as Judge of Rajasthan High Court in 1996. While in practice as an Advocate, he held the position of Secretary of Rajasthan High Court Advocates Association. He also held the position of President of the association in 1986. He has been a member of the Bar Council of India for the period 1991-93 and the Bar Council of Rajasthan for the period 1981-96. He was the Managing Trustee of Bar Council of India Trust for the period 1992-93.

As the Judge of the Rajasthan High Court, he initiated many reforms so as to improve the performance of the subordinate courts in Rajasthan. He took oath as a judge of High Court of Gujarat at Ahmadabad in February, 2008 and was appointed as Chief Justice of Jharkhand High Court in August 2010. He retired as Chief Justice of Jharkhand High Court in May 2011. He was designated as a Senior Advocate by the Hon'ble Supreme Court of India in September 2011.

Bhagwati Prasad is a Post Graduate in Law (LLM) from Jodhpur University and a Law Graduate from Doongar College, Bikaner.

Mr. Bhagwati Prasad does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The Company has received a declaration from Mr. Bhagwati Prasad that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Mr. Bhagwati Prasad is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Bhagwati Prasad being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. A notice has been received from a member proposing Mr. Bhagwati Prasad as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Bhagwati Prasad fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and that he posses requisite skills and experience for such appointment. Copy of the draft letter for appointment of Mr. Bhagwati Prasad as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Bhagwati Prasad as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Bhagwati Prasad as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Bhagwati Prasad, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

**ITEM NO. 10**

Mr. Mukesh Kacker is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on February 11, 2012. He is Member of the Audit Committee of the Board of the Company.

Mukesh Kacker served as an IAS officer with the Government of India for three decades and has held significant senior positions, both in policy formulation roles and executing capacities.

Being a Member of NHAI, he has been at the forefront of India's highways revolution and was instrumental in planning and executing a major portion of the Golden Quadrilateral. As Joint Secretary (Petrochemicals), he drafted the National Policy on Petrochemicals and conceptualized the policy on Investment Regions anchored by big petrochemical units. He has worked in various positions in the Ministry of Human Resource Development, Government of India.

The Government of India inducted him as Member, Task Force on Infrastructure Development and Mega Projects. He also serves as Independent Director on the Board of Arshiya International Ltd. and Entertainment World Developers Ltd and also as the Non-Executive Chairman of Indus Concession Private Ltd.

Mukesh Kacker holds a Master's Degree in Economics from Harvard University; he also holds a Bachelor in Science and M.A. in Political Science degrees from Allahabad University

Mr. Mukesh Kacker does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The Company has received a declaration from Mr. Mukesh Kacker that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Mr. Mukesh Kacker is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Mukesh Kacker being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years upto 31st March, 2019. A notice has been received from a member proposing Mr. Mukesh Kacker as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Mukesh Kacker fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and that he posses requisite skills and experience for such appointment. Copy of the draft letter for appointment of Mr. Mukesh Kacker as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Mukesh Kacker as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Mukesh Kacker as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Mukesh Kacker, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

**ITEM NO. 11**

Ms. Bhagyam Ramani is a Non-Executive Independent Director of the Company. She joined the Board of Directors of the Company on July 28, 2012.

She is Chairperson of the Corporate Social Responsibility Committee, Nomination & Remuneration Committee and is also Member of Stakeholders Relationship Committee, Audit Committee, Securities Issue & Allotment Committee and Operations & Borrowing Committee of Board of the Company.

Bhagyam Ramani is an Ex-Director and GM of General Insurance Corporation of India (GIC-Re). She started her stint at GIC-Re as a Direct Recruit Officer in 1976 and rose to become the General Manager in 2005, and thereafter Director on the Board of GIC-Re in 2009. She retired in January 2012.

During her term of service, she has served on various committees like being a Trustee on the PF committee of the Tariff Advisory Board, Member on Education Board of Insurance Institute of India, working group on Investment Committee of IRDA, Investment Committee of Agricultural Insurance Company Ltd., and GIC-Re and Audit Committee of L&T, NSE, IDBI Trusteeship Ltd., and Agricultural Insurance Company Ltd. She represented GIC-Re on the boards of Larsen & Toubro Ltd., National Stock Exchange of India, IDBI Trusteeship Ltd., Milestone Capital Advisors Ltd. and Agricultural Insurance Company Ltd.

Bhagyam Ramani, is a Post Graduate in Economics (Hon.) from Bombay University with specialization in Industrial and Monetary Economics; and a visiting faculty at the National Insurance Academy, Pune.

Ms. Bhagyam Ramani does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

The Company has received a declaration from Ms. Bhagyam Ramani that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Ms. Bhagyam Ramani is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Ms. Bhagyam Ramani being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. A notice has been received from a member proposing Ms. Bhagyam Ramani as a candidate for the office of Director of the Company.

In the opinion of the Board, Ms. Bhagyam Ramani fulfils the conditions specified in the Companies Act, 2013 and rules made there under for her appointment as an Independent Director of the Company and that she posses requisite skills and experience for such appointment. Copy of the draft letter for appointment of Ms. Bhagyam Ramani as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Bhagyam Ramani as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Bhagyam Ramani as an Independent Director, for the approval by the shareholders of the Company.

Except Ms. Bhagyam Ramani, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 11. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

## ITEM NO. 12

The Shareholders of the Company had authorised the Board of Directors of the Company by way of Ordinary Resolution passed through Postal Ballot process on 11<sup>th</sup> July, 2013, under clause (d) of sub-section (1) of Section 293(now repealed) of the Companies Act, 1956 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 shall not exceed Rs. 2000 Crores(Rupees two thousand crores).

However, pursuant to the provisions of clause (c) of sub-section (1) of Section 180 of the Companies Act, 2013 (the 'Act'), notified on 12<sup>th</sup> September,2013, the Board can exercise such borrowing powers only with the approval of Members of the Company by way of Special Resolution. It may be mentioned that there is no change in the borrowing limit of Rs. 2000 Crores as earlier approved by the shareholders through the aforesaid postal ballot process on 11<sup>th</sup> July, 2013. The resolution is accordingly recommended for approval as a Special Resolution by the Shareholders of the Company.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives is deemed to be concerned or interested in the proposed resolution.

**By Order of the Board  
for Capri Global Capital Limited**

**Sd/-  
Harish Agrawal  
Vice President & Company Secretary**

Place : Mumbai

Dated : 26th June, 2014

**Registered Office:**

1-B, Court Chambers,  
35, Sir Vithaldas Thackersey Marg,  
New Marine Lines,  
Mumbai - 400020.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE:****Re-appointment of Mr. Quintin E Primo III (Item No. 3)**

In terms of Section 149, 152 and other applicable provisions of the Companies Act, 2013, effective from 1st April, 2014, for the purpose of determining the directors liable to retire by rotation, the Independent Directors are not be included in the total number of directors of the Company.

Mr. Quintin E Primo III shall accordingly retire at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

Mr. Quintin E Primo III joined the Board of Directors as a Non- Executive Director designated as "Chairman" of the Company with effect from 2<sup>nd</sup> August, 2013. The said appointment was approved by the members of the Company at their 19<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2013 by way of an Ordinary Resolution.

Mr. Quintin E Primo III is the Chairman and Chief Executive Officer of Capri Capital Partners, LLC, headquartered at Chicago, Illinois, USA, a real estate investment management firm advising pension fund and other institutional investors. He is active in the real estate industry for over 35 years and has challenged conventional wisdom in developing new markets for investment. Co-founded Capri in 1992 during the depths of the US credit crisis and he successfully capitalized on the financing void left by retreating banks, insurance companies and thrift institutions. Under his leadership in 1998, Capri launched one of the industry's first real estate mezzanine investment funds, and in the following decade became an early investor in America's underserved urban markets.

In addition to public company board experience, he has written or co-authored numerous articles and industry white papers and is often recognized for his professional, civic and philanthropic contributions.

Mr. Quintin E Primo III is an MBA from the Harvard Business School, a BSc (Honours) in Finance with high distinction from Indiana University.

Mr. Quintin E Primo III is not a Director on Board of any other Company in India. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Accordingly, the Board recommends his re-appointment.

Except Mr. Quintin E Primo III, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in agenda Item No. 3.

**Appointment of other Directors (Item Nos. 5 to 11)**

For the details of Mr. Sunil Kapoor, Mr. T.R. Bajalia, Mr. Beni Prasad Rauka, Mr. Bhagwati Prasad, Mr. Mukesh Kacker and Ms. Bhagyam Ramani, please refer to the above Explanatory Statement in respect of the Special Business set out at Item Nos. 5 to 11 of the Notice of Annual General Meeting pursuant to Section 102 of the Companies Act, 2013. Other details of the Independent Directors, whose appointment is proposed at Item Nos. 7 to 11 of the accompanying Notice, have been given in the Annexure enclosed.

<b>Particulars</b>	<b>Mr. T. R. Bajalia</b>	<b>Mr. Beni Prasad Rauka</b>	<b>Mr. Bhagwati Prasad</b>	<b>Mr. Mukesh Kacker</b>	<b>Ms. Bhagyam Ramani</b>
Date of Birth	25.12.1953	01.04.1964	13.05.1949	13.04.1957	09.01.1952
Date of Appointment	19.06.2014	12.01.2011	21.12.2011	11.02.2012	28.07.2012
Designation	Independent Director	Independent Director	Independent Director	Independent Director	Independent Director
Qualification	Graduate in Economics, Cost Accountant and Certified Associate of the Indian Institute of Bankers	Qualified Chartered Accountant and Company Secretary.	LLM (Jodhpur Univ.) & B.Sc from Govt. College-Hisar	Masters degree in Economics (Public Policy) from Harvard University, U.S.A. B. Sc (Physics, Mathematics & Statistics), M.A (Political Science) both from Allahabad University.	Post Graduate in Economics (Honours) from Bombay University with specialization in Industrial and Monetary Economics.
Experience	More than 39 years in Banking & Finance.	More than 27 years in Finance, Investment Banking & Manufacturing	Practiced Law for more than 24 years before being appointed Judge of High Court. Remained Judge of High Courts for more than 14 years.	31 years of experience as an I.A.S officer and now into infrastructure related consulting	More than 38 years of experience in Insurance sector.
Directorship held in other Public Companies	NIL	1. Indergiri Finance Limited 2. Advanced EnzyTech Solutions Limited 3. Advanced Bio-Agro Tech Limited 4. Capri Global Securities Private Limited 5. Capri Global Resources Private Limited 6. Capri Global Distribution Company Private Limited 7. Capri Global Research Private Limited 8. Capri Global Finance Private Limited 9. Capri Global Investment Advisors Private Limited	NIL	Arshiya International Limited	Choice International Limited
Membership/Chairmanship of other public companies (includes only Audit Committee and Shareholders/Investors Grievance Committee)	NIL	Audit Committee Indergiri Finance Limited Shareholders/Investors Grievance Committee Indergiri Finance Limited	NIL	NIL	NIL
Shareholding in Company	NIL	NIL	NIL	NIL	NIL

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# CAPRI GLOBAL CAPITAL LIMITED

(formerly known as Money Matters Financial Services Limited)

CIN L65921MH1994PLC173469

Regd. office: 1-B, Court Chambers, 35 Sir Vithaldas Thackersey Marg,  
New Marine Lines, Mumbai-400020 • Tel: 91 22 43548200; Fax: 91 22 2201 9051  
Email: investor.relation@cgcl.co.in, Website: www.cgcl.co.in

## ATTENDANCE SLIP

(To be presented at the entrance)

Regd. Folio No./Client ID No. \_\_\_\_\_

No. of shares held \_\_\_\_\_

DP ID No. \_\_\_\_\_

I certify that I am a Member/Proxy for the member of the Company.

I hereby record my presence at TWENTIETH ANNUAL GENERAL MEETING of the Capri Global Capital Limited, held on Monday, 4<sup>th</sup> day of August, 2014 at 12.00 noon at Walchand Hirachand Hall, Indian Merchants' Chamber, LNM IMC Bldg., Opp. Churchgate Station, Churchgate, Mumbai-400020

Member's/ Proxy's name in BLOCK Letters

Signature of Member/Proxy

**NOTE:** Please fill up this attendance slip and hand it over at the entrance of the venue for the meeting. Members are requested to bring their copies of the Annual Report to the meeting.



# CAPRI GLOBAL CAPITAL LIMITED

(formerly known as Money Matters Financial Services Limited)

CIN L65921MH1994PLC173469

Regd. office: 1-B, Court Chambers, 35 Sir Vithaldas Thackersey Marg,  
New Marine Lines, Mumbai-400020 • Tel: 91 22 43548200; Fax: 91 22 2201 9051  
Email: investor.relation@cgcl.co.in, Website: www.cgcl.co.in

## PROXY FORM

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014*

Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_, or failing him,
2. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_, or failing him,
3. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twentieth Annual General meeting of Capri Global Capital Limited, to be held on Monday, 4<sup>th</sup> day of August, 2014 at 12.00 Noon, at Walchand Hirachand Hall, Indian Merchants' Chamber, LNM IMC Bldg., Opp. Churchgate Station, Churchgate, Mumbai-400020 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

\* I wish my above Proxy to vote in the manner as indicated below:

Sr.No.	Resolutions	For	Against
1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31 <sup>st</sup> March, 2014		
2	Declaration of dividend		
3	Re-appointment of Mr. Quintin E Primo III who retires by rotation		
4	Appointment of Auditors and fixation of their remuneration		
5	Appointment of Mr. Sunil Kapoor as Director		
6	Appointment of Mr. Sunil Kapoor as Executive Director		
7	Appointment of Mr. T. R. Bajalia as an Independent Director		
8	Appointment of Mr. Beni Prasad Rauka as an Independent Director		
9	Appointment of Mr. Bhagwati Prasad as an Independent Director		
10	Appointment of Mr. Mukesh Kacker as an Independent Director		
11	Appointment of Ms. Bhagyam Ramani as an Independent Director		
12	To authorise the Board of Directors to borrow up to ₹ 2000 Crores (Rupees Two Thousand Crores Only) over and above the paid-upshare capital and free reserves.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014.

Signature of the Shareholder(s): \_\_\_\_\_

Signature of the Proxy holder(s): \_\_\_\_\_

\_\_\_\_\_  
(first proxy holder)

\_\_\_\_\_  
(second proxy holder)

\_\_\_\_\_  
(third proxy holder)

Affix  
Revenue  
Stamp

#### Notes

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a Member of the Company.
- \*3. This is only optional. Please put 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.