

**CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF CAPRI GLOBAL CAPITAL LIMITED AT ITS MEETING HELD ON MONDAY, FEBRUARY 13, 2023 THROUGH VIDEO CONFERENCING**

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**APPROVAL AND ADOPTION OF THE LETTER OF OFFER IN RELATION TO THE ISSUE**

**"RESOLVED THAT** in furtherance of the resolution dated May 21, 2022 of the Board approving the proposed rights issue read with resolution dated November 4, 2022, the letter of offer to be sent to the existing shareholders of the Company whose names appear on the register of members of the Company/ beneficial owners list maintained by the depositories, as at the end of the business hours as on the record date (i.e., February 17, 2023 and such shareholders of the Company, "Eligible Equity Shareholders"), eligible renouncees thereof and/ or to such other persons in accordance with the provisions of the Companies Act, 2013, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and other applicable regulations, circulars, and guidelines issued by the Securities and Exchange Board of India ("SEBI") or the Reserve Bank of India, other applicable laws, regulations, policies or guidelines including the guidelines and clarifications issued by the Government of India (such laws, "Applicable Laws"), on the record date set out above, the "Letter of Offer", be and is hereby approved by the Board and adopted for filing with SEBI, BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE", and together with BSE, the "Stock Exchanges") and any other authorities, as the case may be, in accordance with Applicable Laws;

**RESOLVED FURTHER THAT** to give effect to the above resolution, Mr. Rajesh Sharma, Managing Director, Mr. Yashesh Bhatt, Company Secretary and Mr Vinay Surana, Head Treasury be and are hereby severally authorized to take all steps and do all such acts, deeds, matters and things and to execute all such documents, instruments as deemed necessary in this regard, including filing the Letter of Offer with the SEBI, Stock Exchanges and any other authorities as may be required, sending rights entitlement letters, making all other necessary filings and intimations to the Stock Exchanges and any other authorities as may be required and issuing the Letter of Offer along with the application form to the Eligible Equity Shareholders;

**RESOLVED FURTHER THAT** all the Directors of the Company and the Company Secretary be and are hereby severally authorized to certify the true copy of the aforesaid resolution and forward the same to the concerned authorities for necessary actions, if required."

**Certified True Copy**  
*for Capri Global Capital Limited*

**Yashesh Bhatt**  
**Company Secretary**

**Date: 14.02.2023**  
**Place: Mumbai**



**Capri Global Capital Limited**

(CIN: L65921MH1994PLC173469)

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