

## Capri Global Capital Limited

(Formerly Money Matters Financial Services Limited)

CIN: L65921MH1994PLC173469

Regd. Office: 1-B, Court Chambers, 35, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai – 400 020.

Tel: 91 22 4354 8200; Fax: 91 22 2201 9051; Email: Investor.relation@cgcl.co.in; Website: www.cgcl.co.in

### NOTICE OF POSTAL BALLOT

*(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)*

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, that the Resolution appended below is proposed to be passed as Special Resolution by way of Postal Ballot/e-voting, for the purposes of authorising the Board of Directors of the Company to create charge on assets of the Company to secure borrowings availed or to be availed by the Company within the overall limit of Rs. 2000 crores.

The Company is, therefore, seeking your consent for the said proposal by Special Resolution in compliance with the provisions of Section 180(1)(a) of the Companies Act, 2013. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts pertaining to the said resolution is annexed hereto along with a Postal Ballot Form ("the Form") for consideration of the members. The Board of Directors has appointed Mr. Alwyn D'souza, Practising Company Secretary, as Scrutinizer for conducting the voting through Postal Ballot in a fair and transparent manner.

You are requested to read carefully the instructions printed on the Form, and return the Form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before 6.00 p.m. on Monday, September 15, 2014. Please note that any Form received after the said date will be strictly treated as if no reply has been received from the Member.

In compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Electronic Voting ("e-voting") facility as an alternate, to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Form by Post/Courier. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to its Members. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Form. In case a Member votes through e-voting facility as well as sends his/her vote through physical Form, the vote cast through e-voting shall only be considered and the voting through physical Form shall not be considered by the Scrutinizer.

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com). Please refer the instructions for e-voting provided in the notes to the Notice, for the process and manner in which e-voting is to be carried.

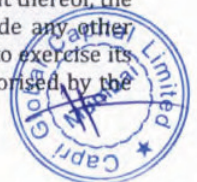
Upon completion of scrutiny of the Forms (including e-vote) the Scrutinizer will submit his report to the Company. The Director or Company Secretary of the Company would announce the results of Postal Ballot on Friday, September 19, 2014 at the Registered Office of the Company at 1-B, Court Chambers, 35, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai – 400 020. The said results would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed, published in the newspaper and displayed on the Company's website viz. [www.cgcl.co.in](http://www.cgcl.co.in).

### PROPOSED RESOLUTION

#### Careation of Charges on the Companies Assets/ Properties

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

**"RESOLVED THAT** in supersession of the Ordinary Resolution passed by the Members of the Company through Postal Ballot process on 11<sup>th</sup> July, 2013 and pursuant to the provision of Section 180 (1)(a) and other applicable provisions, if any, of the Companies Act 2013 (hereinafter referred to as the "Act"), or any statutory modification or re-enactment thereof, the Board of Directors of the Company (hereinafter called "the Board", which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the



Board or its Committee for such purposes) be and is hereby authorised to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, or the whole, or substantially the whole, of the undertaking or undertakings of the Company, and with such ranking as to priority and for such time and on such terms and in such manner as the Board may think fit, in favour of lenders, agents, trustees for the holders of debentures/bonds and other instruments and other agencies to secure the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and/or working capital facilities and/or Securities issued/ to be issued by the Company (herein after collectively referred to as "Loans"), from time to time, provided that the aggregate amounts of such Loans together with interests thereon, compound/ additional interest, commitment charges, premium on pre-payment or on redemptions, costs, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at anytime exceed Rs. 2000 crores. (Rupees Two Thousand crores).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things and to execute all such agreements, documents and writings as may be required in its absolute discretion to give effect to this Resolution.

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

Sd/-

**Place: Mumbai  
Date: August 04, 2014**

**(Harish Agrawal)  
Sr. Vice President & Company Secretary**

**Notes forming a part of the Notice:**

1. The explanatory statement as required under section 102 of the Companies Act, 2013 setting out material facts in respect of the item of the business mentioned in the Notice is annexed hereto.
2. Please carefully read and follow the instructions on e-voting printed in this Notice and the instructions printed on the Postal Ballot Form ("the Form").
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/ Register of beneficial owners as received from NSDL and CDSL on specified date for the purpose, being August 08, 2014 by modes as prescribed under Companies (Management and Administration) Rules 2014. The Notice of the Meeting is also posted on the website of the Company i.e. [www.cgcl.co.in](http://www.cgcl.co.in)
4. The Members are requested to notify change in address, if any, in case of shares held in demat /electronic form to the concerned Depository Participant quoting their ID No. and in case of shares held in physical form to the Registrar and Transfer Agent of the Company, i.e. MCS Limited, Shri Kashiram Jamnadas Building, Ground Floor, Office No. 21/22, 5 P. D'Mello Road, Near Ghadiyal Godi, Masjid Bunder (East), Mumbai - 400009, email Id: [uday\\_mcs@yahoo.co.in](mailto:uday_mcs@yahoo.co.in), quoting their folio numbers.
5. The Members who hold shares in physical form are requested to intimate/update their e-mail address to the Company/RTA of the Company, while Members holding shares in demat form can intimate/ update their e-mail address with their respective Depository Participants.
6. The proposed Special Resolution together with the statement setting out the material facts, the reasons for the resolution and a postal ballot form ("the Form") are being sent to you for your consideration and voting. Members are requested to send the Form duly completed in all respect, in the attached self addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer before 6.00 p.m. on Monday, September 15, 2014. Envelopes containing Form, if deposited in person or sent by courier at the expense of the Member(s) shall also be accepted. Any Form received from any Members beyond 6.00 p.m. on Monday, September 15, 2014, will not be valid and the voting shall be treated as invalid.
7. Voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company, as on the specified date, being Friday, August 08, 2014.
8. The Resolution mentioned in this Notice shall be declared as passed, if the number of votes cast in its favour (assent) are not less than three times the number of votes cast, if any, against (dissent) the said Resolution by means of postal ballot including voting by electronic means and the Resolution shall be deemed to have been duly passed at a meeting convened in that behalf.
9. As consented by Mr. Alwyn D'souza, Practising Company Secretary, (Membership No. FCS 5559), the Company has appointed him as the Scrutinizer for conducting the Postal Ballot and Electronic voting ("e-voting") process thereto, in accordance with the applicable provisions of the Companies Act, 2013 and Rules made thereunder in a fair and transparent manner.



10. The Scrutinizer will submit his report to the Company after the completion of the scrutiny of the postal ballots (including e-voting). The results of the postal ballot would be announced by a Director or the Company Secretary of the Company on Friday, September 19, 2014. The said results would be displayed at Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed, published in the newspaper and displayed on the Company's Website i.e. [www.cgcl.co.in](http://www.cgcl.co.in).
11. The Contact details of the person responsible to address the grievance connected with the Postal Ballot and e-voting is as under:
- Mr. Harish Agrawal  
Sr. Vice President & Company Secretary  
Capri Global Capital Limited  
1-B, Court Chambers, 35, Sir Vithaldas Thackersey Marg,  
New Marine Lines, Mumbai - 400 020  
Tel: 91 22 4354 8200; Fax: 91 22 2201 9051; Email: [Investor.relation@cgcl.co.in](mailto:Investor.relation@cgcl.co.in)
12. In compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Electronic Voting ("e-voting") facility as an alternate, to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its Members. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his/her vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Ballot Form shall not be considered by the Scrutinizer. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Form can download Form from the Company's website i.e. [www.cgcl.co.in](http://www.cgcl.co.in)
13. The voting period begins on Saturday, August 16, 2014 at 9.00 a.m. and ends on Monday, September 15, 2014 at 6.00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, August 8, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
14. The procedure and instructions for voting through electronic means are as follows:

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut off date</b> in the <b>Dividend Bank details field</b>.</li> </ul>



- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of '**Capri Global Capital Limited**'.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **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](http://www.evotingindia.com) and register themselves as Corporates.
  - (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - (c) After receiving the login details they have to create 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - (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.
- (xviii) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The Members of the Company had authorised the Board of Directors of the Company by way of Ordinary Resolution passed through Postal Ballot process on 11<sup>th</sup> July, 2013, under Section 293(1)(a) of the Companies Act, 1956 to create mortgage, create charge on or hypothecate its property(ies), both movable and immovable, to secure borrowings upto Rs. 2000 crores (Rupees Two Thousand crores)

However, after notification of the provisions Section 180(1)(a) of the Companies Act, 2013 (the 'Act'), effective from September 12, 2013, the Board can exercise such power to create mortgage, create charge on or hypothecate its property(ies), both movable and immovable, to secure such borrowings only with the approval of Members of the Company by way of Special Resolution by means of voting through Postal Ballot. It may be noted that there is no change in the limit of Rs. 2,000 crores as earlier approved by the Members through Postal Ballot process on 11<sup>th</sup> July, 2013. Members of the Company at their meeting held on 4<sup>th</sup> August, 2014 had authorised the Board of Directors of the Company to borrow money in excess of the paid-up share capital and free reserves not exceeding Rs. 2,000 crores by passing a Special Resolution. The Resolution is accordingly recommended for approval by the Members as a Special Resolution under the Act by way of Postal Ballot.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in the proposed Resolution.

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

Place: Mumbai  
Date: August 04, 2014



Sd/-  
(Harish Agrawal)  
Sr. Vice President & Company Secretary



## Capri Global Capital Limited

(Formerly Money Matters Financial Services Limited)

CIN: L65921MH1994PLC173469

Regd. Office: 1-B, Court Chambers, 35, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai – 400 020.  
Tel: 91 22 4354 8200; Fax: 91 22 2201 9051; Email: Investor.relation@cgcl.co.in; Website: www.cgcl.co.in

Serial No.:

### POSTAL BALLOT FORM

1.	Name of the Member	:	
2.	Registered Address of the Sole / First Named Member / beneficial owner	:	
3.	Name (s) of the Joint Holder(s), if any.	:	
4.	DP ID / Client ID /Registered Folio No.	:	
5.	No. of shares held	:	

6. I/ We hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot for the Business stated in the Notice of Postal Ballot dated August 4, 2014 of the Company by sending my / our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Resolution	No. of shares	I / We assent to the Resolution (FOR)	I / we dissent to the Resolution (AGAINST)
Special Resolution for creation of charge on the Company's Assets as to secure borrowings pursuant to Section 180(1)(a) of the Companies Act, 2013.			

Place:

Date:

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Signature of Member

NOTE:

- 1) Kindly read the instructions printed overleaf before filing the Form.
- 2) Last date for receipt of Postal Ballot Forms by Scrutinizer is September 15, 2014.



## INSTRUCTIONS FOR VOTING BY PHYSICAL MODE

1. Fill up and sign this Postal Ballot Form ('Form') completely and correctly. Incomplete, unsigned, incorrectly filled or any other symbols mentioned in the Form will render the Form invalid.
2. Votes should be cast in case of Resolution, either in favour or against by putting the tick (✓) mark in the column provided for assent/dissent. Members may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed the member's total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" in case of Resolution, it will be treated as "ABSTAIN" for the resolution and the shares held will not be counted under either head.
3. Put the duly completed and signed Form in the attached, self-addressed postage prepaid Business Reply envelope and send it to the Scrutinizer, so as to reach him before 6.00 p.m. on September 15, 2014. Any Form received from any Members beyond 6.00 p.m. on September 15, 2014 will not be valid and the voting shall be treated as invalid. Postage will be borne and paid by the Company on the above said business reply envelope. Envelopes containing Form, if deposited in person or sent by courier at the expense of the member(s) will also be accepted.
4. The self-addressed Business Reply Envelope bears the name of the Scrutinizer appointed by the Company and the address to which the Form is to be sent by the Member.
5. The Form should be completed and signed by the sole/first named Member. In the absence of first named member, in case of joint holding, the form may be completed and signed by the next named Member. The signature of the Member on this Form should match with the specimen signature registered with the Company/RTA (M/s. MCS Limited) or furnished by National Securities Depository Limited/Central Depository Services (India) Limited, to the Company, in respect of shares held in physical form or dematerialised form respectively.
6. In case of shares held by companies, trusts, HUF, societies, foreign institutional investors, the duly completed Form should be accompanied by a certified true copy of the Board Resolution/Authority together with attested specimen signature of the duly authorized signatory(ies). Form signed by the holder of power of attorney for and on behalf of a member of the Company must be accompanied by the attested true copy of Power of Attorney.
7. No other papers should accompany the Form in the self-addressed postage prepaid Business reply envelope, as all such envelope will reach the Scrutinizer directly and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
8. The right of voting by Postal Ballot shall be exercised only by the Member(s) of the Company.
9. There will be only one Form for every Folio/DP ID & Client ID irrespective of the number of joint Member(s).
10. Voting rights of the Members shall be in proportion to the equity shares held by them in the paid equity share capital of the Company as on the specified date, being August 08, 2014.
11. The Scrutinizer's decision on the validity of the Postal Ballot will be final.

