



Capri Global Capital Limited

CIN: L65921MH1994PLC173469

Reg. Off. : 1-B, Court Chambers, 35, Sir Vithaldas Thackersey Marg,
New Marine Lines, Mumbai-400 020.

e-mail : investor.relation@cgcl.co.in; web: www.cgcl.co.in

Tel: 91 22 43548200; Fax: 91 22 2201 9051

NOTICE

NOTICE is hereby given that the Twenty Second 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 Tuesday, July 26, 2016 at 11.00 a.m., to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the Audited Balance Sheet as at March 31, 2016 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, 2016 and the Report of Auditors thereon.
2. To declare Dividend on Equity Shares of the Company for the Financial Year 2015-2016.
3. To appoint a Director in place of Mr. Quintin E. Primo III (DIN: 06600839) who retires by rotation and being eligible offers himself for re-appointment.
4. To ratify appointment of Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, pursuant to recommendations of the Audit Committee of the Board, and pursuant to the resolution passed by the members at the Annual general Meeting (AGM) held on July 18, 2015, the appointment of M/s. Karnavat & Co., Chartered Accountants, Mumbai, (ICAI Firm Registration No. 104863W), as Auditors of the Company to hold office from the conclusion of this AGM till next AGM be and is hereby ratified and the Board of Directors be and is hereby authorised to fix the remuneration payable to them for the financial year ending March 31, 2017, as may be determined by the Audit Committee in consultation with the Auditors."

SPECIAL BUSINESS

5. RE-APPOINTMENT OF MR. SUNIL KAPOOR AS AN EXECUTIVE DIRECTOR

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 re-appointment & remuneration of Mr. Sunil Kapoor (DIN 01436404) as the Executive Director of the Company for three years with effect from January 24, 2016 to January 23, 2019, 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 any one of the Directors and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to the aforesaid resolution.

6. DELETION OF THE OTHER OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), consent of the Members be and is hereby accorded for deleting the Other Objects Clauses i.e. III(C) 1 to III(C) 45 of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT any one of the Directors and Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary and expedient, including filing the requisite E-forms with Ministry of Corporate Affairs, submission of documents with any regulatory authorities for giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto."

7. SUBSTITUTION OF HEADINGS, SUB HEADINGS AND REFERENCES IN MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), consent of the Members be and is hereby accorded for:

- i. Renaming the Clause III (A) and III (B) of the Memorandum of Association (MOA) of the Company, as under:

Clause III (A) – The objects to be pursued by the Company on its incorporation are:

Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

- ii. Amending the heading of the MOA of the Company by replacing the words “Companies Act, 1956” with “Companies Act, 2013.”
- iii. Replacing the words “section 78 of the Companies Act, 1956” mentioned under sub-clause 18 of the Clause III(B) of MOA of the Company with “section 52 of Companies Act, 2013”

RESOLVED FURTHER THAT any one of the Directors and Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary and expedient, including filing the requisite E-forms with Ministry of Corporate Affairs, submission of documents with any regulatory authorities for giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto.”

8. AMENDMENT OF THE LIABILITY CLAUSE OF MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), consent of the Members be and is hereby accorded for altering the Clause IV of the Memorandum of Association of the Company by replacing the existing Clause IV with the following new Clause IV:

- IV. *“The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.”*

RESOLVED FURTHER THAT any one of the Directors and Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary and expedient, including filing the requisite E-forms with Ministry of Corporate Affairs, submission of documents with any regulatory authorities for giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto.”

9. INSERTION OF SUB CLAUSE NO. 26 UNDER CLAUSE III(B) OF THE MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and subject to the approval of the Registrar of Companies, Maharashtra, Mumbai (“ROC”), consent of the Members be and is hereby accorded for inserting the following sub clause no. 26 under clause III (B) of the Memorandum of Association of the Company:

26. *“To act as corporate agents, consultants, advisers and managers in life, health as well as general insurance business respectively and solicit, distribute insurance products to the clients, customers and others either alone or in conjugation with others”.*

FURTHER RESOLVED THAT for the purpose of giving effect to above resolution, any one of the Directors and Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper and desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution including filing of necessary E-forms with the Ministry of Corporate Affairs and agree to any amendments or modifications as may be required by the ROC and/or any Regulatory Authority.”

by Order of the Board
for Capri Global Capital Limited

(Harish Agrawal)
Senior Vice President & Company Secretary

Place : Mumbai
Dated: June 27, 2016

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. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
3. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 will be available for inspection by Members at the AGM.
4. The Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by members at the AGM.
5. 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.
6. Register of Members and the Share Transfer Books of the Company will remain closed between Monday, July 18, 2016 to Tuesday, July 26, 2016 (both days inclusive).
7. The payment of final dividend, upon declaration by the shareholders at the Annual General Meeting, will be made on or after July 30, 2016, 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 16, 2016; 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 16, 2016.
8. Members holding shares in physical form are advised to furnish, on or before July 16, 2016, 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.
9. 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.
10. 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, to M/s. Link Intime India Private 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.
11. 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 Saturday, July 23, 2016 (9.00 a.m.) and ends on Monday, July 25, 2016 (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 Tuesday, July 19, 2016 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <input type="checkbox"/> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is provided in letter along with notice.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <input type="checkbox"/> If both 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).

(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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(viii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **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 linked in the login 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.

(xx) 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.

12. 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 19, 2016.

13. Mr. Dinesh Deora, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

14. 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.
15. 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.
 16. 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.
 17. 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 9.30 a.m. and 6.30 p.m., up to the date of the AGM.
 18. The members are requested to note:
 - i. **Change of Address/ Bank Details:** Members holding shares in physical form are requested to inform M/s. M/s. Link Intime India Private 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. Link Intime India Private 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 businesses mentioned from the Item Nos. 5 to 9 of the accompanying Notice dated June 27, 2016.

Item No. 5

The Board of Directors at their meeting held on February 11, 2016 had approved the re-appointment of Mr. Sunil Kapoor as Executive Director of the Company for a period of three years, with effect from January 24, 2016, subject to the approval of the 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 which was further extended for one more year. He was appointed as an Executive Director for further period of three years by the Board at its meeting held on February 11, 2016 for period starting from January 24, 2016 till January 23, 2019.

Mr. Sunil Kapoor has more than 25 years of experience with leading global organizations. He is a qualified Chartered Accountant and 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 three years commencing on January 24, 2016 to January 23, 2019.

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 in 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 ₹ 1.20 crores per annum which includes all benefits and reimbursements as may be permitted under the applicable tax laws.

The remuneration would be subject to annual review by the Board.

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 lacs 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 as specified in Schedule – V of the Companies Act, 2013 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. ED shall not be paid any sitting fee for attending the meetings of Board of Directors or Committee thereof.
- g. ED shall not be liable to retire by rotation.
- h. ED shall abide by the Code of Conduct applicable to the Board Members of the Company.

ED 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 regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item Nos. 6 to 8

In order to comply with the provisions of section 4 of the Companies Act, 2013, the Company proposes to alter the clauses of Memorandum of Association (MOA). The proposed modifications in MOA are carried out to give effect to the provisions of the Companies Act, 2013.

Pursuant to provisions of section 13 of the Companies Act, 2013, the approval of shareholders of the Company is required by way of a special resolution for the proposed alteration in the Memorandum of Association of the Company, as mentioned in agenda item nos. 6 to 8 of this Notice.

A copy of the existing and altered MOA will be available for inspection at the Annual General Meeting and such copy will also be made available for inspection in physical or in electronic form during the business hours i.e. from 9:30 a.m. to 6:30 p.m. except Saturday, at the registered office of the Company.

The Board of Directors recommend passing of the resolutions set out in item Nos. 6 to 8 of the accompanying Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolutions set out at Item Nos. 6 to 8 of the Notice.

Item No. 9

The Company provides loans fully secured by charge on the assets of the customers. Further, the assets charged are protected by proper insurance cover. It is proposed to facilitate the insurance needs of the existing and prospective customers by providing them with proper insurance solutions, by acting as corporate agent for insurance companies. The proposed activity would supplement the main business objects of the Company.

Considering the above, the Board of Directors of the Company had recommended amending the Memorandum of Association (MOA) by insertion of sub-clause no. 26 under Object Clause III (B) of the MOA as mentioned in agenda item no. 9 of the Notice.

Further, Reserve Bank of India (RBI) vide its notification no. RBI/2014-15/35 DNBS (PD) CC No. 389/03.10.001/2014-15 July 1, 2014 (as amended up to May 25, 2015) has allowed the NBFCs to take up insurance agency business on fee basis, without any approval of RBI.

Pursuant to provisions of section 13 of the Companies Act, 2013, the approval of shareholders of the Company is required by way of a special resolution for the proposed alteration(s) in the MOA of the Company.

A copy of the existing and altered MOA will be available for inspection at the Annual General Meeting and such copy will

also be made available for inspection in physical or in electronic form during the business hours i.e. from 9:30 a.m. to 6:30 p.m. except Saturday, at the registered office of the Company.

The Board of Directors recommend passing of the resolutions set out in item No. 9 of the accompanying Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 9 of the Notice.

by Order of the Board
for Capri Global Capital Limited

(Harish Agrawal)
Senior Vice President & Company Secretary

Place : Mumbai
Dated: June 27, 2016

Registered Office:

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

Information on Directors being appointed/re-appointed as required under regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Mr. Quintin E. Primo III

Mr. Quintin E. Primo III is the Founder, Chairman and Chief Executive Officer of Capri Investment Group, LLC, headquartered at Chicago, Illinois, USA, a real estate investment management firm advising pension fund and other institutional investors.

Mr. Primo has more than 30 years of real estate investment experience and holds a Master of Business Administration degree from Harvard University Graduate School of Business and a Bachelor of Science in Finance, with honors and high distinction, from Indiana University.

Mr. Primo established Capri in 1992 in the midst of the US credit crisis. With his expertise in developing new markets for investment, he soon successfully established a niche business by capitalizing on the financing void left by retreating banks, insurance companies and thrift institutions. Under his leadership, Capri launched one of the industry's first real estate mezzanine investment funds in 1998. The following decade saw him emerge an early institutional investor in US multifamily residential markets as well as in America's underserved urban markets.

Mr. Primo has several articles and industry white papers to his credit, and is well recognized for his professional, civic and philanthropic contributions.

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. 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.

Mr. Sunil Kapoor

For the details of Mr. Sunil Kapoor, please refer to the above Explanatory Statement in respect of the Special Business set out at Item No. 5 of the Notice of Annual General Meeting pursuant to section 102 of the Companies Act, 2013.

Information on Directors being appointed/re-appointed as required under regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards- 2 on General Meetings:

Name of the Director	Mr. Quintin E. Primo III	Mr. Sunil Kapoor
Date of Birth	March 14, 1955	December 17, 1967
Date of appointment on the board	August 2, 2013	January 24, 2014
Number of shares held in the company	Nil	Nil
Number of Meetings of the Board attended/ held	4/4	4/4
Directorships held in other public companies (excluding foreign companies and Government Bodies)	Nil	<input checked="" type="checkbox"/> Capri Global Housing Finance Limited <input checked="" type="checkbox"/> Capri Global Resources 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)	Nil	Audit Committee Nil Stakeholders' Relationship Committee Nil Nomination and Remuneration Committee Nil

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Capri Global Capital Limited

CIN: L65921MH1994PLC173469

Reg. Off. : 1-B, Court Chambers, 35, Sir Vithaldas Thackersey Marg,
New Marine Lines, Mumbai-400 020.

Tel: 91 22 43548200; Fax: 91 22 2201 9051

e-mail : investor.relation@cgcl.co.in; web: 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 hereby record my presence at TWENTY SECOND ANNUAL GENERAL MEETING of the Capri Global Capital Limited, held on Tuesday, 26th day of July, 2016 at 11 a.m. 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

CIN: L65921MH1994PLC173469

Reg. Off. : 1-B, Court Chambers, 35, Sir Vithaldas Thackersey Marg,
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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: _____

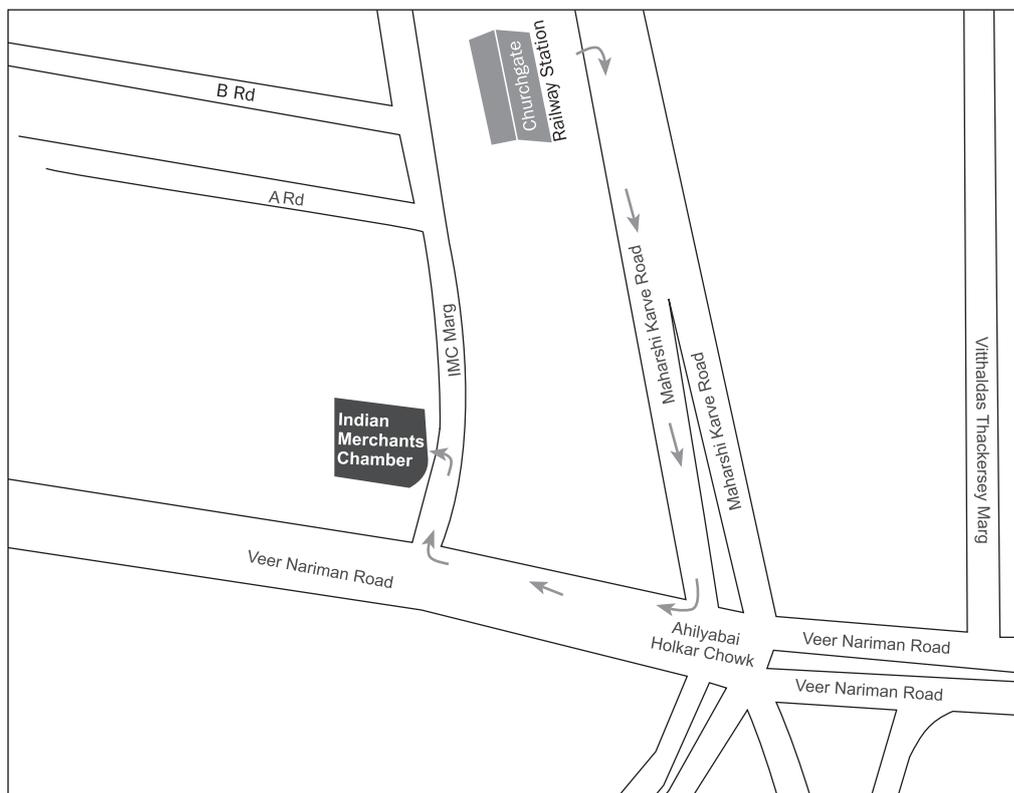
I/We, being the member (s) of _____ shares of the above named company, hereby appoint

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 second Annual General meeting of the Capri Global Capital Limited, to be held on Tuesday, 26th day of July, 2016 at 11 a.m. 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 OF VENUE:



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

Sl No.	Description of Resolution	For	Against
1.	Adoption of Annual Accounts and Reports thereon for the financial year ended 31 st March, 2016		
2.	Declaration of dividend		
3.	Re-appointment of Mr. Quintin E. Primo III who retires by rotation		
4.	Ratification of appointment of Auditors and fixation of their remuneration		
5.	Re-appointment of Mr. Sunil Kapoor as Executive Director		
6.	Deletion of Other Objects Clause of the Memorandum of Association		
7.	Substitution of headings, sub-headings and references in Memorandum of Association		
8.	Amendment of the Liability Clause of the Memorandum of Association		
9.	Insertion of Sub Clause no. 26 under Clause III(B) of the Memorandum of Association		

Signed this _____ day of _____ 2016

Signature of shareholder(s): _____

Signature of Proxy holder(s):

Affix
Revenue
Stamp

(first proxy holder)

(second proxy holder)

(third proxy holder)

Notes

1. 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.
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.