

Beni Prasad Rauka

Date: 28.07.2022

To,
The Board of Directors,
Capri Global Capital Limited
502, Tower A, Peninsula Business Park
Senapati Bapat Marg, Lower Parel
Mumbai – 400 013

And

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi, Mumbai - 400 025

(collectively, ICICI Securities Limited together with any other lead manager appointed for the Issue, the “Lead Managers” or the “LMs”)

Ladies and Gentlemen:

Re: **Proposed rights issue of equity shares of ₹ 2 each (the “Equity Shares”) by Capri Global Capital Limited (the “Company”, and such issue, the “Issue”)**

I, **Beni Prasad Rauka**, an *Independent* Director of the Company confirm and certify the following information with respect to me to be true and accurate and consent to the inclusion of such information in the draft letter of offer proposed to be filed by the Company in respect of the Issue (“**Draft Letter of Offer**”) or any other documents issued by the Company pertaining to the Issue:

1. **Appointment and disqualification:** I was validly appointed on January 12, 2011 as an additional director on the board of directors of the Company under applicable laws, including the provisions of the Companies Act, 1956, and the rules made thereunder, pursuant to a general meeting dated July 25, 2011.
2. I was further re-appointed as an Independent Director on April 1, 2019, on the board of directors of the Company under applicable laws, including the provisions of the Companies Act, 2013, as amended (“**Companies Act**”) and the rules made thereunder, pursuant to a general meeting dated August 2, 2019. Further, I am not otherwise disqualified from being appointed or acting as a director under applicable laws, as on the date of this certificate.
3. I possess a valid Director Identification Number (“**DIN**”) 00295213 as on date and confirm that, in compliance with Section 155 of the Companies Act, I have never been allotted or held more than one valid DIN.
4. **Personal details:** I confirm that the following is true and forms adequate disclosure for incorporation in the Draft Letter of Offer:

Name, Designation, Address, DIN, Term, Occupation and Nationality	Date of birth and age (in years)	Dates of appointment and expiration of term
Beni Prasad Rauka Address: B-802, Ivy Tower, Vasant Valley, Film City Road, Near Dindoshi Bus Depot, Malad (East), Mumbai 400097 Designation: Independent Director Occupation: Service Term: For a period of five years with effect from April 1, 2019, to March 31, 2024, not liable to retire by rotation Period of Directorship: Since January 12, 2011 DIN: 00295213 Date of Birth: April 1, 1964	58	<ul style="list-style-type: none"> Advanced Bio-Agro Tech Limited Advanced Enzytech Solutions Limited Capri Global Housing Finance Limited Capri Global Resources Private Limited Indergiri Finance Limited Indergiri Securities Private Limited Indergiri Share and Stock Brokers Private Limited JC Biotech Private Limited Manoo Finance and Investment Private Limited Pranoo Financial Services Private Limited Scitech Specialities Private Limited

5. **Other directorships etc.:** I confirm that I am not a director of any other company in India or overseas except as disclosed below:

Sr. No	Current Designation (Executive/ Non-executive/ Independent Director/ Partner/Proprietor/Trustee)	Name of Company/Firm/Proprietary Concern/Trust	Registered Office (India / Overseas)
1.	Non Executive Director	Indergiri Finance Limited	India
2.	Non Executive Director	Advanced Bio-Agro Tech Limited	India
3.	Non Executive Director	Advanced Enzytech Solutions Limited	India
4.	Non Executive Director	Manoo Finance and Investment Private Limited	India
5.	Non Executive Director	Capri Global Housing Finance Limited	India
6.	Non Executive Director	JC Biotech Private Limited	India
7.	Non Executive Director	Indergiri Securities Private Limited	India
8.	Non Executive Director	Indergiri Share and Stock Brokers Private Limited	India
9.	Non Executive Director	Pranoo Financial Services Private Limited	India
10.	Non Executive Director	Capri Global Resources Private Limited	India
11.	Non Executive Director	Scitech Specialities Private Limited	India

6. **Number of Directorships:** In accordance with Section 165 of the Companies Act, I am not a director of more than 20 companies or more than 10 public companies, (including private companies that are either holding or subsidiary company of a public company) and in accordance with Regulation 17A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, as amended, I do not serve as a director in more than seven listed companies. Further, I do not serve as an independent Director in more than seven listed companies. Additionally, I am not a member in more than 10 committees or act as Chairman of more than five committees across all listed companies in which I am a director.

7. **Involvement in securities related business:** Except as set forth below, I am not associated with any company/ entity that is/ was associated with the securities market and is/was registered with the Securities Exchange Board of India ("SEBI"). NIL
8. **Current and past directorships in listed companies - suspension of trading:** [Except as disclosed below,] I am not, and was not in the five years immediately prior to the date of the Draft Letter of Offer, a director of any listed company, whose shares are/were suspended from being traded on any recognized stock exchange during my tenure. **NIL**
9. **Current and past directorships in listed companies - delisting:** [Except as disclosed below,] I am not, and was not in the 10 years immediately prior to the date of the Draft Letter of Offer, a director of any listed company, whose shares are/were delisted from any recognized stock exchange during my tenure.

S. No	Name of the company	Name of the stock exchange(s) on which the company was listed	Date of delisting on stock exchanges	Whether the delisting was compulsory or voluntary delisting	Reasons for delisting	Whether the company has been relisted – [Please state Yes/No]	Date of relisting, where applicable	Name of the stock exchange(s) where relisted	Term of directorship (along with dates of appointment and resignation) in the company
Nil									

10. I further confirm that the undertaking in relation to all the specified criteria of meeting the test of independence under applicable laws, rules and regulations included in **Annexure A** are true, factual and up to date.
11. I have not been identified as a wilful defaulter or fraudulent borrower as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**").
12. Neither I, nor any other company with which I am associated as a promoter or a director is debarred from accessing capital markets by SEBI. I have not been declared a fugitive economic offender, as defined under the SEBI ICDR Regulations.
13. Where applicable, I have fulfilled the settlement terms and adhered to directions of the settlement orders issued by SEBI in matters which I have settled on alleged violation of securities law through consent or settlement mechanism with SEBI. **Not Applicable**
14. [Except as disclosed below,] I am not interested in the Issue. Further, no portion of the Issue proceeds are proposed to be paid to me. Further, [except as disclosed below,] there are no material existing or anticipated transactions in relation to the utilisation of the Issue proceeds with me and the Company. **NIL**

15. I confirm that I shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making an application in the Issue.
16. I am not in violation of the provisions of Regulation 24 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and/or Regulation 34 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

Disclosure of Interest

I hereby declare that the following representations are true, fair and correct, and that I have verified the same appropriately:

1. Further, except as disclosed below, I do not hold any shares (including stock options) in the Company's subsidiary/ies and/or its associate companies:

Sr. No.	Name of the director	Number of Equity Shares held	Name of subsidiary/associate company	Percentage (%)
-	-	Nil	-	-

I confirm and certify that the information in this certificate is true, fair, accurate and not misleading and without omission of any matter that is likely to mislead in its form or context, and, as such, may be reproduced in the Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer and other Issue related material (the "Issue Documents") to be filed with the Securities and Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange of India Limited (the "Stock Exchanges"), and any such other regulatory or statutory body.

Capitalized terms herein, unless otherwise specifically defined, shall have the same meaning as ascribed to them in the Draft Letter of Offer in connection with the Issue.

The above information may be relied on by the Lead Manager(s) and legal advisors to the Issue in conducting and documenting their investigation of the affairs of the Company.

I hereby consent to this certificate or extracts thereof being used for disclosure and included in the Draft Letter of Offer, Abridged Letter of Offer and the Letter of Offer proposed to be filed by the Company with the Stock Exchanges, SEBI and any other statutory and regulatory authorities and in any other material used in connection with the Issue and for the purpose of any defence the Lead Manager may wish to advance in any claim or proceedings in connection with the contents of the Issue Document. I shall immediately intimate the Issuer Company or Lead Manager(s) of any changes to the above till the date on which securities of the Company to be issued pursuant to the Issue, start trading on the stock exchange/s. In the absence of any such communication, the above information should be taken as updated information until the date of commencement of listing and trading on the stock exchange/s of the Equity Shares issued pursuant to the Issue.

Yours faithfully,

Beni Prasad Rauka
Independent Director

Enclosed: Board and shareholder resolutions for appointment as a director, back up documents for the profile of the director and form filings in relation to the appointment of the Director.

cc:

J Sagar & Associates

Vakils House, 18 Sprott Road
Ballard Estate
Mumbai 400 001

Cyril Amarchand Mangaldas

5th Floor, Peninsula Chambers Peninsula Corporate Park
Ganpatrao Kadam Marg
Lower Parel, Mumbai 400 013

Duanne Morris & Selvam LLP

16 Collyer Quay, #17-00
Singapore – 049318

ANNEXURE A – For Independent Directors

I certify, undertake and confirm that I am an “Independent Director” of the Company in terms of the definition contained in Section 149 of the Companies Act and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and confirm that I meet all the specified criteria of meeting the test of independence under applicable laws, rules and regulations.

Without the prejudice to the generality of the above paragraph, I hereby certify, undertake and confirm each of the following:

- (a) Apart from receiving director’s remuneration, I do not have or had any pecuniary relationships with the Company other than remuneration as such director or have transactions not exceeding ten per cent. of my total income or such amount as may be prescribed, its holding, subsidiary or associate companies, or their promoters or its directors during the two immediately preceding financial years or during the current financial year;
- (b) None of my relatives (as defined in the Companies Act) (“**Relatives**”):
 - (i) holds any security of or interest in the Company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year other than security or interest in the company of face value not exceeding ₹ 5.00 million or 2% of the paid-up capital of the company, its holding, subsidiary or associate company or such higher sum as may be prescribed;
 - (ii) is indebted to the Company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
 - (iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
 - (iv) has any other pecuniary transaction or relationship with the Company, or its subsidiary, holding or associate company or their promoters, or directors, amounting to ₹ 5.00 million or such higher amount as may be prescribed from time to time or 2% or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii) whichever is lower, during the two immediately preceding financial years or during the current financial year.
- (c) I am not and have not been a promoter or a member of the promoter group of the of the Company or its holding, subsidiary or associate companies;
- (d) I do not hold the position of a non-independent director of the board of any company on which any non-Independent Director of the Company is an independent director;
- (e) I am not related to any of the promoters or directors of the Company or its holding or subsidiary or associate companies, or to persons occupying management positions at the board level or at one level below the board in the Company;
- (f) Neither I nor any of my Relatives hold or have held the position of a key managerial personnel or have been an employee of the Company in any of the three fiscals immediately preceding the fiscal year in which I was appointed;

Provided that in case of a relative who is an employee, the restriction under this clause shall not apply for their employment during the preceding three fiscals;

- (g) Except as stated below, Neither I nor any of my relatives have held the position of chief executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts or corpus from the Company or its holding, subsidiary or associate companies or any of its directors or that holds 2% or more of the total voting power of the Company;

Capri Foundation – Holding position as Trustee

- (h) Neither I nor any of my relatives are or have been an employee or executive or proprietor or a partner, in any of the three fiscals immediately preceding the fiscal in which I was appointed as an Independent Director, of any of the following:
 - (i) a firm of auditors or company secretaries in practice or cost auditors of the Company, its subsidiary, holding or associate companies; or
 - (ii) any legal or consulting firm that has or had any transaction with the Company its subsidiary, holding or associate companies amounting to 10% or more of the gross turnover of such firm.
- (i) Neither I nor any of relative are a material supplier, service provider or customer or a lessor or lessee of the Company;
- (j) I along with my Relatives do not hold more than two percent of the voting rights of the Company;
- (k) I am not less than 21 years of age;
- (l) In the opinion of the Board, I am a person of integrity and I possess relevant expertise and experience;
- (m) I possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines relating to the Company's business;
- (n) No amount or benefit has been paid to me other than the applicable sitting fees and I do not have any interest in the Company other than in respect of sitting fees received by me, except the following: **NIL**
- (o) I confirm that I do not serve as an independent director in more than SEVEN listed companies.
- (p) I have not received and currently do not hold any employee stock options of the Company.

I further certify that there are no other factors existing as on date of this certificate that would affect my independence in my capacity as a director of the Company, including my ability to exercise an unbiased and independent judgment in relation to the matters affecting the Company. I undertake that I shall abide by the provisions of the 'Code for Independent Directors' as provided in Schedule IV of the Companies Act, 2013.

Mukesh Kacker

Date: 28.07.2022

To,
The Board of Directors,
Capri Global Capital Limited
502, Tower A, Peninsula Business Park
Senapati Bapat Marg, Lower Parel
Mumbai – 400 013

And

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi, Mumbai - 400 025

(collectively, ICICI Securities Limited together with any other lead manager appointed for the Issue, the “Lead Managers” or the “LMs”)

Ladies and Gentlemen:

Re: **Proposed rights issue of equity shares of ₹ 2 each (the “Equity Shares”) by Capri Global Capital Limited (the “Company”, and such issue, the “Issue”)**

I, **Mukesh Kacker**, an *Independent* Director of the Company confirm and certify the following information with respect to me to be true and accurate and consent to the inclusion of such information in the draft letter of offer proposed to be filed by the Company in respect of the Issue (“Draft Letter of Offer”) or any other documents issued by the Company pertaining to the Issue:

1. **Appointment and disqualification:** I was validly appointed on February 11, 2012 as an additional director on the board of directors of the Company under applicable laws, including the provisions of the Companies Act, 1956, and the rules made thereunder, pursuant to a general meeting dated July 28, 2012.
2. I was further re-appointed as an Independent Director on April 1, 2019, on the board of directors of the Company under applicable laws, including the provisions of the Companies Act, 2013, and the rules made thereunder, pursuant to a general meeting dated August 2, 2019. Further, I am not otherwise disqualified from being appointed or acting as a director under applicable laws, as on the date of this certificate.
3. I possess a valid Director Identification Number (“DIN”) 01569098 as on date and confirm that, in compliance with Section 155 of the Companies Act, I have never been allotted or held more than one valid DIN.
4. **Personal details:** I confirm that the following is true and forms adequate disclosure for incorporation in the Draft Letter of Offer:

Name, Designation, Address, DIN, Term, Occupation and Nationality	Date of birth and age (in years)	Dates of appointment and expiration of term
Mukesh Kacker Address: House No-5, Ground Floor, Munirka Marg, Vasant Vihar-1, South West Delhi, New Delhi 110057 Designation: Independent Director Occupation: Service Term: For a period of five years with effect from April 1, 2019 to March 31, 2024, not liable to retire by rotation Period of Directorship: Since February 11, 2012 DIN: 01569098 Date of Birth: April 13, 1957	65	<ul style="list-style-type: none"> DMIC Haryana MRTS Project Limited NICDC Haryana Global City Project Limited

5. **Other directorships etc.:** I confirm that I am not a director of any other company in India or overseas except as disclosed below:

S. No	Current Designation (Executive/ Non-executive/ Independent Director/ Partner/Proprietor/Trustee)	Name of Company/Firm/Proprietary Concern/Trust	Registered Office (India / Overseas)
1.	Independent Director	DMIC Haryana MRTS Project Limited	India
2.	Independent Director	NICDC Haryana MRTS Project Limited	India

6. **Number of Directorships:** In accordance with Section 165 of the Companies Act, I am not a director of more than 20 companies or more than 10 public companies, (including private companies that are either holding or subsidiary company of a public company) and in accordance with Regulation 17A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, I do not serve as a director in more than seven listed companies. Further, I do not serve as an independent Director in more than seven listed companies. Additionally, I am not a member in more than 10 committees or act as Chairman of more than five committees across all listed companies in which I am a director.
7. **Involvement in securities related business:** I am not associated with any company/ entity that is/ was associated with the securities market and is/was registered with the Securities Exchange Board of India ("SEBI").

8. **Current and past directorships in listed companies - suspension of trading:** [Except as disclosed below,] I am not, and was not in the five years immediately prior to the date of the Draft Letter of Offer, a director of any listed company, whose shares are/were suspended from being traded on any recognized stock exchange during my tenure. **NIL**
9. **Current and past directorships in listed companies - delisting:** [Except as disclosed below,] I am not, and was not in the 10 years immediately prior to the date of the Draft Letter of Offer, a director of any listed company, whose shares are/were delisted from any recognized stock exchange during my tenure.

S. No	Name of the company	Name of the stock exchange(s) on which the company was listed	Date of delisting on stock exchanges	Whether the delisting was compulsory or voluntary delisting	Reasons for delisting	Whether the company has been relisted – [Please state Yes/No]	Date of relisting, where applicable	Name of the stock exchange(s) where relisted	Term of directorship (along with dates of appointment and resignation) in the company
Nil									

10. I further confirm that the undertaking in relation to all the specified criteria of meeting the test of independence under applicable laws, rules and regulations included in **Annexure A** are true, factual and up to date.
11. I have not been identified as a wilful defaulter or fraudulent borrower as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**").
12. Neither I, nor any other company with which I am associated as a promoter or a director is debarred from accessing capital markets by SEBI. I have not been declared a fugitive economic offender, as defined under the SEBI ICDR Regulations.
13. Where applicable, I have fulfilled the settlement terms and adhered to directions of the settlement orders issued by SEBI in matters which I have settled on alleged violation of securities law through consent or settlement mechanism with SEBI. **Not Applicable**
14. [Except as disclosed below,] I am not interested in the Issue. Further, no portion of the Issue proceeds are proposed to be paid to me. Further, [except as disclosed below,] there are no material existing or anticipated transactions in relation to the utilisation of the Issue proceeds with me and the Company. **NIL**
15. I confirm that I shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making an application in the Issue.

16. I am not in violation of the provisions of Regulation 24 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and/or Regulation 34 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

Disclosure of Interest

I hereby declare that the following representations are true, fair and correct, and that I have verified the same appropriately:

1. Further, except as disclosed below, I do not hold any shares (including stock options) in the Company's subsidiary/ies and/or its associate companies:

Sr. No.	Name of the director	Number of Equity Shares held	Name of subsidiary/associate company	Percentage (%)
-	-	Nil	-	-

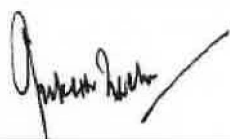
I confirm and certify that the information in this certificate is true, fair, accurate and not misleading and without omission of any matter that is likely to mislead in its form or context, and, as such, may be reproduced in the Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer and other Issue related material(the "**Issue Documents**") to be filed with the Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited (the "**Stock Exchanges**"), and any such other regulatory or statutory body.

Capitalized terms herein, unless otherwise specifically defined, shall have the same meaning as ascribed to them in the Draft Letter of Offer in connection with the Issue.

The above information may be relied on by the Lead Manager(s) and legal advisors to the Issue in conducting and documenting their investigation of the affairs of the Company.

I hereby consent to this certificate or extracts thereof being used for disclosure and included in the Draft Letter of Offer, Abridged Letter of Offer and the Letter of Offer proposed to be filed by the Company with the Stock Exchanges, SEBI and any other statutory and regulatory authorities and in any other material used in connection with the Issue and for the purpose of any defence the Lead Manager may wish to advance in any claim or proceedings in connection with the contents of the Issue Document. I shall immediately intimate the Issuer Company or Lead Manager(s) of any changes to the above till the date on which securities of the Company to be issued pursuant to the Issue, start trading on the stock exchange/s. In the absence of any such communication, the above information should be taken as updated information until the date of commencement of listing and trading on the stock exchange/s of the Equity Shares issued pursuant to the Issue.

Yours faithfully,



Mukesh Kacker
Independent Director

Enclosed: Board and shareholder resolutions for appointment as a director, back up documents for the profile of the director and form filings in relation to the appointment of the Director.

cc:

J Sagar & Associates

Vakils House, 18 Sprott Road
Ballard Estate
Mumbai 400 001

Cyril Amarchand Mangaldas

5th Floor, Peninsula Chambers Peninsula Corporate Park
Ganpatrao Kadam Marg
Lower Parel, Mumbai 400 013

Duanne Morris & Selvam LLP

16 Collyer Quay, #17-00
Singapore – 049318

ANNEXURE A – For Independent Directors

I certify, undertake and confirm that I am an “Independent Director” of the Company in terms of the definition contained in Section 149 of the Companies Act and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and confirm that I meet all the specified criteria of meeting the test of independence under applicable laws, rules and regulations.

Without the prejudice to the generality of the above paragraph, I hereby certify, undertake and confirm each of the following:

- (a) Apart from receiving director’s remuneration, I do not have or had any pecuniary relationships with the Company other than remuneration as such director or have transactions not exceeding ten per cent. of my total income or such amount as may be prescribed, its holding, subsidiary or associate companies, or their promoters or its directors during the two immediately preceding financial years or during the current financial year;
- (b) None of my relatives (as defined in the Companies Act) (“**Relatives**”):
 - (i) holds any security of or interest in the Company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year other than security or interest in the company of face value not exceeding ₹ 5.00 million or 2% of the paid-up capital of the company, its holding, subsidiary or associate company or such higher sum as may be prescribed;
 - (ii) is indebted to the Company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
 - (iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
 - (iv) has any other pecuniary transaction or relationship with the Company, or its subsidiary, holding or associate company or their promoters, or directors, amounting to ₹ 5.00 million or such higher amount as may be prescribed from time to time or 2% or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii) whichever is lower, during the two immediately preceding financial years or during the current financial year.
- (c) I am not and have not been a promoter or a member of the promoter group of the of the Company or its holding, subsidiary or associate companies;
- (d) I do not hold the position of a non-independent director of the board of any company on which any non-Independent Director of the Company is an independent director;
- (e) I am not related to any of the promoters or directors of the Company or its holding or subsidiary or associate companies, or to persons occupying management positions at the board level or at one level below the board in the Company;

- (f) Neither I nor any of my Relatives hold or have held the position of a key managerial personnel or have been an employee of the Company in any of the three fiscals immediately preceding the fiscal year in which I was appointed;

Provided that in case of a relative who is an employee, the restriction under this clause shall not apply for their employment during the preceding three fiscals;

- (g) Neither I nor any of my relatives have held the position of chief executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts or corpus from the Company or its holding, subsidiary or associate companies or any of its directors or that holds 2% or more of the total voting power of the Company;
- (h) Neither I nor any of my relatives are or have been an employee or executive or proprietor or a partner, in any of the three fiscals immediately preceding the fiscal in which I was appointed as an Independent Director, of any of the following:
- (i) a firm of auditors or company secretaries in practice or cost auditors of the Company, its subsidiary, holding or associate companies; or
 - (ii) any legal or consulting firm that has or had any transaction with the Company its subsidiary, holding or associate companies amounting to 10% or more of the gross turnover of such firm.
- (i) Neither I nor any of relative are a material supplier, service provider or customer or a lessor or lessee of the Company;
- (j) I along with my Relatives do not hold more than two percent of the voting rights of the Company;
- (k) I am not less than 21 years of age;
- (l) In the opinion of the Board, I am a person of integrity and I possess relevant expertise and experience;
- (m) I possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines relating to the Company's business;
- (n) No amount or benefit has been paid to me other than the applicable sitting fees and I do not have any interest in the Company other than in respect of sitting fees received by me, except the following: **NIL**
- (o) I confirm that I do not serve as an independent director in more than SEVEN listed companies.
- (p) I have not received and currently do not hold any employee stock options of the Company.

I further certify that there are no other factors existing as on date of this certificate that would affect my independence in my capacity as a director of the Company, including my ability to exercise an unbiased and independent judgment in relation to the matters affecting the Company. I undertake that I shall abide by the provisions of the 'Code for Independent Directors' as provided in Schedule IV of the Companies Act, 2013.

Bhagyam Ramani

Date: 28.07.2022

To,
The Board of Directors,
Capri Global Capital Limited
502, Tower A, Peninsula Business Park
Senapati Bapat Marg, Lower Parel
Mumbai – 400 013

And

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi, Mumbai - 400 025

(collectively, ICICI Securities Limited together with any other lead manager appointed for the Issue, the “Lead Managers” or the “LMs”)

Ladies and Gentlemen:

Re: **Proposed rights issue of equity shares of ₹ 2 each (the “Equity Shares”) by Capri Global Capital Limited (the “Company”, and such issue, the “Issue”)**

I, ***Bhagyam Ramani***, an Independent Director of the Company confirm and certify the following information with respect to me to be true and accurate and consent to the inclusion of such information in the draft letter of offer proposed to be filed by the Company in respect of the Issue (“**Draft Letter of Offer**”) or any other documents issued by the Company pertaining to the Issue:

1. **Appointment and disqualification:** I was validly appointed on July 28, 2012 as additional director on the board of directors of the Company under applicable laws, including the provisions of the Companies Act, 1956, and the rules made thereunder, pursuant to a general meeting dated September 28, 2013.
2. I was further re-appointed as an Independent Director on April 1, 2019, on the board of directors of the Company under applicable laws, including the provisions of the Companies Act, 2013, as amended (“**Companies Act**”) and the rules made thereunder, pursuant to a general meeting dated pursuant to a general meeting dated August 2, 2019. Further, I am not otherwise disqualified from being appointed or acting as a director under applicable laws, as on the date of this certificate.
3. I possess a valid Director Identification Number (“**DIN**”) 00107097 as on date and confirm that, in compliance with Section 155 of the Companies Act, I have never been allotted or held more than one valid DIN.
4. **Personal details:** I confirm that the following is true and forms adequate disclosure for incorporation in the Draft Letter of Offer:

Name, Designation, Address, DIN, Term, Occupation and Nationality	Date of birth and age (in years)	Dates of appointment and expiration of term
Bhagyam Ramani Address: 501, Anand Co- operative Housing Society, Juhu Versova Link Road, Behind Sky Lark Building, Andheri West, Mumbai 400058 Designation: Independent Director Occupation: Professional Term: For a period of five years with effect from April 1, 2019 to March 31, 2024, not liable to retire by rotation Period of Directorship: Since July 28, 2012 DIN: 00107097 Date of Birth: January 9, 1952	70	<ul style="list-style-type: none"> • Capri Global Housing Finance Limited • Gujarat Sidhee Cement Limited • Lloyds Metals and Energy Limited • NSE Clearing Limited • Saurashtra Cement Limited

5. **Other directorships etc.:** I confirm that I am not a director of any other company in India or overseas except as disclosed below:

S. No	Current Designation (Executive/ Non-executive/ Independent Director/ Partner/Proprietor/Trustee)	Name of Company/Firm/Proprietary Concern/Trust	Registered Office (India / Overseas)
1.	Independent Director	Gujarat Sidhee Cement Limited	India
2.	Independent Director	Saurashtra Cement Limited	India
3.	Independent Director	Lloyds Metals and Energy Limited	India
4.	Independent Director	Capri Global Housing Finance Limited	India
5.	Independent Director known as Public Interest Director	NSE Clearing Limited	India

6. **Number of Directorships:** In accordance with Section 165 of the Companies Act, I am not a director of more than 20 companies or more than 10 public companies, (including private companies that are either holding or subsidiary company of a public company) and in accordance with Regulation 17A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, I do not serve as a director in more than seven listed companies. Further, I do not serve as an independent Director in more than seven listed companies. Additionally, I am not a member in more than 10 committees or act as Chairman of more than five committees across all listed companies in which I am a director.
7. **Involvement in securities related business:** I am not associated with any company/ entity that is/ was associated with the securities market and is/was registered with the Securities Exchange Board of India ("SEBI").

8. **Current and past directorships in listed companies - suspension of trading:** [Except as disclosed below,] I am not, and was not in the five years immediately prior to the date of the Draft Letter of Offer, a director of any listed company, whose shares are/were suspended from being traded on any recognized stock exchange during my tenure. **NIL**
9. **Current and past directorships in listed companies - delisting:** [Except as disclosed below,] I am not, and was not in the 10 years immediately prior to the date of the Draft Letter of Offer, a director of any listed company, whose shares are/were delisted from any recognized stock exchange during my tenure.

S. No	Name of the company	Name of the stock exchange(s) on which the company was listed	Date of delisting on stock exchanges	Whether the delisting was compulsory or voluntary delisting	Reasons for delisting	Whether the company has been relisted – [Please state Yes/No]	Date of relisting, where applicable	Name of the stock exchange(s) where relisted	Term of directorship (along with dates of appointment and resignation) in the company
Nil									

10. I further confirm that the undertaking in relation to all the specified criteria of meeting the test of independence under applicable laws, rules and regulations included in **Annexure A** are true, factual and up to date.
11. I have not been identified as a wilful defaulter or fraudulent borrower as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**").
12. Neither I, nor any other company with which I am associated as a promoter or a director is debarred from accessing capital markets by SEBI. I have not been declared a fugitive economic offender, as defined under the SEBI ICDR Regulations.
13. Where applicable, I have fulfilled the settlement terms and adhered to directions of the settlement orders issued by SEBI in matters which I have settled on alleged violation of securities law through consent or settlement mechanism with SEBI. **Not Applicable**
14. [Except as disclosed below,] I am not interested in the Issue. Further, no portion of the Issue proceeds are proposed to be paid to me. Further, [except as disclosed below,] there are no material existing or anticipated transactions in relation to the utilisation of the Issue proceeds with me and the Company. **NIL**
15. I confirm that I shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making an application in the Issue.
16. I am not in violation of the provisions of Regulation 24 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and/or Regulation 34 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

Disclosure of Interest

I hereby declare that the following representations are true, fair and correct, and that I have verified the same appropriately:

1. Further, except as disclosed below, I do not hold any shares (including stock options) in the Company's subsidiary/ies and/or its associate companies:

Sr. No.	Name of the director	Number of Equity Shares held	Name of subsidiary/associate company	Percentage (%)
-	-	Nil	-	-

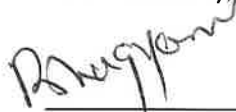
I confirm and certify that the information in this certificate is true, fair, accurate and not misleading and without omission of any matter that is likely to mislead in its form or context, and, as such, may be reproduced in the Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer and other Issue related material (the "Issue Documents") to be filed with the Securities and Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange of India Limited (the "Stock Exchanges"), and any such other regulatory or statutory body.

Capitalized terms herein, unless otherwise specifically defined, shall have the same meaning as ascribed to them in the Draft Letter of Offer in connection with the Issue.

The above information may be relied on by the Lead Manager(s) and legal advisors to the Issue in conducting and documenting their investigation of the affairs of the Company.

I hereby consent to this certificate or extracts thereof being used for disclosure and included in the Draft Letter of Offer, Abridged Letter of Offer and the Letter of Offer proposed to be filed by the Company with the Stock Exchanges, SEBI and any other statutory and regulatory authorities and in any other material used in connection with the Issue and for the purpose of any defence the Lead Manager may wish to advance in any claim or proceedings in connection with the contents of the Issue Document. I shall immediately intimate the Issuer Company or Lead Manager(s) of any changes to the above till the date on which securities of the Company to be issued pursuant to the Issue, start trading on the stock exchange/s. In the absence of any such communication, the above information should be taken as updated information until the date of commencement of listing and trading on the stock exchange/s of the Equity Shares issued pursuant to the Issue.

Yours faithfully,



Bhagyam Ramani
Independent Director

Enclosed: Board and shareholder resolutions for appointment as a director, back up documents for the profile of the director and form filings in relation to the appointment of the Director.

cc:

J Sagar & Associates

Vakils House, 18 Sprott Road
Ballard Estate
Mumbai 400 001

Cyril Amarchand Mangaldas

5th Floor, Peninsula Chambers Peninsula Corporate Park
Ganpatrao Kadam Marg
Lower Parel, Mumbai 400 013

Duanne Morris & Selvam LLP

16 Collyer Quay, #17-00
Singapore – 049318

ANNEXURE A – For Independent Directors

I certify, undertake and confirm that I am an “Independent Director” of the Company in terms of the definition contained in Section 149 of the Companies Act and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and confirm that I meet all the specified criteria of meeting the test of independence under applicable laws, rules and regulations.

Without the prejudice to the generality of the above paragraph, I hereby certify, undertake and confirm each of the following:

- (a) Apart from receiving director’s remuneration, I do not have or had any pecuniary relationships with the Company other than remuneration as such director or have transactions not exceeding ten per cent. of my total income or such amount as may be prescribed, its holding, subsidiary or associate companies, or their promoters or its directors during the two immediately preceding financial years or during the current financial year;
- (b) None of my relatives (as defined in the Companies Act) (“**Relatives**”):
 - (i) holds any security of or interest in the Company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year other than security or interest in the company of face value not exceeding ₹ 5.00 million or 2% of the paid-up capital of the company, its holding, subsidiary or associate company or such higher sum as may be prescribed;
 - (ii) is indebted to the Company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
 - (iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
 - (iv) has any other pecuniary transaction or relationship with the Company, or its subsidiary, holding or associate company or their promoters, or directors, amounting to ₹ 5.00 million or such higher amount as may be prescribed from time to time or 2% or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii) whichever is lower, during the two immediately preceding financial years or during the current financial year.
- (c) I am not and have not been a promoter or a member of the promoter group of the of the Company or its holding, subsidiary or associate companies;
- (d) I do not hold the position of a non-independent director of the board of any company on which any non-Independent Director of the Company is an independent director;
- (e) I am not related to any of the promoters or directors of the Company or its holding or subsidiary or associate companies, or to persons occupying management positions at the board level or at one level below the board in the Company;
- (f) Neither I nor any of my Relatives hold or have held the position of a key managerial personnel or have been an employee of the Company in any of the three fiscals immediately preceding the fiscal year in which I was appointed;

Provided that in case of a relative who is an employee, the restriction under this clause shall not apply for their employment during the preceding three fiscals;

- (g) Neither I nor any of my relatives have held the position of chief executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts or corpus from the Company or its holding, subsidiary or associate companies or any of its directors or that holds 2% or more of the total voting power of the Company;
- (h) Neither I nor any of my relatives are or have been an employee or executive or proprietor or a partner, in any of the three fiscals immediately preceding the fiscal in which I was appointed as an Independent Director, of any of the following:
 - (i) a firm of auditors or company secretaries in practice or cost auditors of the Company, its subsidiary, holding or associate companies; or
 - (ii) any legal or consulting firm that has or had any transaction with the Company its subsidiary, holding or associate companies amounting to 10% or more of the gross turnover of such firm.
- (i) Neither I nor any of relative are a material supplier, service provider or customer or a lessor or lessee of the Company;
- (j) I along with my Relatives do not hold more than two percent of the voting rights of the Company;
- (k) I am not less than 21 years of age;
- (l) In the opinion of the Board, I am a person of integrity and I possess relevant expertise and experience;
- (m) I possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines relating to the Company's business;
- (n) No amount or benefit has been paid to me other than the applicable sitting fees and I do not have any interest in the Company other than in respect of sitting fees received by me, except the following: **NIL**
- (o) I confirm that I do not serve as an independent director in more than SEVEN listed companies.
- (p) I have not received and currently do not hold any employee stock options of the Company.

I further certify that there are no other factors existing as on date of this certificate that would affect my independence in my capacity as a director of the Company, including my ability to exercise an unbiased and independent judgment in relation to the matters affecting the Company. I undertake that I shall abide by the provisions of the 'Code for Independent Directors' as provided in Schedule IV of the Companies Act, 2013.

Ajit M Sharan

Date: 28.07.2022

To,
The Board of Directors,
Capri Global Capital Limited
502, Tower A, Peninsula Business Park
Senapati Bapat Marg, Lower Parel
Mumbai – 400 013

And

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi, Mumbai - 400 025

(collectively, ICICI Securities Limited together with any other lead manager appointed for the Issue, the “Lead Managers” or the “LMs”)

Ladies and Gentlemen:

Re: Proposed rights issue of equity shares of ₹ 2 each (the “Equity Shares”) by Capri Global Capital Limited (the “Company”, and such issue, the “Issue”)

I, **Ajit Mohan Sharan**, an *Independent* Director of the Company confirm and certify the following information with respect to me to be true and accurate and consent to the inclusion of such information in the draft letter of offer proposed to be filed by the Company in respect of the Issue (“**Draft Letter of Offer**”) or any other documents issued by the Company pertaining to the Issue:

- 1. Appointment and disqualification:** I was validly appointed on June 1, 2019 as an additional director on the board of directors of the Company under applicable laws, including the provisions of the Companies Act, 2013, and the rules made thereunder, pursuant to a general meeting dated August 2, 2019. Further, I am not otherwise disqualified from being appointed or acting as a director under applicable laws, as on the date of this certificate.
- 2.** I possess a valid Director Identification Number (“**DIN**”) 02458844 as on date and confirm that, in compliance with Section 155 of the Companies Act, I have never been allotted or held more than one valid DIN.
- 3. Personal details:** I confirm that the following is true and forms adequate disclosure for incorporation in the Draft Letter of Offer:

Name, Address, Designation, Occupation, Term, Period of Directorship, DIN and Date of Birth	Age (in years)	Other Directorships
Ajit Mohan Sharan Address: A 1/88, Safdarjung Enclave, New Delhi, 110029 Designation: Independent Director Occupation: Business Term: For a period of five years with effect from June 1, 2019 to May 31, 2024, not liable to retire by rotation Period of Directorship: Since June 1, 2019 DIN: 02458844 Date of Birth: March 2, 1957	65	<ul style="list-style-type: none"> • Avon Radio Pharmaceuticals Solutions Private Limited • Dabur India Limited • OIT Infrastructure Management Limited • SDS Life Sciences Private Limited • Transstadia Holdings Private Limited

4. **Other directorships etc.:** I confirm that I am not a director of any other company in India or overseas except as disclosed below:

S. No	Current Designation (Executive/ Non-executive/ Independent Director/ Partner/Proprietor/Trustee)	Name of Company/Firm/Proprietary Concern/Trust	Registered Office (India / Overseas)
•	Independent Director	Dabur India Limited	India
•	Non-Executive Director	SDS Life Sciences Private Limited	India
•	Independent Director	Transstadia Holdings Private Limited	India
•	Independent Director	OIT Infrastructure Management Limited	India
•	Non-Executive Director	Avon Radio Pharmaceuticals Solutions Private Limited	India

5. **Number of Directorships:** In accordance with Section 165 of the Companies Act, I am not a director of more than 20 companies or more than 10 public companies, (including private companies that are either holding or subsidiary company of a public company) and in accordance with Regulation 17A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, I do not serve as a director in more than seven listed companies. Further, I do not serve as an independent Director in more than seven listed companies. Additionally, I am not a member in more than 10 committees or act as Chairman of more than five committees across all listed companies in which I am a director.
6. **Involvement in securities related business:** I am not associated with any company/ entity that is/ was associated with the securities market and is/was registered with the Securities Exchange Board of India ("SEBI"). - **NIL**
7. **Current and past directorships in listed companies - suspension of trading:** [Except as disclosed below,] I am not, and was not in the five years immediately prior to the date of the Draft Letter of Offer, a director of any listed company, whose shares are/were suspended from being traded on any

recognized stock exchange during my tenure. **NIL**

8. **Current and past directorships in listed companies - delisting:** [Except as disclosed below,] I am not, and was not in the 10 years immediately prior to the date of the Draft Letter of Offer, a director of any listed company, whose shares are/were delisted from any recognized stock exchange during my tenure.

S. No	Name of the company	Name of the stock exchange(s) on which the company was listed	Date of delisting on stock exchanges	Whether the delisting was compulsory or voluntary delisting	Reasons for delisting	Whether the company has been relisted – [Please state Yes/No]	Date of relisting, where applicable	Name of the stock exchange(s) where relisted	Term of directorship (along with dates of appointment and resignation) in the company
Nil									

9. I further confirm that the undertaking in relation to all the specified criteria of meeting the test of independence under applicable laws, rules and regulations included in **Annexure A** are true, factual and up to date.
10. I have not been identified as a wilful defaulter or fraudulent borrower as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”).
11. Neither I, nor any other company with which I am associated as a promoter or a director is debarred from accessing capital markets by SEBI. I have not been declared a fugitive economic offender, as defined under the SEBI ICDR Regulations.
12. Where applicable, I have fulfilled the settlement terms and adhered to directions of the settlement orders issued by SEBI in matters which I have settled on alleged violation of securities law through consent or settlement mechanism with SEBI. **Not Applicable**
13. [Except as disclosed below,] I am not interested in the Issue. Further, no portion of the Issue proceeds are proposed to be paid to me. Further, [except as disclosed below,] there are no material existing or anticipated transactions in relation to the utilisation of the Issue proceeds with me and the Company. **NIL**
14. I confirm that I shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making an application in the Issue.
15. I am not in violation of the provisions of Regulation 24 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and/or Regulation 34 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

Disclosure of Interest

I hereby declare that the following representations are true, fair and correct, and that I have verified the same appropriately:

Further, except as disclosed below, I do not hold any shares (including stock options) in the Company’s subsidiary/ies and/or its associate companies:

Sr. No.	Name of the director	Number of Equity Shares held	Name of subsidiary/associate company	Percentage (%)
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-	-	Nil	-	-
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I confirm and certify that the information in this certificate is true, fair, accurate and not misleading and without omission of any matter that is likely to mislead in its form or context, and, as such, may be reproduced in the Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer and other Issue related material (the "**Issue Documents**") to be filed with the Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited (the "**Stock Exchanges**"), and any such other regulatory or statutory body.

Capitalized terms herein, unless otherwise specifically defined, shall have the same meaning as ascribed to them in the Draft Letter of Offer in connection with the Issue.

The above information may be relied on by the Lead Manager(s) and legal advisors to the Issue in conducting and documenting their investigation of the affairs of the Company.

I hereby consent to this certificate or extracts thereof being used for disclosure and included in the Draft Letter of Offer, Abridged Letter of Offer and the Letter of Offer proposed to be filed by the Company with the Stock Exchanges, SEBI and any other statutory and regulatory authorities and in any other material used in connection with the Issue and for the purpose of any defence the Lead Manager may wish to advance in any claim or proceedings in connection with the contents of the Issue Document. I shall immediately intimate the Issuer Company or Lead Manager(s) of any changes to the above till the date on which securities of the Company to be issued pursuant to the Issue, start trading on the stock exchange/s. In the absence of any such communication, the above information should be taken as updated information until the date of commencement of listing and trading on the stock exchange/s of the Equity Shares issued pursuant to the Issue.

Yours faithfully,



Ajit Mohan Sharan
Independent Director

Enclosed: Board and shareholder resolutions for appointment as a director, back up documents for the profile of the director and form filings in relation to the appointment of the Director.

cc:

J Sagar & Associates

Vakils House, 18 Sprott Road
Ballard Estate
Mumbai 400 001

Cyril Amarchand Mangaldas

5th Floor, Peninsula Chambers Peninsula Corporate Park
Ganpatrao Kadam Marg
Lower Parel, Mumbai 400 013

Duanne Morris & Selvam LLP

16 Collyer Quay, #17-00
Singapore – 049318

ANNEXURE A – For Independent Directors

I certify, undertake and confirm that I am an “Independent Director” of the Company in terms of the definition contained in Section 149 of the Companies Act and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and confirm that I meet all the specified criteria of meeting the test of independence under applicable laws, rules and regulations.

Without the prejudice to the generality of the above paragraph, I hereby certify, undertake and confirm each of the following:

Apart from receiving director’s remuneration, I do not have or had any pecuniary relationships with the Company other than remuneration as such director or have transactions not exceeding ten per cent. of my total income or such amount as may be prescribed, its holding, subsidiary or associate companies, or their promoters or its directors during the two immediately preceding financial years or during the current financial year;

None of my relatives (as defined in the Companies Act) (“**Relatives**”):

- holds any security of or interest in the Company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year other than security or interest in the company of face value not exceeding ₹ 5.00 million or 2% of the paid-up capital of the company, its holding, subsidiary or associate company or such higher sum as may be prescribed;
- is indebted to the Company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
- has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
- has any other pecuniary transaction or relationship with the Company, or its subsidiary, holding or associate company or their promoters, or directors, amounting to ₹ 5.00 million or such higher amount as may be prescribed from time to time or 2% or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii) whichever is lower, during the two immediately preceding financial years or during the current financial year.

I am not and have not been a promoter or a member of the promoter group of the of the Company or its holding, subsidiary or associate companies;

I do not hold the position of a non-independent director of the board of any company on which any non-Independent Director of the Company is an independent director;

I am not related to any of the promoters or directors of the Company or its holding or subsidiary or associate companies, or to persons occupying management positions at the board level or at one level below the board in the Company;

Neither I nor any of my Relatives hold or have held the position of a key managerial personnel or have been an employee of the Company in any of the three fiscals immediately preceding the fiscal year in which I was appointed;

Provided that in case of a relative who is an employee, the restriction under this clause shall not apply for their employment during the preceding three fiscals;

Neither I nor any of my relatives have held the position of chief executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts or corpus from the Company or its holding, subsidiary or associate companies or any of its directors or that holds 2% or more of the total voting power of the Company;

Neither I nor any of my relatives are or have been an employee or executive or proprietor or a partner, in any of the three fiscals immediately preceding the fiscal in which I was appointed as an Independent Director, of any of the following:

a firm of auditors or company secretaries in practice or cost auditors of the Company, its subsidiary, holding or associate companies; or

any legal or consulting firm that has or had any transaction with the Company its subsidiary, holding or associate companies amounting to 10% or more of the gross turnover of such firm.

Neither I nor any of relative are a material supplier, service provider or customer or a lessor or lessee of the Company;

I along with my Relatives do not hold more than two percent of the voting rights of the Company;

I am not less than 21 years of age;

In the opinion of the Board, I am a person of integrity and I possess relevant expertise and experience;

I possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines relating to the Company's business;

No amount or benefit has been paid to me other than the applicable sitting fees and I do not have any interest in the Company other than in respect of sitting fees received by me, except the following: **NIL**

I confirm that I do not serve as an independent director in more than SEVEN listed companies.

I have not received and currently do not hold any employee stock options of the Company.

I further certify that there are no other factors existing as on date of this certificate that would affect my independence in my capacity as a director of the Company, including my ability to exercise an unbiased and independent judgment in relation to the matters affecting the Company. I undertake that I shall abide by the provisions of the 'Code for Independent Directors' as provided in Schedule IV of the Companies Act, 2013.

Desh Raj Dogra

28.07.2022

Date: _____

To,
The Board of Directors,
Capri Global Capital Limited
502, Tower A, Peninsula Business Park
Senapati Bapat Marg, Lower Parel
Mumbai – 400 013

And

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi, Mumbai - 400 025

(collectively, ICICI Securities Limited together with any other lead manager appointed for the Issue, the **“Lead Managers”** or the **“LMs”**)

Ladies and Gentlemen:

Re: Proposed rights issue of equity shares of ₹ 2 each (the “Equity Shares”) by Capri Global Capital Limited (the “Company”, and such issue, the “Issue”)

I, **Desh Raj Dogra**, an *Independent* Director of the Company confirm and certify the following information with respect to me to be true and accurate and consent to the inclusion of such information in the draft letter of offer proposed to be filed by the Company in respect of the Issue (**“Draft Letter of Offer”**) or any other documents issued by the Company pertaining to the Issue:

1. **Appointment and disqualification:** I was validly appointed on February 1, 2021 as an additional director on the board of directors of the Company under applicable laws, including the provisions of the Companies Act, 2013, as amended (**“Companies Act”**) and the rules made thereunder, pursuant to a general meeting dated September 15, 2021. Further, I am not otherwise disqualified from being appointed or acting as a director under applicable laws, as on the date of this certificate.
2. I possess a valid Director Identification Number (**“DIN”**) 00226775 as on date and confirm that, in compliance with Section 155 of the Companies Act, I have never been allotted or held more than one valid DIN.

Personal details: I confirm that the following is true and forms adequate disclosure for incorporation in the Draft Letter of Offer:

Name, Address, Designation, Occupation, Term, Period of Directorship, DIN and Date of Birth	Age (in years)	Other Directorships
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Desh Raj Dogra Address: 402 Somerset, Hiranandani Gardens, Powai, Mumbai 400076, Maharashtra, India Designation: Independent Director Occupation: Retired Term: For a period of five years with effect from February 1, 2021, not liable to retire by rotation. Period of Directorship: Since February 1, 2021 DIN: 00226775 Date of Birth: September 21, 1954	68	<ul style="list-style-type: none"> • Aham Housing Finance Private Limited • AMPL Cleantech Private Limited • Asirvad Micro Finance Limited • Axiscades Technologies Limited • G R Infraprojects Limited • IFB Industries Ltd • M Power Micro Finance Private Limited • S Chand and Company Limited • Welspun Corp Limited • Axiscades Aerospace & Technologies Private Limited
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3. **Other directorships etc.:** I confirm that I am not a director of any other company in India or overseas except as disclosed below:

S. No	Current Designation (Executive/ Non-executive/ Independent Director/ Partner/Proprietor/Trustee)	Name of Company/Firm/Proprietary Concern/Trust	Registered Office (India / Overseas)
1.	Independent Director	S Chand and Company Limited	India
2.	Independent Director	Welspun Corp Limited	India
3.	Independent Director	G R Infraprojects Limited	India
4.	Independent Director	IFB Industries Ltd	India
5.	Independent Director	Axiscades Technologies Limited	India
6.	Non Executive Director	AMPL Cleantech Private Limited	India
7.	Non Executive Director	AHAM Housing Finance Private Limited	India
8.	Independent Director	Asirvad Micro Finance Limited	India
9.	Non Executive Director	M Power Micro Finance Private Limited	India
10.	Non Executive Director	Axiscades Aerospace & Technologies Private Limited	India

4. **Number of Directorships:** In accordance with Section 165 of the Companies Act, I am not a director of more than 20 companies or more than 10 public companies, (including private companies that are either holding or subsidiary company of a public company) and in accordance with Regulation 17A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, I do not serve as a director in more than seven listed companies. Further, I do not serve as an independent Director in more than seven listed companies. Additionally, I am not a member in more than 10 committees or act as Chairman of more than five committees across all listed companies in

which I am a director.

5. **Involvement in securities related business:** [Except as set forth below,] I am not associated with any company/ entity that is/ was associated with the securities market and is/was registered with the Securities Exchange Board of India ("SEBI"). **NIL**
6. **Current and past directorships in listed companies - suspension of trading:** [Except as disclosed below,] I am not, and was not in the five years immediately prior to the date of the Draft Letter of Offer, a director of any listed company, whose shares are/were suspended from being traded on any recognized stock exchange during my tenure. **NIL**
7. **Current and past directorships in listed companies - delisting:** [Except as disclosed below,] I am not, and was not in the 10 years immediately prior to the date of the Draft Letter of Offer, a director of any listed company, whose shares are/were delisted from any recognized stock exchange during my tenure.

S. No	Name of the company	Name of the stock exchange(s) on which the company was listed	Date of delisting on stock exchanges	Whether the delisting was compulsory or voluntary delisting	Reasons for delisting	Whether the company has been relisted – [Please state Yes/No]	Date of relisting, where applicable	Name of the stock exchange(s) where relisted	Term of directorship (along with dates of appointment and resignation) in the company
Nil									

8. I further confirm that the undertaking in relation to all the specified criteria of meeting the test of independence under applicable laws, rules and regulations included in **Annexure A** are true, factual and up to date.
9. I have not been identified as a wilful defaulter or fraudulent borrower as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**").
10. Neither I, nor any other company with which I am associated as a promoter or a director is debarred from accessing capital markets by SEBI. I have not been declared a fugitive economic offender, as defined under the SEBI ICDR Regulations.
11. Where applicable, I have fulfilled the settlement terms and adhered to directions of the settlement orders issued by SEBI in matters which I have settled on alleged violation of securities law through consent or settlement mechanism with SEBI. **Not Applicable**
12. [Except as disclosed below,] I am not interested in the Issue. Further, no portion of the Issue

proceeds are proposed to be paid to me. Further, [except as disclosed below,] there are no material existing or anticipated transactions in relation to the utilisation of the Issue proceeds with me and the Company. **NIL**

13. I confirm that I shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making an application in the Issue.
14. I am not in violation of the provisions of Regulation 24 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and/or Regulation 34 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

Disclosure of Interest

I hereby declare that the following representations are true, fair and correct, and that I have verified the same appropriately:

1. Further, except as disclosed below, I do not hold any shares (including stock options) in the Company's subsidiary/ies and/or its associate companies :

Sr. No.	Name of the director	Number of Equity Shares held	Name of subsidiary/associate company	Percentage (%)
-	-	Nil	-	-

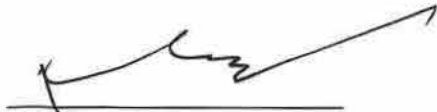
I confirm and certify that the information in this certificate is true, fair, accurate and not misleading and without omission of any matter that is likely to mislead in its form or context, and, as such, may be reproduced in the Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer and other Issue related material(the "**Issue Documents**") to be filed with the Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited (the "**Stock Exchanges**"), and any such other regulatory or statutory body.

Capitalized terms herein, unless otherwise specifically defined, shall have the same meaning as ascribed to them in the Draft Letter of Offer in connection with the Issue.

The above information may be relied on by the Lead Manager(s) and legal advisors to the Issue in conducting and documenting their investigation of the affairs of the Company.

I hereby consent to this certificate or extracts thereof being used for disclosure and included in the Draft Letter of Offer, Abridged Letter of Offer and the Letter of Offer proposed to be filed by the Company with the Stock Exchanges, SEBI and any other statutory and regulatory authorities and in any other material used in connection with the Issue and for the purpose of any defence the Lead Manager may wish to advance in any claim or proceedings in connection with the contents of the Issue Document. I shall immediately intimate the Issuer Company or Lead Manager(s) of any changes to the above till the date on which securities of the Company to be issued pursuant to the Issue, start trading on the stock exchange/s. In the absence of any such communication, the above information should be taken as updated information until the date of commencement of listing and trading on the stock exchange/s of the Equity Shares issued pursuant to the Issue.

Yours faithfully,



Desh Raj Dogra
Independent Director

Enclosed: Board and shareholder resolutions for appointment as a director, back up documents for the profile of the director and form filings in relation to the appointment of the Director.

cc:

J Sagar & Associates
Vakils House, 18 Sprott Road
Ballard Estate
Mumbai 400 001

Cyril Amarchand Mangaldas
5th Floor, Peninsula Chambers Peninsula Corporate Park
Ganpatrao Kadam Marg
Lower Parel, Mumbai 400 013

Duanne Morris & Selvam LLP
16 Collyer Quay, #17-00
Singapore – 049318

ANNEXURE A – For Independent Directors

I certify, undertake and confirm that I am an “Independent Director” of the Company in terms of the definition contained in Section 149 of the Companies Act and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and confirm that I meet all the specified criteria of meeting the test of independence under applicable laws, rules and regulations.

Without the prejudice to the generality of the above paragraph, I hereby certify, undertake and confirm each of the following:

- (a) Apart from receiving director’s remuneration, I do not have or had any pecuniary relationships with the Company other than remuneration as such director or have transactions not exceeding ten per cent. of my total income or such amount as may be prescribed, its holding, subsidiary or associate companies, or their promoters or its directors during the two immediately preceding financial years or during the current financial year;
- (b) None of my relatives (as defined in the Companies Act) (“**Relatives**”):
 - (i) holds any security of or interest in the Company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year other than security or interest in the company of face value not exceeding ₹ 5.00 million or 2% of the paid-up capital of the company, its holding, subsidiary or associate company or such higher sum as may be prescribed;
 - (ii) is indebted to the Company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
 - (iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
 - (iv) has any other pecuniary transaction or relationship with the Company, or its subsidiary, holding or associate company or their promoters, or directors, amounting to ₹ 5.00 million or such higher amount as may be prescribed from time to time or 2% or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii) whichever is lower, during the two immediately preceding financial years or during the current financial year.
- (c) I am not and have not been a promoter or a member of the promoter group of the of the Company or its holding, subsidiary or associate companies;
- (d) I do not hold the position of a non-independent director of the board of any company on which any non-Independent Director of the Company is an independent director;
- (e) I am not related to any of the promoters or directors of the Company or its holding or subsidiary or associate companies, or to persons occupying management positions at the board level or at one level below the board in the Company;

- (f) Neither I nor any of my Relatives hold or have held the position of a key managerial personnel or have been an employee of the Company in any of the three fiscals immediately preceding the fiscal year in which I was appointed;

Provided that in case of a relative who is an employee, the restriction under this clause shall not apply for their employment during the preceding three fiscals;

- (g) Neither I nor any of my relatives have held the position of chief executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts or corpus from the Company or its holding, subsidiary or associate companies or any of its directors or that holds 2% or more of the total voting power of the Company;
- (h) Neither I nor any of my relatives are or have been an employee or executive or proprietor or a partner, in any of the three fiscals immediately preceding the fiscal in which I was appointed as an Independent Director, of any of the following:
- (i) a firm of auditors or company secretaries in practice or cost auditors of the Company, its subsidiary, holding or associate companies; or
 - (ii) any legal or consulting firm that has or had any transaction with the Company its subsidiary, holding or associate companies amounting to 10% or more of the gross turnover of such firm.
- (i) Neither I nor any of relative are a material supplier, service provider or customer or a lessor or lessee of the Company;
- (j) I along with my Relatives do not hold more than two percent of the voting rights of the Company;
- (k) I am not less than 21 years of age;
- (l) In the opinion of the Board, I am a person of integrity and I possess relevant expertise and experience;
- (m) I possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines relating to the Company's business;
- (n) No amount or benefit has been paid to me other than the applicable sitting fees and I do not have any interest in the Company other than in respect of sitting fees received by me, except the following: **NIL**
- (o) I confirm that I do not serve as an independent director in more than SEVEN listed companies.
- (p) I have not received and currently do not hold any employee stock options of the Company.

I further certify that there are no other factors existing as on date of this certificate that would affect my independence in my capacity as a director of the Company, including my ability to exercise an unbiased and independent judgment in relation to the matters affecting the Company. I undertake that I shall abide by the provisions of the 'Code for Independent Directors' as provided in Schedule IV of the Companies Act, 2013.

Rajesh Sharma

Date: 28.07.2022

To,
The Board of Directors,
Capri Global Capital Limited
502, Tower A, Peninsula Business Park
Senapati Bapat Marg, Lower Parel
Mumbai – 400 013

And

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi, Mumbai - 400 025

(collectively, ICICI Securities Limited together with any other lead manager appointed for the Issue, the “Lead Managers” or the “LMs”)

Ladies and Gentlemen:

Re: Proposed rights issue of equity shares of ₹ 2 each (the “Equity Shares”) by Capri Global Capital Limited (the “Company”, and such issue, the “Issue”)

I, **Rajesh Sharma**, Managing Director of the Company confirm and certify the following information with respect to me to be true and accurate and consent to the inclusion of such information in the draft letter of offer proposed to be filed by the Company in respect of the Issue (“**Draft Letter of Offer**”) or any other documents issued by the Company pertaining to the Issue:

1. **Appointment and disqualification:** I was validly appointed on May 15, 2007 as an Managing Director on the board of directors of the Company under applicable laws, including the provisions of the Companies Act, 1956, and the rules made thereunder, pursuant to a general meeting dated June 16, 2007.

I was further re-appointed as a Managing Director on July 4, 2018, on the board of directors of the Company under applicable laws, including the provisions of the Companies Act, 2013, as amended (“**Companies Act**”) and the rules made thereunder, pursuant to a general meeting dated August 2, 2018. Further, I am not otherwise disqualified from being appointed or acting as a director under applicable laws, as on the date of this certificate.

2. I possess a valid Director Identification Number (“**DIN**”)00020037 as on date and confirm that, in compliance with Section 155 of the Companies Act, I have never been allotted or held more than one valid DIN.
3. **Personal details:** I confirm that the following is true and forms adequate disclosure for incorporation in the Draft Letter of Offer:

Name, Address, Designation, Occupation, Term, Period of Directorship, DIN and Date of Birth	Age (in years)	Other Directorships
<p>Rajesh Sharma</p> <p>Address: C-1401, Floor - 14, Tower C, Beau Monde Appasaheb Marathe Marg, Prabhadevi, Mumbai- 400025</p> <p>Designation: Managing Director and Chief Financial Officer</p> <p>Occupation: Service</p> <p>Term: Office of Director liable to retire by rotation. Appointed as the Managing Director for a period of five years with effect from July 4, 2018 to July 3, 2023</p> <p>Period of Directorship: Since May 15, 2007</p> <p>DIN: 00020037</p> <p>Date of Birth: February 28, 1970</p>	52	<ul style="list-style-type: none"> Budhinath Advisory Services Private Limited Capri Global Advisory Services Private Limited Capri Global Asset Reconstruction Private Limited Capri Global Finance Private Limited Capri Global Holdings Private Limited Capri Global Housing Finance Limited Dnyaneshwar Trading and Investments Private Limited Money Matters Properties Private Limited Parijat Properties Private Limited Parshwanath Buildcon Private Limited Sarvasiddhanta Properties Private Limited Shri Rangji Realities Private Limited Sitilite Properties Private Limited Stroll Properties Private Limited Sweet Memories Property Private Limited Terrain Properties Private Limited

4. **Other directorships etc.:** I confirm that I am not a director of any other company in India or overseas except as disclosed below:

S. No	Current Designation (Executive/ Non-executive/ Independent Director/ Partner/Proprietor/Trustee)	Name of Company/Firm/Proprietary Concern/Trust	Registered Office (India / Overseas)
1.	Partner	Xponentia Fund Partners LLP	India
2.	Partner	Capri Xponentia Managers LLP	India
3.	Partner	Capri Associates LLP	India
4.	Partner	Capri Finserv Advisors LLP	India
5.	Partner	Millennial Vision LLP	India
6.	Partner	Rolesoft Properties LLP	India
7.	Non-Executive Director ("NED")	Parshwanath Buildcon Private Limited	India
8.	Managing Director	Capri Global Housing Finance Limited	India
9.	NED	Capri Global Finance Private Limited	India

10.	NED	Capri Global Asset Reconstruction Private Limited	India
11.	NED	Parijat Properties Private Limited	India
12.	NED	Stroll Properties Private Limited	India
13.	NED	Sweet Memories Property Private Limited	India
14.	NED	Sitilite Properties Private Limited	India
15.	NED	Sarvasiddhanta Properties Private Limited	India
16.	NED	Capri Global Holdings Private Limited	India
17.	NED	Capri Global Advisory Services Private Limited	India
18.	NED	Shri Rangji Realities Private Limited	India
19.	NED	Budhinath Advisory Services Private Limited	India
20.	NED	Terrain Properties Private Limited	India
21.	NED	Dnyaneshwar Trading and Investments Private Limited	India
22.	NED	Money Matters Properties Private Limited	India

5. **Number of Directorships:** In accordance with Section 165 of the Companies Act, I am not a director of more than 20 companies or more than 10 public companies, (including private companies that are either holding or subsidiary company of a public company) and in accordance with Regulation 17A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, I do not serve as a director in more than three listed companies. Further, I do not serve as an independent Director in more than seven listed companies. Additionally, I am not a member in more than 10 committees or act as Chairman of more than five committees across all listed companies in which I am a director.
6. **Involvement in securities related business:** I am not associated with any company/ entity that is/ was associated with the securities market and is/was registered with the Securities Exchange Board of India ("SEBI"). **NIL**
7. **Current and past directorships in listed companies - suspension of trading:** [Except as disclosed below,] I am not, and was not in the five years immediately prior to the date of the Draft Letter of Offer, a director of any listed company, whose shares are/were suspended from being traded on any recognized stock exchange during my tenure. **NIL**
8. **Current and past directorships in listed companies - delisting:** [Except as disclosed below,] I am not, and was not in the 10 years immediately prior to the date of the Draft Letter of Offer, a director of any listed company, whose shares are/were delisted from any recognized stock exchange during my tenure.

Sr . N o.	Name of the company	Name of the stock excha nge(s) on which the comp any	Date of delistin g on stock exchang es	Whether the delisting was compulsor y or voluntary delisting	Reaso ns for delisti ng	Whether the company has been relisted – [Please state Yes/No]	Date of relisti ng, where applic able	Name of the stock excha nge(s) where reliste d	Term of direct orship (along with dates of appoi ntmen t and
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		was listed							resign ation) in the compa ny
Nil									

9. I have not been identified as a wilful defaulter or fraudulent borrower as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").
10. Neither I, nor any other company with which I am associated as a promoter or a director is debarred from accessing capital markets by SEBI. I have not been declared a fugitive economic offender, as defined under the SEBI ICDR Regulations.
11. [Except as disclosed below,] no show cause notice, excluding under adjudication proceedings, has been issued by SEBI and pending against me as on the reference date. **NIL**
12. Where applicable, I have fulfilled the settlement terms and adhered to directions of the settlement orders issued by SEBI in matters which I have settled on alleged violation of securities law through consent or settlement mechanism with SEBI. **Not Applicable**
13. [Except as disclosed below,] I am not interested in the Issue. Further, no portion of the Issue proceeds are proposed to be paid to me. Further, [except as disclosed below,] there are no material existing or anticipated transactions in relation to the utilisation of the Issue proceeds with me and the Company. **NIL**
14. I confirm that I shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making an application in the Issue.
15. I am not in violation of the provisions of Regulation 24 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and/or Regulation 34 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

Disclosure of Interest

I hereby declare that the following representations are true, fair and correct, and that I have verified the same appropriately:

1. Further, except as disclosed below, I do not hold any shares (including stock options) in the Company's subsidiary/ies and/or its associate companies:

Sr. No.	Name of the director	Number of Equity Shares held	Name of subsidiary/associate company	Percentage (%)
1	Rajesh Sharma as nominee of Capri Global Capital Limited	100	Capri Global Housing Finance Limited	0.00

I confirm and certify that the information in this certificate is true, fair, accurate and not misleading and without omission of any matter that is likely to mislead in its form or context, and, as such, may

be reproduced in the Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer and other Issue related material (the "Issue Documents") to be filed with the Securities and Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange of India Limited (the "Stock Exchanges"), and any such other regulatory or statutory body.

Capitalized terms herein, unless otherwise specifically defined, shall have the same meaning as ascribed to them in the Draft Letter of Offer in connection with the Issue.

The above information may be relied on by the Lead Manager(s) and legal advisors to the Issue in conducting and documenting their investigation of the affairs of the Company.

I hereby consent to this certificate or extracts thereof being used for disclosure and included in the Draft Letter of Offer, Abridged Letter of Offer and the Letter of Offer proposed to be filed by the Company with the Stock Exchanges, SEBI and any other statutory and regulatory authorities and in any other material used in connection with the Issue and for the purpose of any defence the Lead Manager may wish to advance in any claim or proceedings in connection with the contents of the Issue Document. I shall immediately intimate the Issuer Company or Lead Manager(s) of any changes to the above till the date on which securities of the Company to be issued pursuant to the Issue, start trading on the stock exchange/s. In the absence of any such communication, the above information should be taken as updated information until the date of commencement of listing and trading on the stock exchange/s of the Equity Shares issued pursuant to the Issue.

Yours faithfully,



Rajesh Sharma
Managing Director

Enclosed: Board and shareholder resolutions for appointment as a director, back up documents for the profile of the director and form filings in relation to the appointment of the Director.

cc:

J Sagar & Associates

Vakils House, 18 Sprott Road
Ballard Estate
Mumbai 400 001

Cyril Amarchand Mangaldas

5th Floor, Peninsula Chambers Peninsula Corporate Park
Ganpatrao Kadam Marg
Lower Parel, Mumbai 400 013

Duanne Morris & Selvam LLP

16 Collyer Quay, #17-00
Singapore – 049318