

CAPRI GLOBAL CAPITAL LIMITED

CIN: L65921MH1994PLC173469

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Notice

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the Members of Capri Global Capital Limited ('the Company') will be held at Nehru Centre, Hall of Harmony, Dr. Annie Besant Road, Worli, Mumbai-400 018 on Thursday, August 2, 2018 at 4.00 p.m., to transact the following business:

Ordinary Business:

1. **To receive, consider and adopt:**
 - a. the Audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss 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, 2018 and the Report of Auditors thereon.
2. **To declare Dividend on Equity Shares of the Company for the Financial Year 2017-2018.**
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.**

Special Business:

4. **Appointment of Mr. Bipin Kabra as a Director of the Company**

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

"RESOLVED THAT Mr. Bipin Kabra (DIN 02879448), who was appointed as an Additional Director of the Company at the Board Meeting held on July 17, 2017, 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 upto this Annual General Meeting, 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.

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."

5. **Appointment of Mr. Bipin Kabra as Director – Finance of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (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, the Company hereby approves the appointment and terms and conditions of appointment and remuneration of Mr. Bipin Kabra (DIN 02879448) as the Director- Finance of the Company for a period of 3(three) years commencing from July 17, 2017 to July 16, 2020, 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. Bipin Kabra.

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."

6. **Appointment of Mr. Rajesh Sharma as Managing Director of the Company**

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 appointment and terms of appointment & remuneration of Mr. Rajesh Sharma (DIN 00020037) as the Managing Director of the Company for Five years with effect from July 04, 2018 to July 03, 2023, 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 appointment/ remuneration in such manner as may be agreed to between the Board and Mr. Rajesh Sharma

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. "

7. Borrowing in excess of Paid- up Capital & Free reserves

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

"RESOLVED THAT in supersession of the resolution passed by the shareholders at the 23rd Annual General Meeting of the Company held on July 17, 2017 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013 ("Act"), or any statutory modification or re-enactment thereof, the Board of Directors of the Company (hereinafter referred to as the "Board" and shall include duly constituted Committee(s) thereof, to exercise powers conferred by this resolution) 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 shareholder 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 ₹ 4,000 Crore (Rupees Four Thousand Crore).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to arrange or fix the terms and conditions of all such borrowings, from time to time, viz. terms as to interest, repayment, security or otherwise as it may deem fit and to do all

such acts, deeds, matters and things and to sign all such agreements, documents, papers and writings as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/or officer(s) of the Company, to give effect to this resolution.

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."

8. Mortgage / Create charge on the assets of the Company

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

"RESOLVED THAT in supersession of the resolution passed by the shareholders at the 23rd Annual General Meeting of the Company held on July 17, 2017 and pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act 2013 ("the Act"), or any statutory modification or re-enactment thereof, consent of the Company be and is hereby accorded to the Board of Directors of the Company or any Committee thereof as may be authorized by the Board of Directors for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board of Directors may deem fit, the movable and / or immovable properties of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial/investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustee(s) to secure the debentures, loans or finance and other credit facilities availed by the Company up to a sum not exceeding ₹ 4,000 Crore (Rupees Four Thousand Crore).

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof as may be authorized by the Board of Directors be and is hereby authorized to finalise the form, extent and manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such of the immovable and/or movable properties of the Company on such terms and conditions as may be decided by the Board of Directors for reserving the aforesaid right and for performing all such acts and things as may be necessary for giving effect to this resolution."

9. Issue of Non-convertible Debentures

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

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 71 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies

(Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Rules, Regulations, Guidelines and Circulars, as amended from time to time, the Memorandum and Articles of Association of the Company, the Listing Agreement(s) entered into by the Company with the Stock Exchanges where the securities of the Company are listed, any other applicable laws for the time being in force and subject to such other approvals as may be required from regulatory authorities from time to time, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" and shall include duly constituted Committee(s) thereof, to exercise powers conferred by this resolution) to offer, issue and allot, in one or more series/tranches Secured or Unsecured Non-Convertible Debentures/ Bonds, on private placement basis for an amount not exceeding ₹ 1,000 Crore (Rupees One Thousand Crore) on such terms and conditions and at such times at par or at such premium or such discount, as may be decided by the Board to such person or persons, including one or more companies, bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or to such other person/ persons as the Board may from time to time determine and consider proper and most beneficial to the Company including the utilization of issue proceeds and all matters connected with or incidental thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things and execute all such agreements, documents, instruments and writings, as it may, in its sole and absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/ or officer(s) of the Company to give effect to this resolution."

10. To approve the conversion of loan into equity

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

"RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, and in accordance with the Memorandum of Association and Articles of Association

of the Company and applicable regulations and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" and shall include duly constituted Committee(s) thereof), on the terms and conditions contained in the financing documents, such terms and conditions to provide, inter alia, to convert the whole or part of the outstanding loans of the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not), with various Banks and Financial Institutions (hereinafter collectively referred to as the "Lenders"), at the option of the Lenders, the loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assistance"), in Foreign Currency or Indian Rupees, which have already been availed from the Lenders or as may be availed from the Lenders, from time to time, not exceeding ₹ 4,000 Crore (Rupees Four Thousand Crore), consistent with the borrowing powers of the Company under Section 180(1) (c) of the Companies Act, 2013, into fully paid-up equity shares of the Company on such terms and conditions as may be stipulated in the financing documents and subject to applicable law and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the "Notice of Conversion") and in accordance with the following conditions :

- (i) the conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistances;
- (ii) on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up equity shares to the Lenders or any other person identified by the Lenders as from the date of conversion and the Lenders may accept the same in satisfaction of the part of the loans so converted;
- (iii) the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced, upon such conversion, the repayment installments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the loan so converted. The equity shares so allotted and issued to the Lenders or such other person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends

and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari-passu with the existing equity shares of the Company in all respects;

- (iv) in the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, listed with such stock exchanges as may be prescribed by the Lenders or such other person identified by the Lenders and for the said purpose the Company shall take all such steps as may be necessary to the satisfaction of the Lenders or such other person identified by the Lenders, to ensure that the equity shares are listed as required by the Lenders or such other person identified by the Lenders;
- (v) the loans shall be converted into equity shares at a price to be determined in accordance with the applicable Securities and Exchange Board of India and / or Reserve Bank of India, regulations/ guidelines, at the time of such conversion.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions for raising the Financial Assistance, from time to time, with an option to convert the Financial Assistance into equity shares of the Company anytime during the currency of the Financial Assistances, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

RESOLVED FURTHER THAT on receipt of the Notice of Conversion, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and shall allot and issue requisite number of fully paid-up equity shares in the Company to such Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding loans as may be desired by the Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary,

proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution."

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

(Harish Agrawal)
Senior Vice President & Company Secretary

Registered Office:

502, Tower A, Peninsula Business Park,
Senapati Bapat Marg, Lower Parel,
Mumbai 400 013

Place: Mumbai

Dated: July 04, 2018

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY(S) TO ATTEND AND VOTE (ON POLL) INSTEAD OF HIMSELF/HERSELF 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 AGM. 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 authorizing their representative to attend and vote on their behalf at the AGM. A proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.

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 Statement pursuant to Section 102 (1) 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 23, 2018 to Thursday, August 02, 2018 (both days inclusive).
7. In accordance with the provisions of Section 123 of the Companies Act, 2013, the payment of final dividend on equity shares, upon declaration by the shareholders at the Annual General Meeting, will be made on or after Tuesday, August 07, 2018, 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 Monday, July 23, 2018, 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 Monday, July 23, 2018.
8. Members holding shares in physical form are advised to furnish, on or before Monday, July 23, 2018, 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 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.capriglobal.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. This Notice and the Annual Report of the Company for the financial year 2017-18 are being sent through e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form).
12. The Notice and Annual Report 2017-18 of the Company are also available on the Company's website: www.capriglobal.in
13. In case a Member is desirous of obtaining the Notice or Annual Report in physical form, the Member may write to the Company or send an e-mail to investor.relation@cgcl.co.in
14. In compliance with the provisions of Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Secretarial Standard on General Meetings, the Company is pleased to offer remote e-voting facility for its Members to enable them to cast their votes electronically. The Company has engaged the services of CDSL to provide the e-voting facility. The procedure and instructions for the same are as follows:
 - (i) The voting period begins on Monday, July 30, 2018 (9.00 a.m.) and ends on Wednesday, August 01, 2018 (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 of Thursday, July 26, 2018 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
15. Instructions for members for voting electronically are as under :
 - (i) The voting period begins on Monday, July 30, 2018 (9.00 a.m.) and ends on Wednesday, August 01, 2018 (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 of Thursday, July 26, 2018 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 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"> • 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)	<p>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.</p> <ul style="list-style-type: none"> • 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 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.
 - (xviii) 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, Apple and Windows phone.. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians:**
- a) 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 Corporate.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com
 - c) 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.
 - d) 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.

- e) 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
16. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Thursday, July 26, 2018.
17. Mr. Dinesh Deora, Practising Company Secretary has been appointed by the Company as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
18. 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.
19. 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.
20. The Result alongwith the Scrutinizer's Report shall be placed on the Company's website: www.capriglobal.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 BSE Limited & National Stock Exchange of India Ltd.
21. All documents referred to in the accompanying notice and explanatory statement are open for inspection by the members at the registered office of the Company on all working days except Saturdays and National Holidays between 10.30 a.m. and 1.00 p.m., up to the date of the AGM.
22. The members are requested to note:
- i. Change of Address/ Bank Details:** Members holding shares in physical form are requested to inform 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 are requested to note that pursuant to the provisions of Section 124(5) of the Companies Act, 2013, any amount transferred to the "Unpaid Dividend Account" of the Company which remains unpaid or unclaimed for a period of 7 (Seven) years from the date of transfer to such account, shall be transferred to the "Investor Education & Protection Fund"(IEPF). Accordingly we are providing herewith details of such dividends due for transfer to IEPF:
- | Sr. No | Date of declaration of Dividend | Due date of transfer to IEPF |
|--------|---------------------------------|------------------------------|
| 1. | July 28, 2012 | September 3, 2019 |
| 2. | September 28, 2013 | November 3, 2020 |
| 3. | August 4, 2014 | September 9, 2021 |
| 4. | July 18, 2015 | August 22, 2022 |
| 5. | July 26, 2016 | August 31, 2023 |
| 6. | July 17, 2017 | August 21, 2024 |
- Members are requested to claim the unclaimed / unpaid dividend before the aforementioned due dates for transfer of such dividend to IEPF.
- v. Members are requested to note that pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, shares of the Company in respect of which dividend entitlements have remained unclaimed or unpaid for seven

consecutive years or more, are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) of the Government of India. Communication was sent by the Company to the concerned Members who had not claimed their dividend for seven consecutive years or more providing them an opportunity to claim such dividend.

Accordingly, Unclaimed Dividend for the financial year 2009-10 amounting to ₹ 37,959 was transferred to IEPF on October 18, 2017. The Company also transferred the corresponding shares to IEPF on December 12, 2017, where the dividends for the last seven consecutive years were not claimed by the concerned shareholders.

Unclaimed Interim Dividend for the financial year 2010-11 amounting to ₹26,593 was transferred to IEPF on January 10, 2018. The Company also transferred the corresponding shares to IEPF on February 09, 2018, where the dividends for the last seven consecutive years were not claimed by the concerned shareholders.

Members are also requested to note that the shares/dividend transferred to IEPF can be claimed by making an application to the IEPF Authority in Form IEPF 5 (to be filed online) at the following link: <http://iepf.gov.in/IEPFA/refund.html>

Pursuant to IEPF rules the Company will transfer the shares pertaining to financial year 2011-12 on which dividend is unclaimed for seven consecutive years. Shareholders are requested to claim the final dividend of the financial year 2011-12 and onwards by communicating to our RTA Link Intime Private Limited.

- vi. Members attending the Annual General Meeting are requested to bring with them the following (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.

Statement annexed to Notice

The following 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 Nos. 4 to 10 of the accompanying Notice dated July 4, 2018.

Item No. 4

The Board at its meeting held on July 17, 2017, on recommendation of Nomination and Remuneration Committee, appointed Mr. Bipin Kabra as an Additional Director of the Company with effect from July 17, 2017. Mr. Bipin Kabra 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').

Mr. Bipin Kabra 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. Bipin Kabra is an accomplished professional who brings along an extensive experience of over 25 years in BFSI Industry. His area of experience spans over Banking, Insurance and Investment Banking. He joins us from Religare group, where he was serving as the President and Chief Financial Officer of Religare Finvest Limited (NBFC) and Religare Housing Development Finance Corporation Limited (HFC).

Across his career, he has been associated with professionally run organizations such as Religare, Dhanlaxmi Bank, Reliance, ICICI Bank and SBI Capital Markets.

Mr. Kabra is a rank holder of the Institute of Chartered Accountants of India and member of the Institute of Cost Accountants of India.

Mr. Bipin Kabra is not on the board of any other Company.

The Board of Directors commend passing of the resolution set out in Item No. 4 of the accompanying Notice.

Except Mr. Bipin Kabra, 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. 4. 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 No. 5

The Board of Directors at their meeting held on July 17, 2017, on recommendation of Nomination and Remuneration Committee, had approved the appointment and payment of remuneration to Mr. Bipin Kabra as Director -Finance of the Company for a period of 3 (Three) Years, with effect from July 17, 2017, subject to the approval of members. The principal terms and conditions of Mr. Bipin Kabra's appointment as Director Finance are as following:

I. Tenure of appointment:

For a period of 3 years commencing on July 17, 2017 to July 16, 2020.

II. Nature of Duties:

The Director – Finance 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 businesses of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such company.

III. Remuneration:

All inclusive salary of ₹ 1,40,00,000/- per annum, the salary shall be inclusive of all perquisites, benefits, employer's contribution to provident fund, allowances and reimbursements as per salary structure. Income Tax or any other statutory deduction shall be made at source.

IV. Performance Incentive:

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

V. Reimbursement:

Reimbursement of medical & other expenses as per the extent rules of the Company.

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. Employees Stock Options – As may be decided by the Nomination & Remuneration Committee / Board of Directors from time to time according to the Company's ESOP 2009.
- d. Term Insurance Policy as per policy of the Company.

VII. Leave & Other benefits:

- (a) Leave as per the prevailing Company policy;
- (b) Company shall provide mobile and telephone facility at office and residence and reimbursement thereof.

VIII. Other terms and conditions:

- a. The terms & conditions of the appointment of Director - Finance 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 to 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 Director - Finance may be terminated by the Company without notice or payment in lieu of notice :
 - i. if the Director - Finance 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 Director - Finance of any of the stipulations contained in the appointment letter to be issued by the Company to the Director - Finance; or
 - iii. in the event the Board expresses its loss of confidence in the Director - Finance.
- d. In the event the Director - Finance 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 Director - Finance's employment:
 - i. The Director - Finance shall immediately tender his resignation from office held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office;
 - ii. The Director - Finance shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries and associated Companies.
- 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.
- h. He shall not be liable to retire by rotation.

The Board of Directors recommend passing of the resolution set out in item No. 5 of the accompanying notice.

Except Mr. Bipin Kabra, 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 Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 6

The Board of Directors at their meeting held on July 04, 2018 on recommendations of the Nomination and Remuneration Committee, had approved the appointment of Mr. Rajesh Sharma as Managing Director of the Company for a period of five years, with effect from July 04, 2018, subject to the approval of the Members.

Mr. Sharma is the Promoter Director. He has over two decades of experience in Capital Market and Financial Advisory Services. He has been instrumental in making the Company one of the leading financial services players in India. He brings along rich experience in corporate finance, investment banking, merchant banking and asset financing. He is an expert in innovating financial products, designing investment strategies for clients and financial risk management. He is a qualified Chartered Accountant.

The principal terms and conditions of Mr. Rajesh Sharma's appointment as Managing Director ('MD') are as follows:

I. Tenure of appointment

For a period of five years commencing on July 04, 2018 to July 03, 2023.

II. Nature of Duties

The MD shall exercise substantial powers of management of the affairs and businesses of the Company subject to superintendence, control and direction of the Board 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 ₹ 24 lakhs 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. Perquisites

- Medical insurance coverage for self and family as per the rules of the Company.
- Preventive medical check-up for self as per the policy of the Company.
- Term Insurance Policy as per policy of the Company.

VI. Other benefits

- 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.
- Company shall provide mobile and telephone facility at office.

VII. Other terms and conditions

- The terms & conditions of the appointment of MD 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.
- The appointment may be terminated by giving three months notice on either side or payment in lieu of notice.
- He shall not be paid any sitting fee for attending the meetings of Board of Directors or Committee thereof.
- He shall be liable to retire by rotation.
- He shall abide by the Code of Conduct applicable to the Board Members of the Company.

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.6 of the accompanying notice.

Except Mr. Rajesh Sharma, 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. 6. 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. 7 and 8

Pursuant to Section 180 (1) (c) of the Companies Act, 2013 ("the Act") a Special Resolution was passed at the Annual General Meeting held on July 17, 2017, whereby the Shareholders of the Company had authorised the Board of Directors of the Company 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 not to exceed ₹ 3,000 Crore (Rupees Three Thousand Crore).

Keeping in view, the Company's existing and future financial requirements to support its business operations, the

Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence, it is proposed to increase the maximum borrowing limits up to ₹4,000 Crore (Rupees Four Thousand Crore). Pursuant to Section 180(1)(c) of the Act, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting by a Special Resolution.

Accordingly, consent of the Members is being sought for borrowings in excess of the paid-up capital and free reserves of the Company.

Further, pursuant to Section 180 (1)(a) the Act, a Special Resolution was passed at the Annual General Meeting held on July 17, 2017 vide which the shareholders of the Company had authorised the Board of Directors of the Company to create mortgage, charge on or hypothecate its property(ies), both movable and immovable, to secure borrowings upto ₹3,000 Crore (Rupees Three Thousand Crore).

In order to facilitate securing the enhanced borrowings of ₹4,000 Crore (Rupees Four Thousand Crore) envisaged under Section 180 (1) (c) of the Act, and contained in Item No. 7 it would be necessary to create charge on the assets or whole of the undertaking of the Company.

Section 180(1)(a) of the Act, provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting. Creation of charge on the assets of the Company is construed as disposal of undertaking.

The Board recommends the Special Resolution set forth in Item No. 7 and 8 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way interested or concerned, financially or otherwise in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 9

To augment the long term resources and in order to meet the working capital and normal capex requirements of the Company and its subsidiary companies, the Board at its meeting held on May 26, 2018 has, subject to the approval of Members in the Annual General Meeting, proposed to issue Non-Convertible Debentures/Bonds to various person(s), as the case may be, at such terms and conditions and at such

price(s) in compliance with the requirements of regulatory authorities, if any, and as may be finalized by the Board. The amount to be raised by way of issue of Debentures/Bonds on a private placement basis, however shall not exceed ₹ 1,000 Crore (Rupees One Thousand Crore) in aggregate.

In terms of, Section 42 of the Act, read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Members of a Company can pass a Special Resolution once in a year for all the offers or invitations for Non-Convertible Debentures to be made during the year through a private placement basis in one or more tranches.

Consent of the Members is therefore sought in connection with the aforesaid issue of Debentures/Bonds, in one or more tranches and they are requested to authorise the Board to issue Debentures/Bonds up to ₹ 1,000 Crore from time to time for a period of one year from the date of conclusion of this AGM.

The Board recommends the Special Resolution set forth in Item No. 9 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way interested or concerned, financially or otherwise in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No.10

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013 ('the Act') the consent of the shareholders of the Company has been sought by the Board of Directors of the Company to borrow money/ moneys exceeding the aggregate of the paid-up capital and the free reserves of the Company upto an amount of ₹4,000 Crore (Rupees Four Thousand Crore) by passing a Special Resolution vide item No. 7 of this Notice.

Further, pursuant to the provisions of Section 62(3) of the Companies Act, 2013 and Rules made there-under, the Company is required to pass an enabling Special Resolution to enable the Lenders to convert the outstanding loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assurances"), in foreign currency or Indian Rupee, already availed from the Lenders or as may be availed from the Lenders, from time to time, at their option, into equity shares of the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the extent Securities and Exchange Board of India Regulations (SEBI Regulations) or Reserve Bank of India Regulations / Guidelines, at the time of such conversion.

Pursuant to provisions of Section 62 (3) of the Act, this resolution requires approval of the members by way of passing of a Special Resolution.

Accordingly, the Board recommends the resolution as set out in Item No. 10, to enable the Lenders, in terms of the lending arrangements, entered/to be entered, and as may be specified by Lenders under the financing documents already executed or to be executed in respect of the Financial Assistances availed/to be availed, at their option, to convert the whole or part of their respective outstanding Financial Assistances into equity shares of the Company, upon such terms and conditions as may be deemed appropriate by the Board.

Since time is of essence for making the decisions regarding raising the financial assistances or agreeing to terms and conditions for raising the financial assistances (including option to convert loan into equity), especially keeping in view the interest of the Company, it may not be feasible for the Company to seek shareholders consent each and every time, in view of the timings and the expenses involved, hence, this resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

By order of the Board of Directors
of **Capri Global Capital Limited**

(Harish Agrawal)

Senior Vice President & Company Secretary

Registered Office:

502, Tower A, Peninsula Business Park,
Senapati Bapat Marg, LowerParel,
Mumbai 400 013

Place: Mumbai

Dated: July 04, 2018

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:

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. Bipin Kabra

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

Mr. Rajesh Sharma

Mr. Rajesh Sharma is a qualified Chartered Accountant. He is the Promoter Director of the Company with over two decades of experience in capital market and financial advisory services.

Mr. Sharma has expertise in various aspects of corporate finance, investment banking, merchant banking and asset financing. He has successfully leveraged his expertise and experience to steer the Company's growth and played an instrumental role in making it one of the leading financial services players in India.

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. 6 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 Item No.6.

Name of the Director	Mr. Quintin E. Primo III	Mr. Bipin Kabra	Mr. Rajesh Sharma
Date of Birth	March 14, 1955	June 8, 1968	February 28, 1970
Date of appointment on the board	August 2, 2013	July 17, 2017	May 15, 2007
Number of shares held in the company	Nil	4,000	500
Number of Meetings of the Board attended/ held	4/4	3/3	4/4
Directorships held in other public companies (excluding foreign companies and Government Bodies)	Nil	Nil	Capri Global Housing Finance 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	Stakeholders Relationship Committee: Capri Global Capital Ltd.-Member	Audit Committee Nil Stakeholders' Relationship Committee Capri Global Capital Limited - Member

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**CAPRI GLOBAL
CAPITAL LIMITED***Simpler, Better, Faster***CAPRI GLOBAL CAPITAL LIMITED**

CIN: L65921MH1994PLC173469

Regd. Office: 502, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai 400 013

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

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

ATTENDANCE SLIP

(To be presented at the entrance of the meeting hall)

Regd. Folio No./Client ID No. _____

DP ID No. _____

No. of shares held _____

I/We hereby record my/our presence at TWENTY FOURTH ANNUAL GENERAL MEETING of Capri Global Capital Limited, held on Thursday, 2nd day of August, 2018 at 04.00 P.M at Nehru Centre, Hall of Harmony, Dr. Annie Besant Road, Worli, Mumbai- 400 018

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***Simpler, Better, Faster***CAPRI GLOBAL CAPITAL LIMITED**

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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: _____

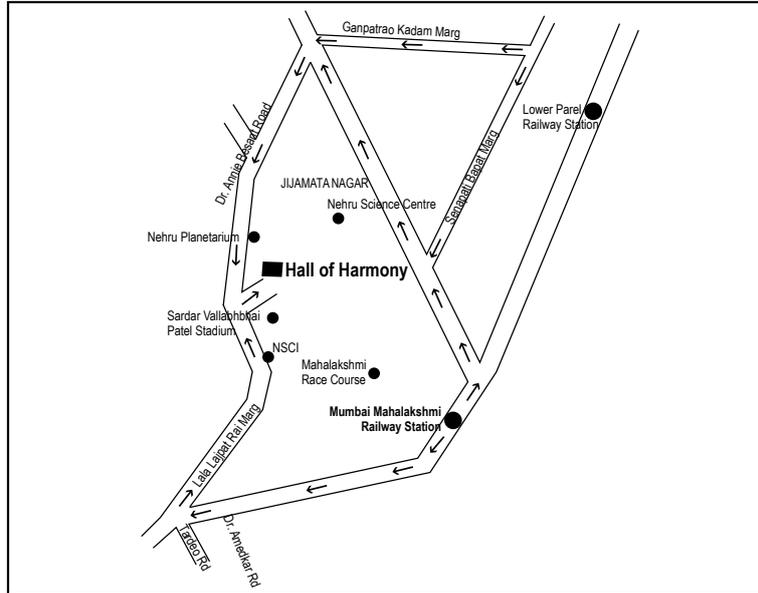
I/We hereby record my/our presence at TWENTY FOURTH ANNUAL GENERAL MEETING of Capri Global Capital Limited, held on Thursday, 2nd day of August, 2018 at 04.00 P.M at Nehru Centre, Hall of Harmony, Dr. Annie Besant Road, Worli, Mumbai- 400 018

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 Fourth Annual General meeting of the Company, to be held on Thursday, 2nd day of August, 2018 at 04.00 P.M, at Nehru Centre, Hall of Harmony, Dr. Annie Besant Road, Worli, Mumbai- 400 018 and at any adjournment thereof in respect of such resolutions as are indicated below:

Route Map for AGM Venue



* 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 st March, 2018		
2.	Declaration of dividend		
3.	Re-appointment of Mr. Quintin E. Primo III as Director of the Company, who retires by rotation		
4.	Appointment of Mr. Bipin Kabra as a Director of the Company		
5.	Appointment of Mr. Bipin Kabra as Director – Finance of the Company		
6.	Appointment of Mr. Rajesh Sharma as Managing Director of the Company		
7.	Borrowing in excess of Paid-up Capital & Free reserves upto ₹ 4,000 Crore		
8.	Mortgage/Create charge on the assets of the Company		
9.	Issue of Non-convertible Debentures upto ₹ 1,000 Crore		
10.	To approve conversion of loan into equity		

Signed this _____ day of _____ 2018

Signature of shareholder(s): _____

Signature of Proxy holder(s): _____

Affix
Revenue
Stamp

(first proxy holder)

(second proxy holder)

(third proxy holder)

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.