



Capri Global Capital Limited

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NOTICE

NOTICE is hereby given that the Twenty Third 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 Monday, July 17, 2017 at 4.00 p.m., to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the Audited Balance Sheet as at March 31, 2017 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, 2017 and the Report of Auditors thereon.
2. To declare Dividend on Equity Shares of the Company for the Financial Year 2016-2017.
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. To appoint Auditors to hold office from the conclusion of this Twenty Third Annual General Meeting, until the conclusion of the Twenty Eighth Annual General Meeting and to fix their remuneration and pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Section 139 of Companies Act, 2013 and rules made thereunder, as amended from time to time, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai, (Firm Registration no. 117366W /W-100018), be and are hereby appointed as Auditors for a term of five years i.e. from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Eighth AGM (subject to ratification of their appointment at every AGM), at such terms and remuneration as may be agreed upon between the Audit Committee/ the Board of Directors of the Company and the Auditors."

5. **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 & Listing of Debt Securities) Regulations, 2008, 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 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 ₹ 750 Crores (Rupees Seven Hundred and Fifty 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 be and is hereby authorised to do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard."



6. **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 of the Company on August 4, 2014 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) 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 share holder 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 ₹ 3,000 Crores (Rupees Three Thousand Crores).

RESOLVED FURTHER THAT the Board be and is hereby authorised 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 or desirable to give effect to above resolutions.

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."

7. **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 of the Company through postal ballot process on September 19, 2014 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 ₹ 3000 Crores (Rupees Three Thousand 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."

8. **Adoption of Articles 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 14 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors be and is hereby authorised to do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard."

9. **Appoint Mr. Desh Raj Dogra as Independent Director of the Company :**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015, Mr. Desh Raj Dogra (DIN 00226775), who was appointed as an Additional Director on May 10, 2017, pursuant to the provisions of Section 161(1)

of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company upto May 09, 2022, not liable to retire by rotation”.

10. Enable conversion of loan into equity :

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

“**RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made there under, and in accordance with the Memorandum of Association and Articles of Association of the Company and applicable regulations and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” and shall include duly constituted Committee(s) thereof), on the terms & conditions contained in the financing documents, such terms & conditions to provide, *inter alia* to convert the whole or part of the outstanding loans of the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not), with various Banks and Financial Institutions (hereinafter collectively referred to as the “Lenders”), at the option of the Lenders, the loans or any other financial assistance categorized as loans (hereinafter referred to as the “Financial Assistance”), in Foreign Currency or Indian Rupees, which have already been availed from the Lenders or as may be availed from the Lenders, from time to time, not exceeding ₹ 3,000 Crores (Rupees Three Thousand Crores), consistent with the borrowing powers of the Company under Section 180(1)(c) of the Act, into fully paid-up equity shares of the Company on such terms and conditions as may be stipulated in the financing documents and subject to applicable law and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the “Notice of Conversion”) and in accordance with the following conditions:

- (i) the conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistances;
- (ii) on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up equity shares to the Lenders or any other

person identified by the Lenders as from the date of conversion and the Lenders may accept the same in satisfaction of the part of the loans so converted;

- (iii) the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced, upon such conversion, the repayment installments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the loan so converted. The equity shares so allotted and issued to the Lenders or such other person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank *pari-passu* with the existing equity shares of the Company in all respects;
- (iv) in the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, listed with such stock exchanges as may be prescribed by the Lenders or such other person identified by the Lenders and for the said purpose the Company shall take all such steps as may be necessary to the satisfaction of the Lenders or such other person identified by the Lenders, to ensure that the equity shares are listed as required by the Lenders or such other person identified by the Lenders;
- (v) the loans shall be converted into equity shares at a price to be determined in accordance with the applicable Securities and Exchange Board of India and / or Reserve Bank of India, regulations/ guidelines, at the time of such conversion.

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

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

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



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

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

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

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

(Harish Agrawal)
Senior Vice President & Company Secretary

Registered Office:

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

Place: Mumbai

Dated: June 1, 2017

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY(S) TO ATTEND AND VOTE (ON POLL) INSTEAD OF HIMSELF AND A PROXY(S) NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
3. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by Members at the AGM.
4. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by Members at the AGM.
5. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business is annexed hereto and forms part of the Notice.
6. Register of Members and the Share Transfer Books of the Company will remain closed between July 7, 2017 to July 17, 2017 (both days inclusive).
7. The payment of final dividend, upon declaration by the shareholders at the Annual General Meeting, will be made on or after July 21, 2017, as under:
 - a) to all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Ltd (NSDL) and the Central Depository Services (India) Ltd. (CDSL) at the closure of business hours on July 7, 2017, and
 - b) to all those shareholders holding shares in physical form after giving effect to all the valid share transfers lodged with the Company before the closing hours on July 7, 2017.
8. Members holding shares in physical form are advised to furnish, on or before July 7, 2017, 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.cgcl.co.in, to M/s. Link Intime India Private Limited. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

11. The Company is pleased to offer e-Voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

Instructions for members for voting electronically are as under :

- (i) The voting period begins on Friday, July 14, 2017 (9.00 a.m.) and ends on Sunday, July 16, 2017 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in

dematerialized form, as on the cut-off date of Tuesday, July 11, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is provided in letter along with notice.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of **Capri Global Capital Limited**.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO , as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to : helpdesk.evoting@cdslindia.com.
- c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d) The list of accounts linked in the login should be mailed to : helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at : www.evotingindia.com, under help Section or write an email to : helpdesk.evoting@cdslindia.com.
12. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Tuesday, July 11, 2017.
13. Mr. Dinesh Deora, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
14. At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.
15. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer’s Report of the total votes cast in favor of or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.
16. The Result alongwith the Scrutinizer’s Report shall be placed on the Company’s website: www.cgcl.co.in and on the website of CDSL immediately after the result is declared by the Chairman or any other person authorised by Chairman, and the same shall be communicated to the BSE & NSE.
17. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company on all working days except Saturdays between 10.30 a.m. and 1.00 p.m., up to the date of the AGM.
18. The members are requested to note:
- i. **Change of Address/ Bank Details:** Members holding shares in physical form are requested to inform M/s. Link Intime India Private Limited (Company’s Registrar & Transfer Agent), immediately of any change in their address and bank details. Members holding shares in dematerialized form are requested to intimate all changes with respect to their address, bank details, mandate etc. to their respective Depository Participants. These changes will then be automatically reflected in the Company’s records. This will help the Company to provide efficient and better service to the members.
- ii. Section 72 of the Companies Act, 2013, provides for **Nomination by the Shareholders** of the Company in the prescribed Form No. SH-13 for shares held in physical form. Blank forms will be supplied by M/s. Link Intime India Private Limited on request. Members holding shares in dematerialized form may contact their respective Depository Participants for recording of nomination.

- iii. Members seeking any information with regards to the Accounts, are requested to write to the Company at an early date, as to enable the Management to keep the information ready at the meeting.
- iv. Members are requested to note that pursuant to the provisions of Section 124(5) of the Companies Act, 2013, any amount transferred to the "Unpaid Dividend Account" of the Company which remains unpaid or unclaimed for a period of 7 (Seven) years from the date of transfer to such account, shall be transferred to the "Investor Education & Protection Fund"(IEPF). Accordingly we are providing herewith details of such dividends due for transfer to IEPF.

Sr. No	Date of declaration of Dividend	Due date of transfer to IEPF
1.	September 8, 2010	October 7, 2017
2.	November 12, 2010	December 11, 2017
3.	July 28, 2012	September 3, 2019
4.	September 28, 2013	November 3, 2020
5.	August 4, 2014	September 9, 2021
6.	July 18, 2015	August 22, 2022

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

- v. Members attending the Annual General Meeting are requested to bring with them the followings (as applicable):
- Members holding shares in dematerialized form, their DP & Client ID Numbers.
 - Members holding shares in physical form their folio numbers.
 - Copy of the Annual Report & Notice.
 - The Attendance slip duly completed as per the specimen signature lodged with the Company.
 - Member Companies/Institutions are requested to send a copy of the resolution of their Board/Governing Body, authorising their representative to attend and vote at the Annual General Meeting.

Statement annexed to Notice

The following statement, pursuant to Section 102 of the Companies Act, 2013 ("the Act"), sets out all material facts relating to the business mentioned at the Item Nos. 4 to 10 of the accompanying Notice dated June 1, 2017.

ITEM NO. 4

M/s. Karnavat & Co., Chartered Accountants, Mumbai has expressed their intention not to be re-appointed as Statutory Auditors of the

Company from the conclusion of this Annual General Meeting (AGM), due to pre-occupation. The Board at their meeting held on May 13, 2017 has recommended appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration no. 117366W/W-100018), Mumbai, as the Statutory Auditors of the Company with effect from the conclusion of this (Twenty Third) AGM till the conclusion of the Twenty Eighth AGM.

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration no. 117366W/W-100018) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013

The Board recommends the Ordinary Resolution set forth in Item No. 4 of the Notice for approval of the Members.

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. 5

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 13, 2017 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 ₹ 750 Crores (Rupees Seven Hundred Fifty 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 a private placement basis in one or more tranches.

Consent of the Members is therefore sought in connection with the aforesaid issue of Debentures/Bonds, in one or more tranches and they are requested to authorise the Board to issue Debentures/Bonds up to ₹ 750 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. 5 of the Notice for approval of the Members.

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 NOS. 6 AND 7

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 4, 2014, 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 ₹ 2000 Crores (Rupees Two 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 ₹ 3,000 Crores (Rupees Three Thousand 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 by way of postal ballot on September 19, 2014 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 ₹ 2000 Crores (Rupees Two Thousand Crores).

In order to facilitate securing the enhanced borrowings upto ₹3,000 Crores (Rupees Three Thousand Crores) envisaged under Section 180 (1) (c) of the Act, and contained in Item No. 6 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. 6 and 7 of the Notice for approval of the Members.

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 8

With the coming into force of the provisions of the Companies Act, 2013 ("the Act") and various amendments / clarifications issued by the Ministry of Corporate Affairs ('MCA'), several regulations of the existing Articles of Association (AOA) of the Company require alteration or deletions. In view of this position, it is considered expedient to replace wholly the existing AOA by a new set of Articles.

The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

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

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 9

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, the Board of Directors of the Company appointed Mr. Desh Raj Dogra, as an Additional Director of the Company with effect from May 10, 2017. Mr. Dogra will hold the office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Des Raj Dogra for the office of Director of the Company.

Mr. Des. Raj Dogra 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. Section 149 of the Act inter-alia stipulates the criteria of independence, should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Des Raj Dogra that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015. Mr. Des Raj Dogra possesses appropriate skills, experience and knowledge.

Mr. Desh Raj Dogra has four decades of experience in the financial sector and in credit administration. Recently he retired as the Chief Executive Officer and Managing Director at Credit Analysis and Research Limited (CARE). He started his career in 1977 with the Himachal Pradesh Government and worked on agriculture

development projects for a year. He started his career in financial sector by joining Dena Bank in 1978 and in a career spanning 15 years acquired expertise in various facets of banking.

Mr. Dogra served as Vice Chairperson and Public Interest Director at Metropolitan Stock Exchange of India Ltd. until September 19, 2016. He serves as Independent Director on the Board of many large public listed and unlisted companies viz. S Chand and Company Ltd., Welspun Corp Ltd., Mercator Ltd., Gandhar Oil Refinery (India) Ltd., G R Infraprojects Ltd., Asirvad Micro Finance Ltd., Brickwork Risk & Investment Management Solutions Pvt. Ltd., ITI Mutual Fund Trustee Pvt. Ltd. and Sunteck Realty Ltd.

Mr. Dogra is a MBA (Finance) from FMS, University of Delhi and Certified Associate of the Indian Institute of Bankers and Master's in Agriculture from Himachal Pradesh University.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Des Raj Dogra as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Des Raj Dogra, as an Independent Director for a term of five years, for the approval by the members of the Company.

Copy of the draft letter for appointment of Mr. Des Raj Dogra as an Independent Director 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, excluding Saturday.

Mr. Desh Raj Dogra does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He is not related to any of the Directors on the Board of the Company.

Except Mr. Desh Raj Dogra, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9. This explanatory statement may also be considered as disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ITEM NO 10

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") the consent of the Members of the Company has been sought by the Board of Directors of the Company to borrow money/ moneys exceeding the aggregate of the paid-up capital and the free reserves of the Company upto an amount of ₹3,000 Crores (Rupees Three Thousand Crores) by passing a Special Resolution vide item No. 6 of this Notice.

Further, in accordance with clause (vii) of Para number 3 of the RBI circular DBR. BP. BC. No. 101 /21.04 .132/2014-15 dated

June 8, 2015 and in line with various directives issued by Reserve Bank of India, from time to time, Banks and Financial institutions (hereinafter referred to as the "Lenders") have advised the Company to pass enabling Special Resolution under Section 62(3) of the Act and other applicable provisions of the Act and Rules made thereunder to enable the Lenders to convert the outstanding loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assurances"), in foreign currency or Indian Rupee, already availed from the Lenders or as may be availed from the Lenders, from time to time, at their option, into equity shares of the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the extant Securities and Exchange Board of India Regulations (SEBI Regulations) or Reserve Bank of India Regulations / Guidelines, at the time of such conversion.

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

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

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

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

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

(Harish Agrawal)

Senior Vice President & Company Secretary

Place: Mumbai

Dated: June 1, 2017

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 founder 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. Desh Raj Dogra

For details of Mr. Desh Raj Dogra, 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.

Name of the Director	Mr. Rajesh Sharma	Mr. Desh Raj Dogra
Date of Birth	February 28, 1970	September 21, 1954
Date of appointment on the board	May 15, 2007	May 10, 2017
Number of shares held in the company	500	Nil
Number of Meetings of the Board attended/held	5/5	N.A
Directorships held in other public companies (excluding foreign companies and Government Bodies)	Capri Global Housing Finance Limited	<ol style="list-style-type: none"> 1. Welspun Corp Limited 2. Mercator Limited 3. Gandhar Oil Refinery (India) Limited 4. G R Infraprojects Limited 5. S Chand and Company Limited 6. Asirvad Micro Finance Limited. 7. Sunteck Realty Limited
Chairman/ member in the committees of the boards of companies in which he is Director (includes only Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee)	<p>Audit Committee Nil</p> <p>Stakeholders' Relationship Committee Capri Global Capital Limited - Member</p> <p>Nomination and Remuneration Committee Capri Global Capital Limited - Member</p>	<p>Audit Committee</p> <ol style="list-style-type: none"> 1. S. Chand and Company Limited- Chairman 2. Gandhar Oil Refinery (India) Limited- Member 3. Asirvad Micro Finance Limited- Member 4. Mercator Limited- Member <p>Stakeholders' Relationship Committee Nil</p>



Capri Global Capital Limited

CIN: L65921MH1994PLC173469

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

E-mail: investor.relation@cgcl.co.in, Website: www.cgcl.co.in,
Tel. No.:- +91 22 43548200 Fax No. - +91 22 22019051

ATTENDANCE SLIP

(To be presented at the entrance)

Regd. Folio No./Client ID No. _____

No. of shares held _____

DP ID No. _____

I hereby record my presence at TWENTY THIRD ANNUAL GENERAL MEETING of the Capri Global Capital Limited, held on Monday, 17th day of July, 2017 at 4.00 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

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

E-mail: investor.relation@cgcl.co.in, Website: www.cgcl.co.in,
Tel. No.:- +91 22 43548200 Fax No. - +91 22 22019051

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

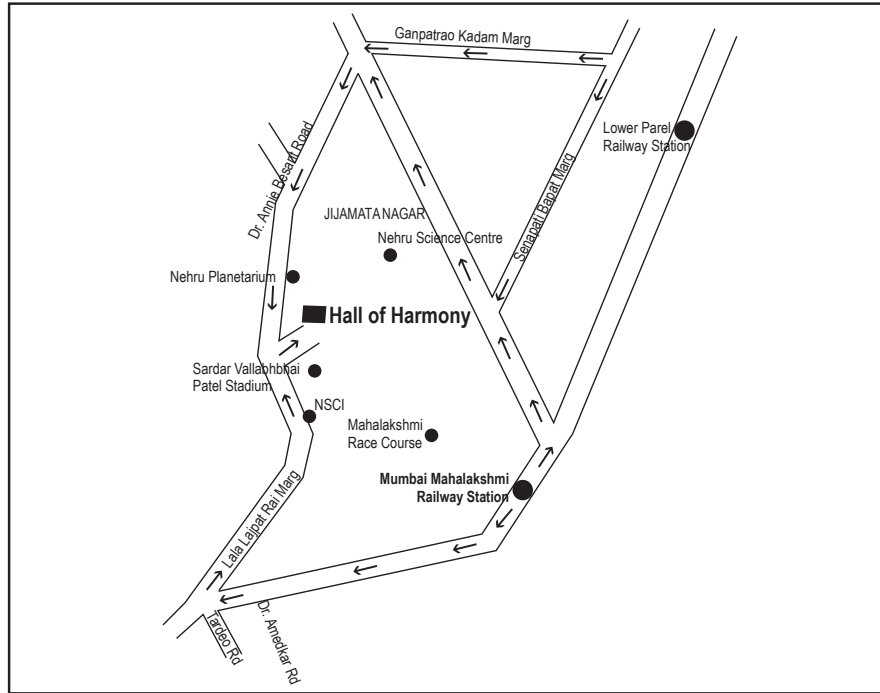
1. _____ of _____ having e-mail id. _____, or failing him,
2. _____ of _____ having e-mail id. _____, or failing him,
3. _____ of _____ having e-mail id. _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Third Annual General meeting of the Company, to be held on Monday, 17th day of July, 2017 at 4 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:

P. T. O.



Route Map for AGM Venue



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

Sl No.	Description of Resolution	For	Against
1.	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2017		
2.	Declaration of dividend		
3.	Re-appointment of Mr. Rajesh Sharma as Director of the Company, who retires by rotation		
4.	Appointment of Auditors and fixation of their remuneration		
5.	Issue of Non-convertible Debentures		
6.	Borrowing in excess of Paid-up Capital & Free reserves		
7.	Mortgage / Create charge on the assets of the Company		
8.	Adoption of Articles of Association of the Company		
9.	Appointment of Mr. Desh Raj Dogra as Director of the Company		
10.	Enable conversion of loan into equity		

Signed this _____ day of _____ 2017

Signature of shareholder(s): _____

Signature of Proxy holder(s):



(first proxy holder)

(second proxy holder)

(third proxy holder)

Notes

1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a Member of the Company.
- * 3. This is only optional. Please put 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.