

CAPRI GLOBAL CAPITAL LIMITED

CIN: L65921MH1994PLC173469

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

Tel.: +91-22-4088 8100 / 4354 8200

E-mail: secretarial@capriglobal.in Website: www.capriiloans.in

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 ("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 are proposed to be considered as Special Business and 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"):

- 1) Alteration of Memorandum of Association (MOA) of the Company to include Insurance business in Main Objects clause of MOA of the Company;
- 2) Revision in the remuneration payable to Mr. Rajesh Sharma, Managing Director of the Company;

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 is annexed hereto.

The Board of Directors at their meeting held on January 27, 2024, 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, March 1, 2024 and ends at 5 P.M. IST on Saturday, March 30, 2024. During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on **Friday, February 23, 2024** ("Cut-off date") 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 / Company Secretary of the Company. The results shall be declared on or before **Monday, April 1, 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.capriiloans.in

SPECIAL BUSINESS:

Resolution No. 1 - To approve alteration of Memorandum of Association (MoA) of the Company to include Insurance business in Main Objects clause of MOA 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 4, 13 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder, and other applicable laws, guidelines, directions and regulations issued by any government, regulatory or statutory authority (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) to any of the foregoing) and subject to necessary approvals as may be required from the Ministry of Corporate Affairs, or any other regulatory/ statutory authority(ies) and subject to such terms, conditions, amendments or modifications as may be imposed, required or suggested by any such authority(ies), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall deem to include any Committee constituted or to be constituted by the Board or any person(s) authorised by the Board in this regard), consent of the Members of the Company be and is hereby accorded to alter the Memorandum of Association ("MOA") of the Company by inserting sub-clause 1(g). after existing clause III. A. 1(f):

Main objects of the Company to be pursued by the Company on its Incorporation are:		
Existing clause/ sub-clause in MOA	Proposed clause/ sub-clause in MOA Insertion after clause III. A. 1 (f)	Rationale for alteration
None	Clause III.A. 1(g) – "To solicit, procure and carry on the business of selling, distribution, advertising, marketing of all kinds of insurance products/ services including life insurance, health insurance, general insurance on behalf of various Insurance companies as a Corporate Agent or as otherwise permitted; register/ obtain license, rights, permissions from Insurance Regulatory and Development Authority of India or such other regulatory, statutory or government authorities as may be applicable from time to time and undertake any activities as are incidental or ancillary thereto."	To authorize the Company to carry on the business as a corporate agent to inter-alia, solicit and procure all kinds of insurance products/ services on behalf of various Insurance companies or as otherwise permitted and undertake incidental or ancillary activities as mentioned in the clause.

RESOLVED FURTHER THAT the Board be and is hereby authorised for and on behalf of the Company to do all such acts, deeds, matter and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments, forms and writings as may be required in this regard and to delegate all or any of the powers herein vested in the Board to any Committee thereof or person to give effect to the aforesaid Resolution."

Resolution No. 2 - To approve revision in the remuneration payable to Mr. Rajesh Sharma, Managing Director of the Company

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

"RESOLVED THAT in partial modification of the resolution passed by the members of the Company at the 28th Annual General Meeting held on September 26, 2022 pertaining to overall limits of remuneration for Managing Director and pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and recommendations of the Board of Directors of the Company at its meeting held on January 27, 2024, approval of the Members be and is hereby accorded for payment of revised remuneration as stated hereunder to Mr. Rajesh Sharma, Managing Director of the Company, with effect from April 1, 2024 till the end of his term i.e. up to July 3, 2028:

- Fixed Remuneration of ₹3 Crore per annum excluding a) Contribution to Provident Fund & Gratuity, as per the rules of the Company; b) benefits and reimbursements as may be permitted under the applicable tax laws;
- Performance Incentive by way of Commission of upto 0.5% of the net profit of the Company on annual basis as per recommendation of the Nomination and Remuneration Committee.
- Perquisites: a) Medical insurance coverage for self and family as per the rules of the Company; b) Preventive medical check-up for self as per the policy of the Company; and c) Term Insurance Policy as per policy of the Company and such other applicable perquisites as per the rules of the Company.
- Other benefits: a) The Company shall provide a car with driver for official use and all expenses relating to fuel, maintenance and driver will be reimbursed on actual basis; and b) The Company shall provide mobile and telephone facility at office.

RESOLVED FURTHER THAT the Board of Directors, Key Managerial Personnel and any other person authorized by the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary 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: February 23, 2024

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. In compliance with the general circular number 20/2020 dated May 5, 2020 issued by the MCA, both the agenda items are considered unavoidable and forms part of this Notice.
2. Additional information of the Directors seeking variation of the remuneration of Managing Director as required under Clause 1.2.5 of the SS-2 and Listing Regulations is annexed to the Postal Ballot Notice.
3. 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, February 23, 2024 ("Cut-off date"). Please note, 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.
4. 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.capri loans.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
5. 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.
6. 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.
7. 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.
8. 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.
9. 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 the Cut-off date. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
10. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Saturday, March 30, 2024** i.e., the last date specified for receipt of votes through the e-voting process.
11. 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
12. 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.

13. 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.
14. 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

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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 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>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” 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="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on 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 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
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; 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 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. cspayal.vyas@gmail.com** with a copy marked to 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 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 or call on : 022 - 4886 7000 or send a request at 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, 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

Capri Global Capital ("CGCL"/ "the Company") is a Non-Banking Financial Company ("NBFC") registered with Reserve Bank of India ("RBI") under Section 45-IA of the Reserve Bank of India ("RBI") Act, 1934. As the Company has embarked onto achieving its new vision, amongst the various Strategic Partnerships that Company has entered into and initiatives taken to foray into new products/ services, the Company proposes to carry on the supplemental business activity of soliciting/ procuring insurance business by becoming a Corporate Agent and providing specialized insurance solutions in the areas of life insurance, health insurance and general insurance (Corporate Agent - Composite) in the geographies that the Company operates in. "Corporate Agent (Composite)" means any eligible entity or person specified in the Insurance Regulatory and Development Authority of India ("IRDAI") (Registration of Corporate Agents) Regulations, 2015 ("Regulations") holding a valid certificate of registration issued by the IRDAI under the said Regulations, for solicitation and procurement of insurance business for life insurers, general insurers and health insurers or combination of any two or all three of the categories as specified in the said Regulations.

Rationale:

The penetration of retail life and health insurance in the geographies that Company operates in is very low. IRDAI, the Insurance Regulator has called out the vision of "Insurance for All" by 2047. There is an opportunity to help improve the insurance penetration by leveraging this strength and provide insurance solutions (general, life and health insurance). The Corporate Agency business will help augment the Company's existing sources of revenue and profits as it deploys its common infrastructure of branch network and feet on street.

Statutory Regulations:

The proposed business activity of Corporate Agency is *inter-alia*, governed by the following regulations:

- a) IRDAI (Registration of Corporate Agents) Regulations, 2015 and Insurance Act 1938 as amended from time to time.
- b) Master Direction – RBI (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023.

In order to carry on the said business activity as a Corporate Agent, it should be included in the Main Objects of the Memorandum of Association ("MOA") of the Company. Pursuant to the provisions of Section 13 of the Companies Act, 2013 ("the Act") and the Rules made thereunder, as applicable, any alteration of the Objects clause of MOA requires approval of the Members of the Company by way of a special resolution. The alteration to MOA shall have effect once registered by the Registrar of Companies as per the applicable provisions of the Act.

The said business activity will be commenced only after necessary approvals/ permissions/ no-objection, as required, from shareholders, MCA, RBI and IRDAI as may be applicable as per the prevailing laws/ regulations, are obtained, and necessary compliances as required in this regard are complied with.

Proposed alterations in the objects clause of the MOA of the Company:

Pursuant to rationale as mentioned above, consent of the Members of the Company is being requested for alteration to MOA as under:

Existing clause/sub-clause in MOA	Proposed clause/ sub-clause in MOA Insertion after clause III. A. 1 (f):
None	1(g): "To solicit, procure and carry on the business of selling, distribution, advertising, marketing of all kinds of insurance products/ services including life insurance, health insurance, general insurance on behalf of various Insurance companies as a Corporate Agent or as otherwise permitted; register/ obtain license, rights, permissions from Insurance Regulatory and Development Authority of India or such other regulatory, statutory or government authorities as may be applicable from time to time and undertake any activities as are incidental or ancillary thereto."

A copy of the Memorandum of Association of the Company along with the proposed amendments will be made accessible for inspection by the members at the Registered Offices of the Company between 11:00 a.m. and 5:00 p.m. on all working days from Monday to Friday from the date of dispatch of this Notice till the last date fixed for e-voting except on national holidays, and the same will also be made available for inspection through electronic mode on the website of the Company at www.capri loans.in

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 recommend the Resolution no. 1 as set out in this Notice for approval of the Members by way of a Special Resolution.

RESOLUTION NO. 2

The Members at the 28th Annual General Meeting held on September 26, 2022 appointed Mr. Rajesh Sharma, as the Managing Director of the Company for a term of 5 (five) years, with effect from July 04, 2023 to July 03, 2028.

Mr. Sharma is a Promoter Director. He is a qualified Chartered Accountant with over two decades of experience in Capital Market and Financial Advisory Services. He has been instrumental in making the Company one of the leading financial services players in India. He brings along rich experience in corporate finance, investment banking, merchant banking and asset financing. He is an expert in innovating financial products, designing investment strategies for clients and financial risk management.

Under his able leadership the Company has achieved various milestones:

- i) **Strong business performance:** Consolidated AUM increased 2.6 times from ₹4,848 Crore in FY21 to ₹12,539 Crore in Q2FY24, implying a CAGR of 45%. Growth has been granular driven by rising client acquisitions. Live customer relationships increased from 29,000 to 2,70,000, a 9-fold growth;
- ii) **Growth with product diversification** – a new product launch every year since FY21:
 - a) FY21: Car loan distribution launched in January 2021. Business presence scaled to 714 locations across the country within 2 years making CGCL a top and sought after car loan distributor. Car loan fees contributed 32% to non-interest income and 8% to net income in H1 FY24.
 - b) FY22: Co-lending launched in November 2021. Co-lending AUM comprised 8% of consolidated AUM as of Q2FY24. Co-lending shall be a key growth driver in coming years.
 - c) FY23: Gold loan business launched in August 2022. Business has scaled up rapidly to contribute 49% in consolidated disbursement in H1 FY24 and comprised 16% of consolidated AUM as of Q2FY24. Presence through more than 700 exclusive branches across India.
 - d) FY24: Announced launch of insurance platform with an aim to generate approx. ₹20 Crore net insurance fee income in FY25.

Considering the aforesaid achievements and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on January 27, 2024 approved the revision of the remuneration to be paid to Mr. Sharma as Managing Director of the Company, with effect from April 1, 2024, subject to the approval of the Members.

It is proposed to revise the remuneration of Mr. Sharma as follows:

- Fixed Remuneration of ₹3 Crore per annum excluding a) Contribution to Provident Fund & Gratuity, as per the rules of the Company; b) benefits and reimbursements as may be permitted under the applicable tax laws;
- Performance Incentive by way of Commission of upto 0.5% of the net profit of the Company on annual basis as per recommendation of the Nomination and Remuneration Committee.
- Perquisites: a) Medical insurance coverage for self and family as per the rules of the Company; b) Preventive medical check-up for self as per the policy of the Company; and c) Term Insurance Policy as per policy of the Company and such other applicable perquisites as per the rules of the Company.
- Other benefits: a) The Company shall provide a car with driver for official use and all expenses relating to fuel, maintenance and driver will be reimbursed on actual basis; and b) The Company shall provide mobile and telephone facility at office.

Except above, the other terms and conditions of his appointment shall remain same.

The revised proposed remuneration of Mr. Sharma is in compliance with the applicable provisions of The Companies Act, 2013 ("the Act"), the rules made thereunder, the Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") as amended, from time to time.

The Notice read with Explanatory Statement should be considered as written Memorandum setting out the revised terms of remuneration of Mr. Sharma as Managing Director of the Company as required under Section 190 of the Companies Act, 2013.

Mr. Sharma, is not related to any Director or Key Managerial Personnel of the Company. None of the Directors except Mr. Sharma, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise in the Resolution no. 2 as set out in this Notice.

The Board of Directors recommend Resolution no. 2 as set out in this Notice for approval of the Members by way of an Ordinary 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: February 23, 2024

Place: Mumbai

Annexure

Additional Information for revision in remuneration of the Managing Director pursuant to SS-2 and the Listing Regulations:

Name of the Managing Director	Mr. Rajesh Sharma (DIN 00020037)
Date of Birth / Age	February 28, 1970 / 53 years
Qualification(s)	Chartered Accountant
Experience	As mentioned in the explanatory statement
Date of first appointment on the Board	May 15, 2007
Terms of Remuneration	As mentioned in the explanatory statement
Last Remuneration drawn	₹24 Lakhs per annum
Number of Shares held in the Company up to the date of Postal Ballot notice	1000 Equity shares
Relationship with Directors and Key Managerial Personnel	None
Number of Board Meetings attended up to the date of Postal Ballot notice	4 (four) out of 4 (four) Meetings
Directorships held in other Companies up to the date of Postal Ballot notice	Capri Global Holdings Private Limited Capri Global Housing Finance Limited Dnyaneshwar Trading and Investments Private Ltd. Parshwanath Buildcon Private Limited Capri Global Asset Reconstruction Private Limited Capri Global Finance Private Limited
Memberships/Chairmanships of Committees of other companies	Capri Global Housing Finance Limited Risk Management Committee – Chairman Corporate Social Responsibility Committee – Member Stakeholders Relationship Committee – Member