

## CAPRI GLOBAL CAPITAL LIMITED

CIN: L65921MH1994PLC173469

Regd. Office: 502, Tower A, Peninsula Business Park,  
Senapati Bapat Marg, Lower Parel, Mumbai - 400013, India.

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## NOTICE OF POSTAL BALLOT

Dear Members,

Notice is hereby given pursuant to and in compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time, and pursuant to other applicable laws and regulations, that the resolutions appended below for the appointment of Mr. Subramanian Ranganathan (DIN: 00125493) and re-appointment of Mr. Ajit Mohan Sharan (DIN:02458844) as an Independent Directors on the Board of Capri Global Capital Limited (the "Company") is proposed for approval of the members of the Company by means of postal ballot i.e. only by remote e-voting process ("e-voting").

The explanatory statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts concerning the appointment of Mr. Subramanian Ranganathan and re-appointment of Mr. Ajit Mohan Sharan is annexed hereto.

The Board of Directors at their meeting held on October 31, 2023, appointed Ms. Payal Vyas, Company Secretary (ACS No. 18594; CP 26152), Mumbai as the Scrutinizer for conducting the postal ballot through the e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars and other applicable laws and regulations, the members can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its members to cast their votes electronically. The members are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this postal ballot notice ("Postal Ballot Notice") to cast their vote electronically.

**The remote e-voting period commences at 9 A.M. IST on Friday, December 15, 2023 and ends at 5 P.M. IST on Saturday, January 13, 2024.** During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-off date of Friday, December 8, 2023, may cast their votes electronically as per the process detailed in this Notice. The remote e-voting module shall be disabled for voting thereafter. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently.

The Scrutinizer will submit her report, after the completion of scrutiny of the E-voting data provided by National Securities Depository Limited ("NSDL"), to the Managing Director of the Company. The results shall be declared on or before Tuesday, January 16, 2024 and communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together the "Stock Exchanges"), NSDL and Central Depository Services (India) Limited ("CDSL") (together the "Depositories"), and Link Intime India Private Limited ("Link Intime") or "Registrar and Share Transfer Agent" or ("RTA"). The results will also be displayed at the Company's registered office and on its website at [www.caprilloans.in](http://www.caprilloans.in)

### SPECIAL BUSINESS:

**Resolution No. 1 - To approve the appointment of Mr. Subramanian Ranganathan (DIN: 00125493) as an Independent Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and any other applicable provisions of the Companies Act, 2013 (the "Act") read with the Rules made thereunder, and applicable provisions of SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and of the Board of Directors, approval of the Members be and is hereby accorded for appointment of Mr. Subramanian Ranganathan (DIN: 00125493), who was appointed as an Additional Director in the capacity of Independent Director of the Company with effect from October 31, 2023 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director of the Company for a term of 5 years with effect from October 31, 2023 to October 30, 2028, not liable to retire by rotation, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Act.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which shall include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

**Resolution No. 2 - To approve re-appointment of Mr. Ajit Mohan Sharan (DIN:02458844) as an Independent Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Rules made thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for re-appointment of Mr. Ajit Mohan Sharan (DIN:02458844), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and is eligible for re-appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director for re-appointment as an Independent Director of the Company, for a second term of five years commencing from April 1, 2024 to March 31, 2029 and who would not be liable to retire by rotation, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Act.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which shall include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

By Order of the Board  
For **Capri Global Capital Limited**  
Sd/-  
**Yashesh Bhatt**  
Company Secretary  
ACS No. 20491

**Registered office:**

502, Tower A, Peninsula Business Park,  
Senapati Bapat Marg, Lower Parel,  
Mumbai - 400013, India.

**Date:** December 8, 2023

**Place:** Mumbai

**Notes:**

1. The Explanatory Statements and reasons for the proposed Special Resolution(s) pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) forms part of the Explanatory Statement forming part of this Notice.
2. The Postal Ballot Notice is being sent to the members of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, December 8, 2023 ("Cut-off date"). Please note, however, that those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories, are also entitled to vote in relation to the resolution as set out in this Notice.
3. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.caprilloans.in](http://www.caprilloans.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra, India - 400083.
5. In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the members to register their e-mail addresses. Therefore, those members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot notice.
6. In accordance with the provisions of the MCA Circulars, members can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
7. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
8. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on Friday, December 8, 2023. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
9. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Saturday, January 13, 2024 i.e., the last date specified for receipt of votes through the e-voting process.
10. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [secretarial@capriglobal.in](mailto:secretarial@capriglobal.in).
11. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, as amended from time to time, and read with SEBI circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, transfer of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialised form with a depository. Accordingly, members holding equity shares in physical form are urged to have their shares dematerialised so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.
12. SEBI, vide its circular nos. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSDPoD1/P/CIR/2023/37 dated March 16, 2023, has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may

access website of the Company's Registrar and Share Transfer Agent for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the website of the Company's Registrar and Share Transfer Agent.

13. The formats for Nomination and Updation of KYC details in accordance with the SEBI Circular are available on the Company's website at [www.capriglobal.in/investors](http://www.capriglobal.in/investors)

### General information and instructions relating to e-voting:

Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, members are provided with the facility to cast their vote electronically, through any of the modes listed below, on the resolutions set forth in this Notice, by way of remote e-voting:

#### I How do I vote electronically using NSDL e-Voting system?

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





#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL.</b>	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

	<p>4. Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>Existing users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com/).
  - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com/).

- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

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

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **II Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [secretarial@capriglobal.in](mailto:secretarial@capriglobal.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [secretarial@capriglobal.in](mailto:secretarial@capriglobal.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **III General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **e-mail ID of Scrutinizer i.e.** [cpayal.vyas@gmail.com](mailto:cpayal.vyas@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional



shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/ Password?"** or **"Physical User Reset Password?"** option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date of Friday, December 8, 2023, under "FOR/AGAINST" for the item set out in the notice, you may partially enter any number "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as on the Cut-off date. You may also choose the option "ABSTAIN". If the Shareholder does not indicate either "FOR" or "AGAINST", it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
5. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

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

### RESOLUTION NO. 1

Pursuant to Section 149 and 161 of the Companies Act, 2013 read with Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee Mr. Subramanian Ranganathan (DIN: 00125493) was appointed as an Additional (Independent) Director of the Company by the Board of Directors of the Company at its meeting held on October 31, 2023, for a term of 5 years with effect from October 31, 2023 to October 30, 2028, subject to approval of members of the Company. As per Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Skills and capabilities required and the manner in which Mr. Ranganathan meets such requirements: In the opinion of the Board and the Nomination and Remuneration Committee, the following are the core skills/ expertise /competencies required for the Independent Director in the context of the Company's business: Wide knowledge / experience of Industry & technical expertise with understanding of Corporate Governance framework, strategic thinking and decision making, Mindset for ethics, business acumen, commitment, diversity, personal values, independence and awareness among others.

Based on his skills, experience, expertise and knowledge, the Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Ranganathan as an Independent Director pursuant to the provisions of sections 149 and 152 of the Companies Act, 2013.

The Company has received a declaration from Mr. Ranganathan confirming that he meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Mr. Ranganathan to act as a Director in terms of Section 152 of the Companies Act, 2013.

Further, Mr. Ranganathan has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. He has also confirmed that he is not disqualified from being appointed as Directors, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as Directors of the Company. He has also provided all the required statutory disclosures/ declarations and his Directorship/ Committee memberships are within the statutorily permitted limits.



As per Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of members for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, through a special resolution.

Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Ranganathan has enrolled his name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs.

**Brief profile of Mr. Subramanian Ranganathan:** Mr. Ranganathan has around four decades of experience in the finance, management and customer focused contribution to corporate profitability. His career included experience with Citicorp Finance (India) Limited as Financial Controller & Company Secretary and was further involved in due diligence and strategic investments by Citigroup. He served as Senior Vice President - Finance/ Country Controller for Citibank N A and represented the bank at various industry/regulatory forums. Mr. Ranganathan served as CFO and Director at Bank of America - Merrill Lynch (Mumbai) since June 2007 until January 2011. He was also associated with Edelweiss Financial Services Limited as President and Group CFO and with ECL Finance Limited as Managing Director. Currently, he is partner with K.S. Aiyar and Co, Chartered accountant. Mr. Ranganathan is a Chartered Accountant, Company Secretary, Cost Accountant and has completed his LLB in General Law.

In the opinion of the Board of Directors, Mr. Ranganathan is eligible to be appointed as an Independent Director for a term of 5 consecutive years and fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder, for his appointment as an Independent Director of the Company and is independent of the Management.

The letter of appointment of Mr. Ranganathan setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to [secretarial@capriglobal.in](mailto:secretarial@capriglobal.in).

The requisite details and information pursuant to Regulation 36(3) of the SEBI Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are annexed to this Notice.

In line with the Company's remuneration policy for Independent Directors, Mr. Ranganathan will be entitled to receive remuneration by way of sitting fees as approved by the Board and reimbursement of expenses for participation in the Board / Committee meetings.

Except Mr. Ranganathan, being an appointee, none of the Directors and Key Managerial Personnel(s) of the Company and their relatives are in any way, concerned or interested financially or otherwise, in the resolution no. 1 as set out in this Notice.

The Board of Directors recommends the Resolution number 1 as set out in this Notice for approval of the Members by way of a Special Resolution.

## **RESOLUTION NO. 2**

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of up to five consecutive years. Further, as per Schedule IV of the Act read with Regulation 19 and Schedule II of the Listing Regulations, such reappointment of an Independent Director shall be on the basis of report of performance evaluation.

At the 25th Annual General Meeting the Members had approved the appointment of Mr. Ajit Mohan Sharan (DIN:02458844), as an Independent Director of the Company for a period of five years.

Skills and capabilities required and the manner in which Mr. Sharan meets such requirements: In the opinion of the Board and the Nomination and Remuneration Committee, the following are the core skills/expertise / competencies required for the Independent Director in the context of the Company's business: Wide knowledge / experience of Industry & technical expertise with understanding of Corporate Governance framework, strategic thinking and decision making, Mindset for ethics, business acumen, commitment, diversity, personal values, independence and awareness among others.

Based on the skills, expertise, knowledge and understanding, of global business dynamics, appreciation of long-term trends, strategic choices and experience in guiding and leading management teams, developing governance practices, the Board, on the recommendation of the Nomination and Remuneration Committee, has determined that the re-appointment of Mr. Sharan would be beneficial to the Company. Accordingly, the Board of Directors, at their meeting held on October 31, 2023, recommended the re-appointment of Mr. Sharan as Additional (Independent) Director for a second consecutive term of five years from April 1, 2024 to March 31, 2029, not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

The Company has received a declaration from Mr. Sharan to the effect that he meet the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

He has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given their consent to act as Director of the Company. He has also provided all the required statutory disclosures/ declarations and his Directorship/ Committee memberships are within the statutorily permitted limits.

As per Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of members for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, through a special resolution.

Pursuant to Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, Mr. Sharan has enrolled his name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs.

**Brief profile of Mr. Ajit Mohan Sharan:** Mr. Sharan has held various senior positions in the State Government of Haryana as well as in Government of India. He has held the positions of Principal Secretary for Power, Finance, Technical Education and Urban Development in the state. In the Central Government, he was a Joint Secretary in the Department of Banking and Insurance. He was closely associated with the opening of the Insurance sector and the initial reforms. He has worked as Secretary to the Government in the Ministries of Sports and Ayush.

Mr. Sharan has been associated with the Company since June 2019. He is a member of Nomination and Remuneration Committee.

In the opinion of the Board of Directors, Mr. Sharan is eligible to be re-appointed as an Independent Director for the second term of 5 consecutive years and fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder, for his re-appointment as an Independent Director of the Company and is independent of the Management.

The requisite details and information pursuant to Regulation 36(3) of the SEBI Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are annexed to this Notice.

The letter of appointment of Mr. Sharan setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to [secretarial@capriglobal.in](mailto:secretarial@capriglobal.in).

In line with the Company's remuneration policy for Independent Directors, Mr. Sharan will be entitled to receive remuneration by way of sitting fees as approved by the Board and reimbursement of expenses for participation in the Board / Committee meetings.

Except Mr. Sharan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested financially or otherwise, in the resolution as set out in this Notice.

The Board of Directors recommends the Resolution number 2 as set out in this Notice for approval of the Members by way of a Special Resolution.

By Order of the Board  
For **Capri Global Capital Limited**

Sd/-  
**Yashesh Bhatt**  
Company Secretary  
ACS No. 20491

**Registered office:**

502, Tower A, Peninsula Business Park,  
Senapati Bapat Marg, Lower Parel,  
Mumbai - 400013, India.

**Date:** December 8, 2023

**Place:** Mumbai

## Annexure - A

Details of Directors seeking appointment/re-appointment pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings

<b>Name of the Director</b>	Mr. Subramanian Ranganathan	Mr. Ajit Mohan Sharan
<b>Director Identification Number</b>	00125493	02458844
<b>Nationality</b>	Indian	Indian
<b>Date of Birth</b>	November 3, 1963	March 2, 1957
<b>Age</b>	60	66
<b>Date of Appointment / Re-appointment</b>	October 31, 2023	April 1, 2024
<b>Relationship with Directors and Key Managerial Personnel</b>	None	None
<b>Expertise in specific functional area</b>	Finance, Management and Strategic Investments	Banking and Insurance
<b>Qualification(s)</b>	B.Com, L.L.B (Gen), A.C.A, A.C.S, & A.I.C.W.A	B.Tech (IIT Delhi), M.B.A., M.Sc,
<b>Terms and conditions of appointment</b>	Appointment as an Independent Director for a term of 5 years with effect from October 31, 2023 to October 30, 2028, not subject to retirement by rotation	Re-appointment as an Independent Director for a second term of 5 years with effect from April 1, 2024 to March 31, 2029, not subject to retirement by rotation
<b>Remuneration last drawn (including sitting fees For FY24)</b>	Rs.100,000/- (Sitting Fees)	Rs. 400,000/- (Sitting Fees for Board/ Committee Meetings)
<b>Number of meetings of the Board/Committee attended during the financial year 2023-24 (up to the date of Postal Ballot notice)</b>	Board Meeting - 1	Board Meetings - 3 Committee Meetings - 2
<b>Board Membership in other Indian listed companies as on the date of this postal ballot notice</b>	Proventus Agrocom Limited Metropolis Healthcare Limited	Dabur India Limited
<b>Chairmanship of committees in other Indian listed companies as on the date of the postal ballot notice</b>	<u>Proventus Agrocom Limited</u> Chairman - Audit Committee and Nomination and remuneration Committee; Member - CSR Committee & Stakeholders Committee <u>Metropolis Healthcare Limited</u> Chairman - Audit Committee Member - Risk Management Committee & CSR Committee	<u>Dabur India Limited</u> Member - Audit Committee, Nomination remuneration Committee and CSR Committee
<b>Number of shares held in the Company as on the date of the postal ballot notice</b>	NIL	NIL
<b>Listed companies from which the Director has resigned in the past three years</b>	Nil	Nil

Note:

The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013.