

CAPRI GLOBAL CAPITAL LIMITED

CIN: L65921MH1994PLC173469

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

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NOTICE

NOTICE is hereby given that the Twenty Fifth 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 Friday, August 02, 2019 at 04.00 p.m., to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:

- a. the Audited Balance Sheet as at March 31, 2019 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, 2019 and the Report of Auditors thereon.

2. To declare Dividend on Equity Shares of the Company for the Financial Year 2018-19.

3. To appoint a Director in place of Mr. Rajesh Sharma (DIN:00020037) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

4. Re-appointment of Mr. Beni Prasad Rauka as an Independent Director

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

“RESOLVED THAT Mr. Beni Prasad Rauka (DIN 00295213), who was appointed as an Additional Director of the Company with effect from April 01, 2019 by the Board of Directors, pursuant to the provisions Section 161(1) of the Companies Act, 2013 (‘the Act’) and the Articles of Association of the Company and holds office upto the date of this

Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Beni Prasad Rauka (DIN 00295213) who is eligible for re-appointment as an Independent Director for a second term under the provisions of the Companies Act, 2013 and Rules made thereunder and Securities and Exchange Board of India (Listing Regulations and Disclosure Requirement) Regulations, 2015, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act 2013, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from April 01, 2019 upto March 31, 2024.”

5. Re-appointment of Ms. Bhagyam Ramani as an Independent Director

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

“RESOLVED THAT Ms. Bhagyam Ramani (DIN 00107097), who was appointed as an Additional Director of the Company with effect from April 01, 2019 by the Board of Directors, pursuant to the provisions Section 161(1) of the Companies Act, 2013 (‘the Act’) and the Articles of Association of the Company and holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other

applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Bhagyam Ramani (DIN 00107097) who is eligible for re-appointment as an Independent Director for a second term under the provisions of the Companies Act, 2013 and Rules made thereunder and Securities and Exchange Board of India (Listing Regulations and Disclosure Requirement) Regulations, 2015, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act 2013, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from April 01, 2019 upto March 31, 2024."

6. Re-appointment of Mr. Mukesh Kacker as an Independent Director

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

"RESOLVED THAT Mr. Mukesh Kacker (DIN 01569098), who was appointed as an Additional Director of the Company with effect from April 01, 2019 by the Board of Directors, pursuant to the provisions Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company and holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mukesh Kacker (DIN 01569098) who is eligible for re-appointment as an Independent Director for a second term under the provisions of the Companies Act, 2013 and Rules made thereunder and Securities and Exchange Board of India (Listing Regulations and Disclosure Requirement) Regulations, 2015, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act 2013, be and is hereby re-appointed as an Independent Director of the Company, not

liable to retire by rotation, for a second term of five consecutive years commencing from April 01, 2019 upto March 31, 2024."

7. Re-appointment of Mr. T. R. Bajalia as an Independent Director

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

"RESOLVED THAT Mr. T. R. Bajalia (DIN 02291892), who was appointed as an Additional Director of the Company with effect from June 19, 2019 by the Board of Directors, pursuant to the provisions Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company and holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. T. R. Bajalia (DIN 02291892) who is eligible for re-appointment as an Independent Director for a second term under the provisions of the Companies Act, 2013 and Rules made thereunder and Securities and Exchange Board of India (Listing Regulations and Disclosure Requirement) Regulations, 2015, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act 2013, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from June 19, 2019 upto June 18, 2024."

8. Appointment of Mr. Ajay Kumar Relan as a Director and as an Independent Director of the Company

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

"RESOLVED THAT Mr. Ajay Kumar Relan (DIN 00002632), who was appointed as an Additional Director of the Company with effect from December 04, 2018 by the Board of Directors, pursuant to the provisions Section 161(1) of the Companies Act,

2013 ('the Act') and the Articles of Association of the Company and holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and Regulation 17 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, the appointment of Mr. Ajay Kumar Relan (DIN 00002632) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from December 04, 2018 upto December 03, 2023, be and is hereby approved."

9. Appointment of Mr. Ajit Mohan Sharan as a Director and as an Independent Director of the Company

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

"RESOLVED THAT Mr. Ajit Mohan Sharan (DIN 02458844), who was appointed as an Additional Director of the Company with effect from June 01, 2019 by the Board of Directors, pursuant to the provisions Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company and holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV of the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time

to time and Regulation 17 and other applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, the appointment of Mr. Ajit Mohan Sharan (DIN 02458844) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from June 01, 2019 upto May 31, 2024, be and is hereby approved."

10. 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 24th Annual General Meeting of the Company held on August 02, 2018 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013 ('the 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 ₹ 6,500 Crores (Rupees Six Thousand Five Hundred Crores).

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."

11. 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 24th Annual General Meeting of the Company held on August 02, 2018 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 ₹ 6,500 Crores (Rupees Six Thousand Five Hundred Crores).

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."

12. 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 Crores (Rupees One Thousand Crores) 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."

13. To amend the main object clause of Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Mumbai, Maharashtra, to append following sub-clause (1)(b) and (1)(c) after sub clause (1)(a) of clause III (A) of the Memorandum of Association of Company and to re-number the existing clauses (1)(b), (1)(c) and (1)(e) as (1)(d), (1)(e) and (1)(f) respectively:

"1(b). To provide finance and to undertake all lending and finance to any person or persons, co-operative society, association of persons, body of individuals, companies, institutions, firms, builders, developers, contractors, tenants and others either at interest or without and/or with or without any security for construction, erection, building, repair, remodelling, development, improvement, purchase of

houses, apartments, flats, bungalows, rooms, huts, townships and/or other buildings and real estate of all descriptions or convenience there on and to equip the same or part thereof with all or any amenities or conveniences, either in total or part thereof and/ or to purchase any free hold or lease hold, lands, estate or interest in any property and to carry on the business of finance for any maturity or otherwise finance for Industrial or agricultural development, development of infrastructure facility, development of Housing in India or for constructions or purchase of residential houses/ residential projects in India.

1(c). To provide finance and undertake all lending and finance to any person or persons either at interest or without and /or with or without any security for the businesses of the Micro, Small and Medium business enterprises in India."

RESOLVED FURTHER THAT any one of the Directors or 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, proper or desirable 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 including accepting any modification that might be suggested by the Registrar of Companies, Mumbai and for matters connected therewith or incidental thereto."

14. Approval for raising of funds by way of issue of securities through Qualified Institutions Placement (QIP)

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder ('the Act'), (including any amendment(s), statutory modification(s) or re-enactment thereof), the Foreign Exchange Management Act 1999, as amended, the Rules, Regulations, Guidelines, Notifications and Circulars, if any, prescribed by the Government of India, the Securities and Exchange Board of India ("SEBI") including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as

amended (the "ICDR Regulations") or any other competent authority, whether in India or abroad, to the extent applicable including enabling provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be required, consent of the members be and is hereby accorded to the Board, in its absolute discretion to create, offer, issue and allot such number of equity shares of face value of Rs.2 each ("Equity Shares"), for an amount not exceeding Rs.1,000 crores (Rupees One Thousand crores), for cash and at such premium / discount, as applicable, as the Board deems fit in one or more tranches, by way of Qualified Institutions Placement to all eligible Qualified Institutional Buyers ("QIBs") and whether or not such QIBs are members of the Company (collectively the "Investors"), through a Placement Document and / or such other documents / writings / circulars / memoranda in such manner, at such price or prices (including discounts, if any, of not more than 5% on the price calculated), and on such terms and conditions as may be determined by the Board considering the prevailing market conditions at an appropriate time in consultation with the Merchant Banker(s) appointed and/or to be appointed by the Company in accordance with the applicable provisions of ICDR Regulations (the "QIP Issue").

RESOLVED FURTHER THAT the Relevant Date for determining the price of the Equity Shares to be allotted pursuant to the QIP Issue, shall mean the date of the meeting in which the Board / Committee decides to open the QIP Issue.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted in terms of this Resolution shall rank pari passu with the then existing Equity Shares of the Company in all respects, including dividend.

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted within 365 days from the date of this resolution or such other time as may be allowed under the ICDR Regulations.

RESOLVED FURTHER THAT the Board of Directors be and is hereby 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

Place: Mumbai

Date: June 4, 2019

Registered Office:

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

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. Information under Regulations 26 (4) and 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and as required under Secretarial Standard 2, pursuant to Section 118 (10) of the Act, issued by the Institute of Company Secretaries of India, relating to Directors proposed to be appointed/re-appointed, is provided in the Annexure to this Notice.
6. Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, July 27, 2019 to Friday, August 02, 2019 (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 Wednesday, August 07, 2019, 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 Friday, July 26, 2019, 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 Friday, July 26, 2019.
8. Members holding shares in physical form are advised to furnish, on or before Friday, July 26, 2019, 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. In accordance with Section 20 of the Act, this Notice and the Annual Report of the Company for the financial year 2018-19 are being sent through e-mail to those Members who have registered their e-mail address with the Company, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
12. The Notice and Annual Report 2018-19 of the Company are also available on the Company's website: www.capriglobal.in/annual-reports/

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@capriglobal.in
14. SEBI had vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 read with BSE circular no. list/comp/15/2018-19 dated July 05, 2018 and NSE circular no. NSE/CML/2018/26 dated July 09, 2018 directed that transfer of securities would be carried out in dematerialised form only with effect from April 1, 2019, except in case of transmission or transposition of securities. However Members can continue to hold shares in physical form. Accordingly, shareholders holding securities in physical form were separately communicated by the our Registrar vide three letters at their registered address. In view of the above and to avail free transferability of shares and the benefits of dematerialisation, members are requested to consider dematerializing shares held by them in physical form.
15. In compliance with the provisions of Regulation 44 of the Listing Regulations and Section 108 of the Act 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 Shareholders to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide the e-voting facility.
16. The voting period begins on Tuesday, 30th July, 2019 (9.00 am) and ends on Thursday, 1st August, 2019 (5.00 pm). During this period, shareholders’ of the

Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 26th July, 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

17. The procedure and instructions for voting electronically are as follows:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

- A. Details on Step 1 is mentioned below:
- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile;
 - ii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section;
 - iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen;

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically;

- iv. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- v. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote;
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
 - vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/ Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
 - vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box;
 - viii. Now, you will have to click on "Login" button;
 - ix. After you click on the "Login" button, Home page of e-Voting will open.
- B. Details on Step 2 is given below:
- How to cast your vote electronically on NSDL e-Voting system?
- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles;
 - ii. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status;
 - iii. Select "EVEN" of company for which you wish to cast your vote;
 - iv. Now you are ready for e-Voting as the Voting page opens;
 - v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted;
 - vi. Upon confirmation, the message "Vote cast successfully" will be displayed;
 - vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page;

- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- C. General Guidelines for shareholders:
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dinesh.deora@gmail.com with a copy marked to evoting@nsdl.co.in;
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password; and
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
18. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, 26th July, 2019.
 19. 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.
 20. 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.
 21. 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.
 22. The Result alongwith the Scrutinizer's Report shall be placed on the Company's website: www.capriglobal.in and on the website of NSDL 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.
 23. 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.
 24. The members are requested to note the following:
 - 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 financial statements/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 Act, 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 for transfer to IEPF
1.	July 28, 2012	September 2, 2019
2.	September 28, 2013	November 2, 2020
3.	August 4, 2014	September 8, 2021
4.	July 18, 2015	August 22, 2022
5.	July 26, 2016	August 31, 2023
6.	July 17, 2017	August 21, 2024
7.	August 02, 2018	September 06, 2025

Members are requested to claim the unclaimed / unpaid dividend before the aforementioned due dates for transfer of such dividend to IEPF.

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, ie. Link Intime India Private Limited.

- v. 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 14 of the accompanying Notice dated June 4, 2019.

ITEM NO. 4 to 6

Mr. Beni Prasad Rauka, Ms. Bhagyam Ramani and Mr. Mukesh Kacker were appointed as Independent Directors of the Company pursuant to Section 149 of the Companies Act, 2013 ('the Act') read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting of the Company held on August 04, 2014 to hold office upto 31st March, 2019 ("first term" as per the explanation to Section 149(10) and 149(11) of the Act.).

The Nomination & Remuneration Committee at its Meeting held on January 31, 2019, after taking into account the performance evaluation of these Independent Directors, during their first term of five years and considering the knowledge, acumen, expertise and experience in their respective fields and the substantial contribution made by these Directors during their tenure as Independent Directors since their appointment, has recommended to the Board that continued association of these Directors as Independent Directors would be in the interest of the Company.

Based on the above, the Board of Directors has recommended the re-appointment of these Directors as Independent Directors on the Board of the Company, to hold office for the second term of five consecutive years commencing from 1st April, 2019 upto 31st March, 2024 and not liable to retire by rotation. The Directors were appointed as Additional Directors (Independent) of the Company with effect from April 1, 2019.

Brief profile of the above Independent Directors covering the details of their qualification, experience etc. as required

in terms of Secretarial Standards on General Meeting, are mentioned herein below:

A) Mr. Beni Prasad Rauka:

Mr. Beni Prasad Rauka is an industry veteran with an extensive understanding of the capital markets and has more than 3 decades of experience of working with merchant bankers, finance and manufacturing companies. Mr. Rauka is presently associated with SEB Group of companies as Group CFO and heads the finance and accounts function for over 18 year. He is a qualified Chartered Accountant and a Company Secretary. His experience in the Finance Industry has immensely helped the Company in its sphere of business.

Mr. Rauka has been associated with the Company since January 2011. He is a Chairman of the Audit Committee and Stake Holders' Relationship Committee. He is also a member of Corporate Social Responsibility Committee, Risk Management Committee, Nomination and Remuneration Committee and IT Strategy Committee.

B) Ms. Bhagyam Ramani:

Ms. Bhagyam Ramani is a Master in Economics from University of Mumbai with specialization in Industrial and Monetary Economics. She was a Director of General Insurance Corporation of India from 2009 till her retirement in 2012.

Ms. Ramani is currently serving as Independent Director on the Boards of prominent companies including Saurashtra Cement Ltd., Gujarat Sidhee Cement Ltd., Lloyds Metals and Energy Ltd., Tata AIG General Insurance Company Limited, IDBI Federal Life Insurance Company Ltd., L&T Hydrocarbon Engineering Ltd. L&T Special Steels and Heavy Forgings Private Ltd. and NSE Clearing Limited.

She has more than 40 years of experience in the field of treasury operations and portfolio management which is very vital for the Company's business operations.

Ms. Ramani has been associated with the Company since July 2012. She is a Chairperson of the Corporate Social Responsibility Committee, Investment Committee and Nomination and Remuneration Committee. She is also member of Audit Committee, Stake Holders' Relationship Committee and Risk Management Committee.

C) Mr. Mukesh Kacker:

Mr. Kacker was an Indian Administrative Service officer with the Indian government for three decades and held important senior positions, both in policy formulation roles as well as in executing capacities. As a Member of National Highways Authority of India (NHAI), he has been at the forefront of India's highways revolution and was instrumental in planning and executing a major portion of the Golden Quadrilateral. The country's first major project on public private partnership (PPP) basis, the six-lane Jaipur-Kishangarh Project was negotiated and finalized by him. The first Greenfield Expressway of India, the Ahmedabad-Vadodara Expressway was completed under his leadership. As Joint Secretary (Petrochemicals), he drafted the National Policy on Petrochemicals and conceptualized the policy on Investment Regions. In view of his experience in the infrastructure sector, the Government of India inducted him as Member, Task Force on Infrastructure Development and Mega Projects. Mr. Kacker also serves as an Independent Director on the Boards of Arshiya Ltd., DMIC Haryana Global City Project Ltd., DMIC Haryana MRTS Project Ltd.

He holds a Master's degree in Economics from Harvard University, USA and was a topper at Allahabad University in B.Sc. (Physics, Mathematics, and Statistics) as well as in M.A. (Political Science).

He has over 30 years of experience in the field of policy formation and corporate governance which will help the Company in its future endeavours.

Mr. Kacker has been associated with the Company since February 2012. He is a member of the Audit Committee.

All the above Directors have complied with the "Fit & Proper" criteria as prescribed by Reserve Bank of India and have given a declaration to the Board that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations.

In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. Beni Prasad Rauka, Ms. Bhagyam Ramani and Mr. Mukesh Kacker fulfils the conditions specified in the Act for their appointment as Independent Directors.

The Company has also received the following from the above Directors:-

- a) Consent in writing to act as a Director;
- b) Intimation that they are not disqualified under Section 164(2) of the Companies Act, 2013; and
- c) A declaration to the effect that they are not debarred from holding the office of a Director pursuant to any order issued by Securities and Exchange Board of India.

A copy of the draft letter for the appointment of the above Directors as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and the same has also been put up on the Company website www.capriglobal.in

The other details including the shareholding of these Directors, whose appointment is proposed at item nos. 4 to 6 of the accompanying Notice, have been given in the attached annexure.

The Board recommends the Resolutions for re-appointment of the Independent Directors at item no. 4 to 6 as Special Resolutions of this Notice for your approval.

Except Mr. Beni Prasad Rauka, Ms. Bhayam Ramani and Mr. Mukesh Kacker being the appointees, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at item nos. 4 to 6. This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ITEM NO. 7

Mr. T. R. Bajalia was appointed as Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting of the Company held on August 04, 2014 to hold office upto June 18, 2019 ("first term" as per the explanation to Section 149(10) and 149(11) of the Act.).

The Nomination & Remuneration Committee at its Meeting held on April 27, 2019 after taking into account the performance evaluation, during his first term of five years and considering the knowledge, acumen, expertise

and experience and the substantial contribution made by Mr. Bajalia during his tenure as an Independent Director since his appointment, has recommended to the Board that continued association of Mr. T. R. Bajalia as an Independent Director would be in the interest of the Company. Based on the above, the Board of Directors has recommended the re-appointment of Mr. T. R. Bajalia as an Independent Director on the Board of the Company, to hold office for the second term of five consecutive years commencing from June 19, 2019 upto June 18, 2024 and not liable to retire by rotation. Mr. T. R. Bajalia was appointed as an Additional Director (Independent) of the Company with effect from June 19, 2019.

Brief profile of Mr. T. R. Bajalia covering the details of his qualification, experience etc. as required in terms of Secretarial Standards on General Meeting, are mentioned herein below:

Mr. T. R. Bajalia retired as Deputy Managing Director of the SIDBI, before joining Board of the Company as Independent Director. Before being appointed as a Managing Director of SIDBI in October 2012, he was the Executive Director with IDBI Bank Limited.

During his 39-year stint in banking industry, Mr. Bajalia has handled various portfolio including Corporate Banking, Project Appraisal, NPA management and resolution, MSME Funding, Human Resource Management/Development, Training, Legal, Management of facilities and infrastructure.

He played a significant role in the formation of the Micro Small and Medium Enterprises (MSME) vertical in IDBI in 2008. He had been an IDBI nominee on the SIDBI Board since 2009, before being appointed its Deputy Managing Director.

He served as a Member of the Committee constituted by Reserve Bank of India for restructuring of SME and other concerns. He was member of committees relating to MSME sector constituted by chambers of commerce including Maharashtra Chamber of Commerce, FICCI and CII. Mr. Tilak Raj Bajalia has completed BA (Economics), CAIIB, ICWAI.

Mr. Bajalia has been associated with the Company since June 2014. He is a member of the Audit Committee, Nomination and Remuneration Committee and Risk Management Committee.

Mr. Bajalia has complied with the "Fit & Proper" criteria as prescribed by Reserve Bank of India and has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the

Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations.

In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. T. R. Bajalia fulfils the conditions specified in the Act for his appointment as an Independent Director.

The Company has also received the following from Mr. Bajalia:-

- a) Consent in writing to act as a Director;
- b) Intimation that they are not disqualified under Section 164(2) of the Companies Act, 2013;
- c) A declaration to the effect that they are not debarred from holding the office of a Director pursuant to any order issued by SEBI.

A copy of the draft letter for the appointment of Mr. Bajalia as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and the same has also been put up on the Company website www.capriglobal.in

The other details including the shareholding of Mr. T. R. Bajalia, whose appointment is proposed at item no. 7 of the accompanying Notice, have been given in the attached annexure.

The Board recommends the Resolution for re-appointment of Mr. T. R. Bajalia as an Independent Director at item no. 7 as Special Resolution of this Notice for your approval.

Except Mr. T. R. Bajalia, being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at item no. 7. This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ITEM NO. 8

The Board on December 04, 2018, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Ajay Kumar Relan as an Additional Director of the Company with effect from December 04, 2018. Mr. Ajay Kumar Relan 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. Ajay Kumar Relan 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. Ajay Kumar Relan fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and is Independent of the Management. In the opinion of the Board, he has the necessary knowledge, experience and expertise for being an Independent Director of the Company and it is proposed to appoint him as an Independent Director of the Company for a period upto December 03, 2023. He will not be liable to retire by rotation.

Mr. Ajay Kumar Relan has given a declaration of Independence pursuant to Section 149(6) and 149(7) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Brief profile covering the details of his qualification, experience etc., as required in terms of Secretarial Standards on General Meeting, is mentioned herein below:

Mr. Ajay Kumar Relan has more than four decades of experience in corporate and investment banking in multiple geographies. He was founder and Managing Partner at CX Partners and he also founded Citibank N.A. in India.

Prior to co-founding the CX Partners and serving as its Managing Partner till December 2015, Mr. Ajay Kumar Relan was the head of Citigroup Venture Capital International (CVCI) in India, a position that he held since the inception of that business in India in 1995.

Prior to this, Mr. Relan worked with several financial firms in multiple geographies, starting with Citi in 1976 and eventually becoming the CEO of a Citi-affiliated brokerage firm, Citicorp Securities & Investments Limited. Mr. Relan has served on the Boards of the following Fund 1 portfolio companies — Thyrocare, Nueclear, SIS, Monnet and NTL. Previously, Mr. Relan served on the boards of several CVCI portfolio companies, such as Suzlon, HT Media, Yes Bank, i-FLEX and Progeon, among others.

Mr. Ajay Kumar Relan earned his Master of Business Administration (MBA) from the Indian Institute of Management, Ahmedabad and B.A. in Economics from St. Stephen's College, Delhi University, where he achieved the top rank in the University.

Presently, Mr. Ajay Kumar Relan is on the Board of Hindustan Media Ventures Limited, HT Media Limited,

Flight Simulation Technique Centre Pvt. Ltd., Bendochy Agro Products Pvt. Ltd., Zenrock Comtrade Private Limited and HT Digital Streams Limited.

The Board of Directors recommend passing of the Ordinary Resolution as set out in Item No. 8 of the accompanying Notice for approval of the shareholders.

Except Mr. Ajay Kumar Relan, 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. 8. This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ITEM NO. 9

The Board on June 01, 2019, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Ajit Mohan Sharan as an Additional Director of the Company with effect from June 01, 2019. Mr. Ajit Mohan Sharan 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. Ajit Mohan Sharan 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. Ajit Mohan Sharan fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and is Independent of the Management. In the opinion of the Board, he has the necessary knowledge, experience and expertise for being an Independent Director of the Company and it is proposed to appoint him as an Independent Director of the Company for a period upto May 31, 2024. He will not be liable to retire by rotation.

Mr. Ajit Mohan Sharan has given a declaration of Independence pursuant to Section 149(6) and 149(7) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Brief profile covering the details of his qualification, experience etc., as required in terms of Secretarial Standards on General Meeting, is mentioned herein below:

Mr. Ajit Mohan Sharan was a Member of the Indian Administrative Service since 1979. Mr. Sharan has held a variety of senior positions in the State Government of Haryana as well as in the Government of India. He has held the positions of Principal Secretary for Power, Finance,

Technical Education and Urban Development in the State. In the Central Government, he was a Joint Secretary in the Department of Banking and Insurance. During such period he has served on the Boards of Canara Bank and almost all the major public sector insurance companies. He has also served as Chairman and Managing Director of Oriental Insurance Company during the period. He was closely associated with the opening up of the insurance sector and the initial reforms in it. More recently he has worked as Secretary to the Government in the Ministries of Sports and Ayush.

Mr. Sharan has worked at the strategy and leadership level in the sectors of energy, government finances, health and sports. In almost all the assignments, Mr. Sharan's mandate was formulation and implementation of policies in the relevant sector and providing strategic leadership to the organization.

Mr. Sharan is a graduate of IIT Delhi and has subsequently done a Masters in Business Administration from Louisiana State University in the United States, he also has a Masters in Development Economics from the University of Wales in UK.

Presently, Mr. Ajit Mohan Sharan is on the Board of Dabur India Limited, Transstadia Holdings Private Limited and SDS Life Sciences Private Limited.

The Board of Directors recommend passing of the Ordinary Resolution as set out in Item No. 9 of the accompanying Notice for approval of the shareholders.

Except Mr. Ajit Mohan Sharan, 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. 9. This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ITEM NOS. 10 AND 11

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 August 02, 2018, where 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 ₹ 4,000 Crores (Rupees Four Thousand Crores).

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 ₹ 6,500 Crores (Rupees Six Thousand Five Hundred Crores). 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 August 02, 2018 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 ₹ 4,000 Crores (Rupees Four Thousand Crores).

In order to facilitate securing the enhanced borrowings of ₹ 6,500 Crores (Rupees Six Thousand Five Hundred Crores) envisaged under Section 180(1)(c) of the Act, and contained in Item No. 10 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. 10 and 11 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 Resolutions except to the extent of their shareholding, if any, in the Company.

ITEM NO. 12

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 3, 2019 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 Crores (Rupees One Thousand Crores) 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 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 Crores 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. 12 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.13

The proposed modifications in the Memorandum of Association (MOA) of the Company are carried out to make the main objects clause more explicit, so as to reflect the business being carried out by the Company.

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 no. 13 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 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 resolution set out at item No. 13 of the accompanying Notice. 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.

ITEM NO.14

Considering the current market conditions and the capital requirements, in order to augment the resources for the Company, the Company proposes to access the capital markets through the Qualified Institutions Placement ("QIP") route by issuing such number of Equity Shares of face value of ₹2 each to Qualified Institutional Buyers ("QIBs") for an aggregate amount not exceeding ₹ 1,000 Crores (Rupees One Thousand Crores) (including premium, if any) in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('ICDR Regulations').

The Special Resolution seeks to empower the Board to issue Equity Shares by way of QIP to QIBs in accordance with the ICDR Regulations.

The pricing shall be determined in compliance with principles and provisions set out in ICDR Regulations, as amended from time to time. The Board may offer a discount of not more than 5% (five percent) on the price calculated for the QIP or such other discount as may be permitted under ICDR Regulations, as amended from time to time.

The relevant date for the purpose of determining the pricing of the Equity Shares would, pursuant to ICDR Regulations and/ or other applicable regulations, be the date of the meeting in which the Board or duly authorised

Committee thereof decides to open the proposed issue of the Securities, subsequent to the receipt of members' approval in terms of Section 62(1)(c) and other applicable provisions and rules, if any, of the Companies Act, 2013 and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of Securities.

The issue and allotment of securities shall be made only to Qualified Institutional Buyers (QIBs) within the meaning of ICDR Regulations and such securities shall be fully paid up on its allotment, which shall be completed within 365 days from the date of passing the special resolution by the Members of the Company.

The detailed terms and conditions for the issue will be determined by the Board/Committee authorized by the Board in consultation with the Merchant Banker(s) and other agencies that may be appointed by the Board / Committee for the purpose of the said QIP Issue.

For making any further issue of shares to any person(s) other than existing equity shareholders of the Company as per the provisions of ICDR Regulations, approval of members is required to be obtained by way of passing a Special Resolution, in pursuance to Section 62(1)(c) of the Companies Act, 2013. Therefore the Board of Directors recommend the resolution contained in Item No. 14 to be passed by the members so as to enable it to issue further securities. This Special Resolution is only an enabling one, seeking authority for the Board to raise funds from time to time as may be required.

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

Place: Mumbai

Date: June 4, 2019

Registered Office:

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

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. 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. 3 of the accompanying Notice.

Except Mr. Rajesh Sharma, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in Item No.3.

Mr. Beni Prasad Rauka

For details pertaining to qualification, experience of Mr. Beni Prasad Rauka, please refer to the Explanatory Statement in respect of the Special Business set out at Item No. 4 of the Notice of the Annual General Meeting pursuant to Section 102 of the Companies Act, 2013.

Ms. Bhagyam Ramani

For details pertaining to qualification, experience of

Ms. Bhagyam Ramani, 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. Mukesh Kacker

For details pertaining to qualification, experience of Mr. Mukesh Kacker, please refer to the Explanatory Statement in respect of the Special Business set out at Item No. 6 of the Notice of the Annual General Meeting pursuant to Section 102 of the Companies Act, 2013.

Mr. T. R. Bajalia

For details pertaining to qualification, experience of Mr. T. R. Bajalia, please refer to the Explanatory Statement in respect of the Special Business set out at Item No. 7 of the Notice of the Annual General Meeting pursuant to Section 102 of the Companies Act, 2013.

Mr. Ajay Kumar Relan

For details pertaining to qualification, experience of Mr. Ajay Kumar Relan, please refer to the Explanatory Statement in respect of the Special Business set out at Item No. 8 of the Notice of the Annual General Meeting pursuant to Section 102 of the Companies Act, 2013.

Mr. Ajit Mohan Sharan

For details pertaining to qualification, experience of Mr. Ajit Mohan Sharan, please refer to the Explanatory Statement in respect of the Special Business set out at Item No. 9 of the Notice of the Annual General Meeting pursuant to Section 102 of the Companies Act, 2013.

Other details:

Name of the Director	Mr. Rajesh Sharma
Date of Birth	February 28, 1970
Nationality	Indian
Date of appointment on the Board	May 15, 2007
Number of shares held in the company	500
Number of Meetings of the Board attended/ held	7 / 7
Directorships held in other public companies (excluding foreign companies and Government Bodies)	Capri Global Housing Finance Limited
Chairman / member in the committees of the Boards of public companies in which he is Director (includes only Audit Committee and Stakeholders' Relationship Committee)	Audit Committee Nil Stakeholders' Relationship Committee Capri Global Capital Limited - Member

Name of the Director	Mr. Beni Prasad Rauka
Date of Birth	April 01, 1964
Nationality	Indian
Date of appointment on the Board	January 12, 2011
Number of shares held in the company	Nil
Number of Meetings of the Board attended/ held	7 / 7
Directorships held in other public companies (excluding foreign companies and Government Bodies)	Indergiri Finance Limited; Advanced EnzyTech Solutions Limited; Advanced Bio-Agro Tech Limited; Capri Global Housing Finance Limited
Chairman / member in the committees of the boards of public companies in which he is Director (includes only Audit Committee and Stakeholders' Relationship Committee)	Audit Committee Capri Global Capital Limited - Chairman Capri Global Housing Finance Limited - Chairman Stakeholders' Relationship Committee Capri Global Capital Ltd - Chairman Indergiri Finance Limited – Member
Name of the Director	Ms. Bhagyam Ramani
Date of Birth	January 09, 1952
Nationality	Indian
Date of appointment on the Board	July 28, 2012
Number of shares held in the company	Nil
Number of Meetings of the Board attended/ held	7 / 7
Directorships held in other public companies (excluding foreign companies and Government Bodies)	Saurashtra Cement Limited; IDBI Federal Life Insurance Company Limited; Gujarat Sidhee Cement Limited; Capri Global Housing Finance Limited; Lloyds Metals And Energy Limited; L&T Hydrocarbon Engineering Limited; Tata AIG General Insurance Company Limited; NSE Clearing Limited
Chairman / member in the committees of the boards of public companies in which she is Director (includes only Audit Committee and Stakeholders' Relationship Committee)	Audit Committee Capri Global Capital Limited – Member; Capri Global Housing Finance Limited – Member; Stakeholders' Relationship Committee Capri Global Capital Ltd - Member
Name of the Director	Mr. Mukesh Kacker
Date of Birth	April 13, 1957
Nationality	Indian
Date of appointment on the Board	February 11, 2012
Number of shares held in the company	Nil
Number of Meetings of the Board attended/ held	6 / 7
Directorships held in other public companies (excluding foreign companies and Government Bodies)	Arshiya Limited; DMIC Haryana Global City Project Limited; DMIC Haryana MRTS Project Limited
Chairman / member in the committees of the boards of public companies in which he is Director (includes only Audit Committee and Stakeholders' Relationship Committee)	Audit Committee Capri Global Capital Limited – Member; Stakeholders' Relationship Committee Nil

Name of the Director	Mr. T. R. Bajalia
Date of Birth	December 25, 1953
Nationality	Indian
Date of appointment on the Board	June 19, 2014
Number of shares held in the company	Nil
Number of Meetings of the Board attended/ held	7 / 7
Directorships held in other public companies (excluding foreign companies and Government Bodies)	Capri Global Housing Finance Limited; India Steel Works Limited; Isinox Limited; PEN India Limited; Indianivesh Limited; Indianivesh Securities Limited;
Chairman / member in the committees of the boards of public companies in which he is Director (includes only Audit Committee and Stakeholders' Relationship Committee)	Audit Committee Capri Global Capital Ltd. – Member; Capri Global Housing Finance Limited-Member; India Steel Works Limited-Member; Pen India Limited-Member Stakeholders' Relationship Committee Nil

Name of the Director	Mr. Ajay Kumar Relan
Date of Birth	December 09, 1953
Nationality	Indian
Date of appointment on the Board	December 04, 2018
Number of shares held in the company	Nil
Number of Meetings of the Board attended/ held	1 / 1
Directorships held in other public companies (excluding foreign companies and Government Bodies)	Hindustan Media Ventures Ltd; HT Media Limited; HT Digital Streams Ltd
Chairman / member in the committees of the boards of public companies in which he is Director (includes only Audit Committee and Stakeholders' Relationship Committee)	Audit Committee Hindustan Media Ventures Ltd - Member HT Media Limited – Member Stakeholders' Relationship Committee Hindustan Media Ventures Ltd - Chairman HT Media Limited – Chairman

Name of the Director	Mr. Ajit Mohan Sharan
Date of Birth	March 02, 1957
Nationality	Indian
Date of appointment on the Board	June 01, 2019
Number of shares held in the company	Nil
Number of Meetings of the Board attended/ held	Not Applicable
Directorships held in other public companies (excluding foreign companies and Government Bodies)	Dabur India Limited
Chairman / member in the committees of the boards of public companies in which he is Director (includes only Audit Committee and Stakeholders' Relationship Committee)	Audit Committee Dabur India Limited - Member

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@capriglobal.in, Website: www.capriglobal.in,

Tel. No.: +91 22 40888100 | Fax No.:+91 22 40888170

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 FIFTH ANNUAL GENERAL MEETING of Capri Global Capital Limited, held on Friday, August 02, 2019 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

CIN: L65921MH1994PLC173469

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Tel. No.: +91 22 40888100 | Fax No.:+91 22 40888170

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: _____

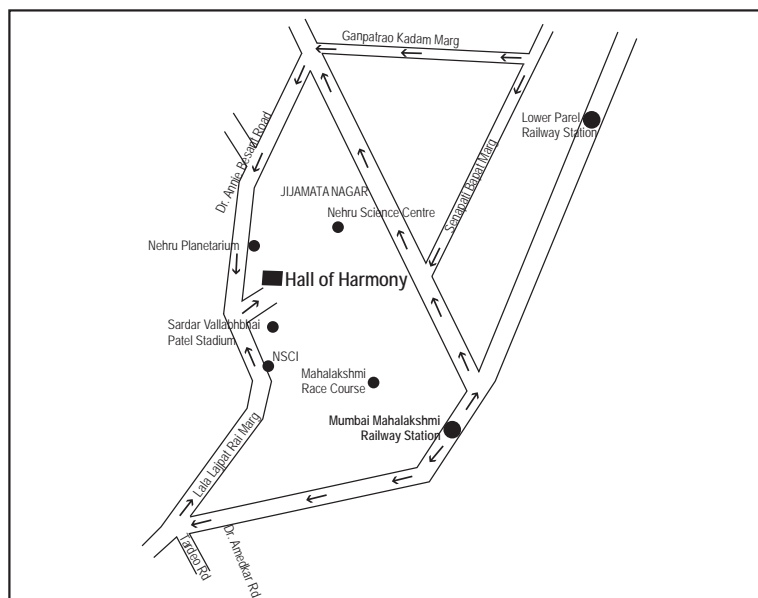
DP ID: _____

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 Fifth Annual General Meeting of the Company, to be held on Friday, August 02, 2019 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, 2019		
2.	Declaration of dividend		
3.	Re-appointment of Mr. Rajesh Sharma as Director of the Company, who retires by rotation		
4.	Re-appointment of Mr. Beni Prasad Rauka as an Independent Director		
5.	Re-appointment of Ms. Bhagyam Ramani as an Independent Director		
6.	Re-appointment of Mr. Mukesh Kacker as an Independent Director		
7.	Re-appointment of Mr. T. R. Bajalia as an Independent Director		
8.	Appointment of Mr. Ajay Kumar Relan as a Director and as an Independent Director of the Company		
9.	Appointment of Mr. Ajit Mohan Sharan as a Director and as an Independent Director of the Company		
10.	Borrowing in excess of Paid-up Capital & Free reserves upto ₹ 6,500 crores		
11.	Mortgage/Create charge on the assets of the Company		
12.	Issue of Non-convertible Debentures upto ₹ 1,000 crores		
13.	Amend the main object clause of Memorandum of Association of the Company		
14.	Approval for raising of funds by way of issue of securities through Qualified Institutions Placement (QIP)		

Signed this _____ day of _____ 2019

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.

