



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

E-mail: investor.relation@cgcl.co.in, Website: www.cgcl.co.in,

Tel. No.:- +91 22 43548200 Fax No. - +91 22 22019051

NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of the Members of Capri Global Capital Limited ('the Company') will be held at Walchand Hirachand Hall, Indian Merchants' Chamber, LNM IMC Bldg., Opp. Churchgate Station, Churchgate, Mumbai-400020 on Saturday, July 18, 2015 at 12.00 Noon, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the Audited Balance Sheet as at March 31, 2015 and the Profit and Loss Account of the Company for the financial year ended and the Reports of the Board of Directors and Auditors thereon.
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 and the Report of Auditors thereon.
2. To declare Dividend on Equity Shares of the Company for the Financial Year 2014-2015.
3. To appoint a Director in place of Mr. Rajesh Sharma (DIN: 00020037) who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this meeting, until the conclusion of the Twenty Sixth Annual General Meeting and to fix their remuneration and pass the following resolution as an **Ordinary 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, (ICAI Firm Registration No. 104863W), be and are hereby appointed as Auditors for a term of five years i.e. from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty sixth AGM (subject to ratification of their appointment at every AGM), at such term and remuneration as may be agreed upon between the Audit Committee/ the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass 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 Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the Company hereby approves the re-appointment and terms of remuneration of Mr. Sunil Kapoor (DIN 01436404) as the Executive Director of the Company for one year with effect from January 24, 2015 to January 23, 2016, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter refer to as 'the Board' which term shall be deemed to include Nomination & Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment/remuneration in such manner as may be agreed to between the Board and Mr. Sunil Kapoor.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution and/ or to make modifications as may be deemed to be in the best interest of the Company."

By Order of the Board of Directors

(Harish Agrawal)
Senior Vice President &
Company Secretary

Place: Mumbai
Dated: May 09, 2015

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 Notice. 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 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 Saturday, July 11, 2015 to July 18, 2015 (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 July 23, 2015, 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 10, 2015, 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 10, 2015.
5. Members holding shares in physical form are advised to furnish, on or before July 10, 2015, 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 i.e. www.cgcl.co.in, to M/s. MCS Share Transfer Agent 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:-

 - (i) The voting period begins on Wednesday, July 15, 2015 (9.00 a.m.) and ends on Friday, July 17, 2015 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of July 11, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (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 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 alphanumeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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. • 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.
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"> • 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 as mentioned in instruction (iv)
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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
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, under help section or write an email to 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 11, 2015.
 11. Mr. Dinesh Deora, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 12. At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.
 13. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favor of or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.
 14. The Result alongwith the Scrutinizer's Report shall be placed on the Company's website: www.cgcl.co.in and on the website of CDSL immediately after the result is declared by the Chairman or any other person authorised by Chairman, and the same shall be communicated to the BSE & NSE.

15. 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.

16. 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 Share Transfer Agent 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 Share Transfer Agent 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'), sets out all material facts relating to the business mentioned at the item 5 of the accompanying Notice dated May 9, 2015.

ITEM NO. 5

The Board of Directors at their meeting held on December 17, 2014 had approved the re-appointment of Mr. Sunil Kapoor as Executive Director of the Company for a period of one year, with effect from January 24, 2015, subject to the approval of Members.

Mr. Sunil Kapoor was appointed as an Executive Director of the Company for a period of one year with effect from January 24, 2014. The Board at its meeting held on December 17, 2014 had passed a resolution and re-appointed Mr. Sunil Kapoor as an Executive Director with effect from 24th January, 2015 upto 23rd January, 2016, for further period of one year.

Sunil Kapoor has more than 24 years of experience with leading global organizations. He is a qualified Chartered Accountant, Cost Accountant and a Commerce graduate from Shri Ram College of Commerce, Delhi University. He has extensive experience and expertise across various functions of business such as Operations, Credit (Underwriting), Collections, Sales, Distribution, and Risk & Finance.

During his professional career, he has been associated with several leading global organizations such as AIG, Bharti AXA Life Insurance, General Electric (GE), Citigroup, American Express (AMEX), and Godfrey Phillips. During his stint with these multinationals, he has demonstrated strong leadership skills and has successfully developed the business strategy, built up a team of capable executives, implemented new operating systems and risk analytics. During his current stint with Capri Global he has strengthened the reach of the MSME vertical and has launched the direct to customer model to deliver personalized and quick services.

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

I. Tenure of appointment

For a period of one year commencing on January 24, 2015 to January, 2016.

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 ₹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 ₹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.
- 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.

His terms and conditions of re-appointment and remuneration are same as contained the appointment letter and his previous term i.e from January 24, 2014 to January 23, 2015.

He is not related to any of the Directors and Key Managerial Personnel of the Company.

The Board of Directors recommend 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 is 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.

By Order of the Board of Directors

(Harish Agrawal)
Senior Vice President &
Company Secretary

Place: Mumbai
Dated: May 09, 2015

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. Rajesh Sharma (Item No. 3)

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

Mr. Rajesh Sharma shall accordingly retire at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

Rajesh Sharma is founder of the Company and has over two

decades of experience in Capital Market and Financial Advisory Services. He has leveraged his expertise and experience to steer the growth of the Company, and within a short span of time, has been instrumental in making it one of the leading financial services players in India. He has rich experience in Corporate Finance, Investment Banking, Merchant Banking and Asset Financing and is an expert in innovating financial products, designing investment strategies for clients and financial risk management.

He is a qualified Chartered Accountant.

He is not related to any of the Directors and Key Managerial Personnel of the Company.

The Board of Directors recommend passing of the resolution set out in item No. 3 of the accompanying notice.

Except Mr. Rajesh Sharma, 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.

Re-appointment of Mr. Sunil Kapoor as Executive Director (Item No. 5)

For the details of Mr. Sunil Kapoor, please refer to the above Explanatory Statement in respect of the Special Business set out at Item Nos. 5 of the Notice of Annual General Meeting pursuant to Section 102 of the Companies Act, 2013.

Information pursuant to Clause 49 of the Listing Agreement relating to Directors seeking appointment /re-appointment

Name of the Director	Mr. Rajesh Sharma	Mr. Sunil Kapoor
Date of Birth	February 28, 1970	December 17, 1967
Nationality	Indian	Indian
Date of appointment on the board	May 15, 2007	January 24, 2014
Qualifications	Chartered Accountant	Chartered Accountant and Cost Accountant
Expertise in specific functional area	Two decades of experience in capital markets and financial advisory services.	24 years of experience in financial service sector working across leading global organisations.
Number of shares held in the company	100	Nil
Number of Meetings of the Board attended/ held	5/6	6/6
Directorships held in other public companies (excluding foreign companies and Government Bodies)	Nil	<ul style="list-style-type: none"> • Capri Global Housing Finance Private Limited • Capri Global Research Private Limited • Capri Global Resources Private Limited • Capri Global Finance Private Limited • Capri Global Distribution Company Private Limited • Capri Global Investment Advisors Private Limited
Chairman/ member in the committees of the boards of companies in which he is Director (includes only Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee)	<p>Audit Committee Nil</p> <p>Stakeholders' Relationship Committee Capri Global Capital Limited-Member</p> <p>Nomination and Remuneration Committee Capri Global Capital Limited-Member</p>	<p>Audit Committee Nil</p> <p>Stakeholders' Relationship Committee Nil</p> <p>Nomination and Remuneration Committee Nil</p>

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Capri Global Capital Limited

(formerly known as Money Matters Financial Services Limited)
CIN L65921MH1994PLC173469
Registered office:1-B, Court Chambers, 35 Sir Vithaldas Thackersey Marg,
New Marine Lines, Mumbai-400020
Tel: 91 22 43548200; Fax: 91 22 2201 9051

ATTENDANCE SLIP

(To be presented at the entrance)

Regd. Folio No./Client ID No. _____

No. of shares held _____

DP ID No. _____

I hereby record my presence at TWENTY FIRST ANNUAL GENERAL MEETING of the Capri Global Capital Limited, held on Saturday, 18th day of July, 2015 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
Registered office:1-B, Court Chambers, 35 Sir Vithaldas Thackersey Marg,
New Marine Lines, Mumbai-400020
Tel: 91 22 43548200; Fax: 91 22 2201 9051

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:	

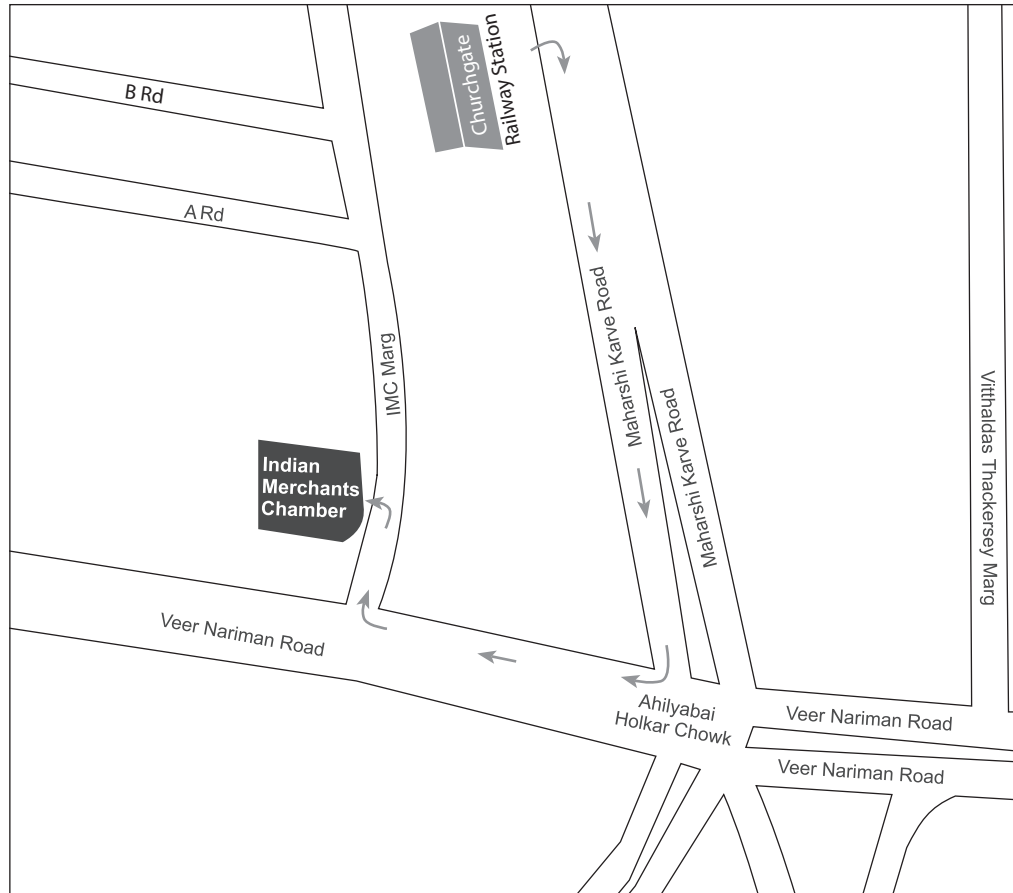
I/We, being the member (s) of _____ shares of the above named company, hereby appoint

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 Twenty first Annual General meeting of the Company, to be held on Saturday, 18th day of July, 2015 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 below:

P.T.O.

Route Map to the Venue of the AGM



* 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 March 31, 2015		
2	Declaration of dividend		
3	Re-appointment of Mr. Rajesh Sharma who retires by rotation		
4	Appointment of Auditors and fixation of their remuneration		
5	Re-appointment of Mr. Sunil Kapoor as Executive Director		

Signed this _____ day of _____ 2015

Signature of shareholder(s): _____

Signature of Proxy holder(s):

_____ (first proxy holder) _____ (second proxy holder) _____ (third proxy holder)

Affix Revenue Stamp

Notes

- This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
 - A proxy need not be a Member of the Company.
- * 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.