



PAYAL ASHOK VYAS
Practicing Company Secretary

Scrutinizer's Report on Postal Ballot through Remote e-Voting

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Managing Director/ Company Secretary,
Capri Global Capital Limited
502, Tower A, Peninsula Business Park,
Senapati Bapat Marg, Lower Parel (West),
Mumbai-400013 (Deemed Venue)

Dear Sir,

I, Payal Vyas, a Practicing Company Secretary having office at Lucky Tower CHS, Flat No. 505, B Wing, M G Cross Road No. 4, Kandivali (W), Mumbai-400067, was appointed as a Scrutinizer by the Board of Directors of Capri Global Capital Limited (CIN: L65921MH1994PLC173469) ("the Company") for the purpose of scrutinizing the remote e-voting conducted in respect of the Resolutions as proposed in the Postal Ballot Notice dated February 23, 2024 in a fair and transparent manner as per the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with MCA General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard by the Ministry of Corporate Affairs ("MCA") and the last being 09/2023 dated September 25, 2023 and the Securities and Exchange Board of India ('SEBI') Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 ('SEBI Circulars').

The notice dated February 23, 2024 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the members of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/Depositories/ Depository Participants in compliance with the Act and the MCA Circulars.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to postal ballot and e-voting on the resolutions contained in the notice of postal ballot. My responsibility is to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution, based on report generated from the e-voting system provided by National Securities Depository Limited ('NSDL'), the authorised agency to provide e-voting facilities engaged by the Company.



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In this regard, I submit herewith my Report as under:

1. The Company had provided facility of casting vote to the members of the company through the process of remote e-voting only in compliance with the MCA General Circulars.
2. MCA vide its General Circulars, has permitted to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope were not sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
3. The Company has published on Friday, March 1, 2024, an advertisement about the dispatch of Postal Ballot Notice in Business Standard (English) and Mumbai Lakshadeep (Marathi).
4. The members of the Company whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained in the Depositories as on the "Cut-off" date i.e. February 23, 2024 were entitled to vote electronically, in respect of the resolutions as set out in the Postal Ballot Notice only through the remote e-voting.
5. The e-voting period remained open from Friday, March 1, 2024 (9:00 AM) to Saturday, March 30, 2024 (5:00 PM).
6. After the closure of voting period on March 30, 2024, the votes cast under the remote e-voting facility were thereafter unblocked by me.
7. The details containing the list of the shareholders who casted their vote electronically for the Resolutions was downloaded from the e-voting website of National Securities Depository Limited.
8. I have scrutinized and counted the votes casted through e-voting facility and their particulars have been recorded in accordance with the Act and the Rules made thereunder.
9. The results of the voting are as under:



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- a) **Resolution No.1 (Special Resolution): To approve alteration of Memorandum of Association (MoA) of the Company to include Insurance business in Main Objects clause of MOA of the Company**

| Particulars | Number of Shares (through Remote e-voting) | Number of Shares (through postal ballot) | Total No. of Shares | % of total Net valid votes (in percentage) | Result |
|-----------------------------------|--------------------------------------------|------------------------------------------|---------------------|--------------------------------------------|-------------------------------------|
| Total No. of votes received | 174157618 | 0 | 174157618 | Not Applicable | Passed by Requisite Majority |
| Less: No. of Invalid votes | 448 | 0 | 448 | | |
| Net valid votes | 174157170 | 0 | 174157170 | | |
| Votes in favour of the resolution | 174156649 | 0 | 174156649 | 99.9997 | |
| Votes against the resolution | 521 | 0 | 521 | 0.0003 | |
| Total | | | | 100.00 | |

- b) **Resolution No.2 (Ordinary Resolution): To approve revision in the remuneration payable to Mr. Rajesh Sharma, Managing Director of the Company**

| Particulars | Number of Shares (through Remote e-voting) | Number of Shares (through postal ballot) | Total No. of Shares | % of total Net valid votes (in percentage) | Result |
|-----------------------------------|--------------------------------------------|------------------------------------------|---------------------|--------------------------------------------|-------------------------------------|
| Total No. of votes received | 174157544 | 0 | 174157544 | Not Applicable | Passed by Requisite Majority |
| Less: No. of Invalid votes | 448 | 0 | 448 | | |
| Net valid votes | 174157096 | 0 | 174157096 | | |
| Votes in favour of the resolution | 151420348 | 0 | 151420348 | 86.945 | |
| Votes against the resolution | 22736748 | 0 | 22736748 | 13.055 | |
| Total | | | | 100.00 | |



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The registers, electronic data and all other incidental papers and relevant records relating to e-voting process (remote e-voting) which are in my safe custody will be handed over to the Compliance Officer of the Company for safe keeping as soon as possible.

You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Yours faithfully,

Payal Ashok Vyas
Practicing Company Secretary
COP No. 26152 (ACS-18594)
PR No. 2891/2023

Date: April 1, 2024
Place: Mumbai

UDIN: A018594F000002215