

January 31, 2024

The Secretary
BSE Limited
Pheeroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai - 400 001
Scrip Code: 531595

The Secretary
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No- 'C' Block, G Block
Bandra-Kurla Complex, Bandra (East)
Mumbai – 400 051
Scrip Code: CGCL

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of Extraordinary General Meeting

Pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the Extraordinary General Meeting ('EOGM') of the Company will be held on Thursday, February 22, 2024 at 11.30 a.m. through Video Conferencing / Other Audio-Visual Means. We are submitting herewith Notice of EOGM of the Company along with explanatory statement, which is being sent through electronic mode to the Members.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EOGM) on the resolution as set out in the EOGM Notice. The e-voting shall commence on Monday, February 19, 2024 at 09:00 a.m. and will end on Wednesday, February 21, 2024 at 05:00 p.m.

The copy of the said EOGM Notice is also uploaded on the website of the Company i.e. www.capriglobal.in

You are requested to take the same on record.

Thanking you,

Yours faithfully,
for **Capri Global Capital Limited**

Yashesh Bhatt
Company Secretary & Compliance Officer
Membership No.: ACS 20491

Encl: As above



Capri Global Capital Limited

(CIN: L65921MH1994PLC173469)

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

+9122 4088 8100/4354 8200 | contact@capriglobal.in | www.caprilans.in

CAPRI GLOBAL CAPITAL LIMITED

(CIN: L65921MH1994PLC173469)

Regd. Office: 502, Tower A, Peninsula Business Park, Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013, Maharashtra, (India)

E-mail: secretarial@capriglobal.in, Website: www.capri loans.in

Tel. No.: +91-22-40888100 Fax No.: +91-22-40888160

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the First Extraordinary General Meeting of FY 2023-24 ("EGM") of Capri Global Capital Limited will be held on **Thursday, February 22, 2024 at 11:30 A.M (IST)** through Video Conferencing / Other Audio Visual Means ("VC" / "OAVM") Facility to transact the following special business:

SPECIAL BUSINESS

Resolution No. 1 - To approve the appointment of Mr. L.V. Prabhakar (DIN: 08110715) 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 Regulation 17 read with Regulation 25(2A) and other 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. L.V. Prabhakar (DIN: 08110715), who was appointed as an Additional Director and designated as an Independent Director of the Company with effect from January 27, 2024 and in respect to whom the Company has received 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 January 27, 2024 to January 26, 2029, 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 the appointment of Ms. Nupur Mukherjee (DIN: 10061931) 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 Regulation 17 read with Regulation 25(2A) and other 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 Ms. Nupur Mukherjee (DIN: 10061931), who was appointed as an Additional Director and designated as an Independent Director of the Company with effect from January 27, 2024 and who has submitted a declaration that she 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 her

candidature for the office of a Director, as an Independent Director of the Company for a term of 3 years with effect from January 27, 2024 to January 26, 2027, 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. 3 - To approve the appointment of Mr. Shishir Priyadarshi (DIN: 03459204) 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 Regulation 17 read with Regulation 25(2A) and other 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. Shishir Priyadarshi (DIN: 03459204), who was appointed as an Additional Director and designated as an Independent Director of the Company with effect from January 27, 2024 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 3 years with effect from January 27, 2024 to January 26, 2027, 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. 4 - To approve alteration of Memorandum of Association of the Company to Increase Authorised Capital of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, & 64 along with Rule 15 of Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, (“Act”) the approval of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs.72,00,00,000/- (Rupees Seventy Two Crores only) divided into 36,00,00,000 (Thirty Six Crores) Equity Shares of face value of Rs.2/- (Rupees Two only) each to Rs.200,00,00,000/- (Rupees Two Hundred Crore) divided into 100,00,00,000 (One Hundred Crore) Equity Shares of face value of Rs.2/- (Rupees Two only) each.

RESOLVED FURTHER THAT consequent to the increase in Authorized Share Capital as aforesaid and pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Act, the Memorandum of Association of the Company be and is hereby amended and altered by substituting the existing Clause V with the following Clause:

“The Authorised Share Capital of the Company is Rs.200,00,00,000/- (Rupees Two Hundred Crores only) divided into 100,00,00,000 (One Hundred Crores only) equity shares of face value of Rs.2/- (Rupees Two) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby authorized to do all such acts, deeds, matters, and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions, difficulties or doubts that may arise in regard to the increase in Authorized Share Capital of the Company and consequent amendment in Memorandum of Association of the Company, as they may think fit, for the purpose of giving effect to this Resolution, on behalf of the Company.”

Resolution No. 5 - To approve sub-division of equity shares of the Company.

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

“RESOLVED THAT pursuant to the provisions of section 61 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, each of the Equity Shares of the Company having a face value of Rs.2 each in the Authorized and paid-up Share Capital of the Company be sub-divided into 1 (One) Equity Shares having a face value of Re.1/- each on such date as may be fixed by the Board of Directors (hereinafter called “the Board”, which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purposes) for this purpose (‘Record Date’).

RESOLVED FURTHER THAT the issued, subscribed and fully paid-up Ordinary Share Capital of the Company Rs.41,24,69,986 (Rupees Forty One Crore Twenty Four Lakh Sixty Nine Thousand Nine Hundred Eighty Six Only), comprising of 20,62,34,993 (Twenty Crore Sixty Two Lakh Thirty Four Thousand Nine Hundred Ninety Three Only) Ordinary Shares of the face value of Rs.2/- (Rupees Two Only) each be sub-divided into 41,24,69,986 (Forty One Crore Twenty Four Lakh Sixty Nine Thousand Nine Hundred Eighty Six Only) Ordinary Shares of the face value of Re.1/- (Rupee One Only) each as on the Record Date to be determined or as determined by the Board or any Committee thereof or Authorised person from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act and the Rules made thereunder and as a consequence of sub-division of the equity share Capital of the Company, consent of members of the Company be and is hereby accorded to substitute Clause V of the Memorandum of Association of the Company with the following new clause:

“The Authorised Share Capital of the Company is Rs.200,00,00,000/- (Rupees Two Hundred Crores only) divided into 200,00,00,000 (Two Hundred Crore only) equity shares of face value of Re.1/- (Rupee One) each.”

RESOLVED FURTHER THAT pursuant to the sub-division of the Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares having face value of Rs.2/- each (Rupees Two Only) held in the physical form, if any, shall be deemed to have been automatically canceled and be of no effect on and from the Record Date (as determined by the Board of Directors of the Company) and the Company may, without requiring the surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 amended from time to time and in the case of equity shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the equity shares of the Company before sub-division and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make appropriate adjustments due to sub-division of shares to the outstanding options granted to the employees of the Company under its Employees Stock Option Scheme, 2009 pursuant to the Securities and Exchange Board of India (Employee Stock Options and Employee Stock Purchase Scheme) Guidelines, 1999 and/or Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendment thereto from time to time, such that the exercise price for all outstanding options on the “Record Date”(as determined by the Board) (vested and unvested options, including lapsed and forfeited options available for re-issue) shall be proportionately adjusted and the number of options which are available for grant and those already granted but not exercised as on the Record Date (as determined by the Board) shall be appropriately adjusted.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matter and steps 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 connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof to give effect to the aforesaid Resolution.”

Resolution No. 6 - To approve Capitalisation of Securities Premium Account and Issue of Bonus shares to the members of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Share Capital and Debentures) Rules, 2014 ("Rules"), the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Foreign Exchange Management Act, 1999, as amended, and other applicable regulations, rules and guidelines issued from time to time by SEBI and/or the Reserve Bank of India ("RBI") and the enabling provisions of the Memorandum and Articles of Association of the Company and subject to requisite approvals, consents, permissions and sanctions and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee constituted by the Board to exercise the powers conferred on the Board by this resolution) for capitalization of a sum not exceeding Rs.41,24,69,986 (Rupees Forty One Crore Twenty Four Lakh Sixty Nine Thousand Nine Hundred Eighty Six Only) from and out of the Securities Premium Account as per the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2023, for the purpose of issuance and allotment of bonus equity shares of face value of Re.1/- (Rupee One only) each, to be credited as fully paid up share to the existing Members of the Company holding fully paid-up equity share of face value of Re.1/- (Rupee One only) each of the Company and whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Record Date as fixed in this regard by the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board, in the proportion of 1 (One) new fully paid-up bonus equity share of face value of Re.1/- (Rupee One only) each for every 1 (One) existing fully paid-up equity share of face value of Re.1/- (Rupee One only) each held by the Members of the Company and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company.

RESOLVED FURTHER THAT the bonus equity shares as and when issued and allotted, shall always be subject to the provisions of the Memorandum and the fully paid-up equity shares of the Company and carry the same rights as the existing fully paid Equity Shares of the Company as on the Record Date and shall rank pari-passu in all respects with the fully paid-up equity shares of the Company and carry the same rights as the existing fully paid Equity Shares of the Company as on the Record Date.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make appropriate adjustments due to the aforesaid issue of Bonus shares with respect to the employee stock options (ESOPs) of the Company, effective as on the Record Date, pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, such that the exercise price for all outstanding ESOPs (vested but not exercised and unvested stock options including lapsed and forfeited ESOPs available for re-issuance), the number thereof and the number of ESOPs available for future grant(s) as on the Record Date shall be proportionately adjusted under the "Money Matters ESOP 2009" ESOP scheme of the Company.

RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees, and in the case of Members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the entitled number of shares or share certificate(s) in respect of the bonus equity shares will be credited to the suspense escrow demat account or dispatched, as may be permitted and prescribed under the Act and Listing Regulations.

RESOLVED FURTHER THAT the issue and allotment of the said bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs), Persons of Indian Origin ('PIO') / Overseas Corporate Bodies ('OCBs') and other Foreign Investors will be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or any other applicable laws for the time being in force.

RESOLVED FURTHER THAT for the purposes of giving effect to the issuance of bonus equity shares resolved hereinbefore, the Board including any Committee of the Board or any other person authorised by the Board be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at their discretion deem necessary or desirable for such purpose, including without limitation, to file any documents with the SEBI, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/or concerned authorities applying and seeking necessary listing approvals from the Stock Exchange(s), in regard to

such bonus issue as it may in its absolute discretion deem fit and without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all other steps as may be necessary to give effect to this Resolution and to give such direction as may be necessary, proper and to settle any question, difficulty or doubt whatsoever that may arise with regard to issue, allotment, distribution, and listing of shares as the Board may in its absolute discretion deem fit and its decision shall be final and binding.”

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: January 27, 2024

Place: Mumbai

Notes:

1. In view of General Circular Nos.14/2020, 17/2020, 20/2020, 02/ 2021, 19/2021, 21/2021, 02/2022, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/ HO/ CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/ HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021; SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the EGM of the Company is being conducted through Video Conferencing / Other Audio Visual Means (VC/ OAVM) Facility, which does not require physical presence of Members at a common venue. The deemed venue for the EGM shall be Registered Office of the Company.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of all the Special Business is annexed hereto and forms part of the Notice. Information under Regulations 26(4) & 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and as required under Secretarial Standard 2, pursuant to Section 118 (10) of the Act, issued by the Institute of Company Secretaries of India, relating to Directors proposed to be appointed/re-appointed, is provided in Annexure I to this Notice.
3. As per provisions of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item No. 1 to 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and route map of EGM are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, body Corporates are entitled to appoint authorised representatives for the purpose of voting through remote e-Voting, for participation in the EGM through VC/OAVM Facility and e-Voting during the EGM.

5. The Members may join the EGM through VC/ OAVM Facility by following the procedure mentioned herein below in the Notice which shall be kept open for the Members from 11.15 A.M. IST i.e. 15 (fifteen) minutes before the time scheduled to start the EGM and the Company may close the window for joining the VC/OAVM Facility 15 (fifteen) minutes after the scheduled time to start the EGM. Members may note that the VC/ OAVM Facility, allows participation of 1,000 Members on a 'first come first served' basis. The large Shareholders (i.e. shareholders holding 2% or more), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors etc. can attend the EGM without any restriction on account of 'first come first served' basis. Pursuant to Regulation 44(6) of Listing Regulations, the Company is also providing a live webcast of the proceedings of the EGM.
6. The attendance of the Members participating in the EGM through VC/ OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member /beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. February 15, 2024.
8. Pursuant to the Circulars issued by the MCA and SEBI, the Notice of the EGM of the Company, inter alia, indicating the process and manner of e-voting is being sent only by E-mail, to all the Members whose E-mail IDs are registered with the Company/ Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled.

Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the MCA Circulars issued by MCA and SEBI Circular, the Notice of the EGM of the Company will also be available on the website of the Company at www.capri loans.in. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsd.com.

9. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone /mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
 - a) For shares held in electronic form: to their Depository Participants (DPs).
 - b) For shares held in physical form: to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021.
10. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent.

11. All documents referred to in the accompanying Notice and the Explanatory Statement are available on website of the Company at www.capri loans.in for inspection by the Members up to the date of EGM.

During the EGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act, if any, will be available on website of the Company.

12. The Company has designated an Email ID compliance.officer@capriglobal.in for redressal of Members complaints/ grievances. For any investor related queries, you are requested to please write to us at the above Email ID.
13. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection

Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

14. Members who wish to obtain any information on the Company may visit the Company's website at www.capri loans.in or send their queries at secretarial@capriglobal.in at least Ten (10) days before the date of EGM. The same will be suitably replied by/ on behalf of the Company.
15. In terms of the applicable provisions of the Act and Rules thereto, the Company has obtained e-mail addresses of its Members and have given an advance opportunity to every Member to register their e-mail address and changes therein from time to time with the Company for service of communications/ documents (including Notice of General Meetings, Audited Financial Statements, Directors' Report, Auditors' Report and all other documents) through electronic mode.
16. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
17. Securities of listed companies would be transferred only in dematerialised form w.e.f. April 1, 2019. In view of the same, Members holding shares in physical form are requested to convert their holdings to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company's RTA for assistance in this regard.
18. Voting In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its Members the facility to cast their votes either for or against each resolutions set forth in the Notice of the EGM using electronic voting system ('remote e-voting') and e-voting (during the EGM), provided by National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency and the business may be transacted through such voting.

Only those Members who will be present in the EGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Monday, February 19, 2024 at 09:00 A.M. and ends on Wednesday, February 21, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on cut-off date i.e. February 15, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being February 15, 2024.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. February 15, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/ RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 224 430. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. February 15, 2024, may follow steps mentioned in the Notice of the EGM under "Access to NSDL e-Voting system".

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


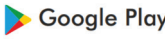


The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for remote e-Voting and joining virtual meeting 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 de-mat 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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<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 or joining virtual meeting & voting during the meeting. 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 held 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 or joining virtual meeting & voting during the meeting.
	<ol style="list-style-type: none"> Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting 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?

- 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, 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/ OAVM" link placed under "Join Meeting".
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.

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 cspayal.vyas@gmail.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to NSDL Official at evoting@nsdl.co.in

Process for those shareholders whose e-mail 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 de-mat 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 and joining virtual meeting 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 de-mat mode are allowed to vote through their de-mat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their de-mat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

- 1) The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- 2) Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
- 3) Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- 4) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

- 1) Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2) Members are encouraged to join the Meeting through Laptops for better experience.
- 3) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO REGISTER THEMSELVES AS SPEAKERS DURING EGM:

Shareholders/ Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, de-mat account number/folio number, email id, mobile number at secretarial@capriglobal.in from February 16, 2024, 10:00 A.M. to February 19, 2024, 04:00 P.M.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name de-mat account number/folio number, e-mail id, mobile number at secretarial@capriglobal.in. The same will be replied by the company suitably.

Note:

Only those shareholders/members who have registered themselves as a speaker, will be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

19. Ms. Payal Vyas, a Practicing Company Secretary (COP No - 26152) has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the remote e-voting for the EGM in a fair and transparent manner.

20. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.capri loans.in. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the EGM i.e. Thursday, February 22, 2024.

21. Section 72 of the Act, provides for Nomination by the Members of the Company in the prescribed Form No. SH-13 for shares held in physical form. Blank forms can be requested from the Company's Registrar and Transfer Agent i.e. Link Intime India Private Limited. Members holding shares in dematerialized form may contact their respective Depository Participants for recording of nomination. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

As required by Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 to 6 of the accompanying Notice dated January 27, 2024.

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. L.V. Prabhakar (DIN: 08110715)** was appointed as an Additional (Independent) Director of the Company by the Board of Directors of the Company at its meeting held on January 27, 2024 for a term of 5 years with effect from January 27, 2024 to January 26, 2029, 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. Prabhakar 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. Prabhakar 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. Prabhakar 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. Prabhakar to act as a Director in terms of Section 152 of the Companies Act, 2013.

Further, Mr. Prabhakar 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 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 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. Prabhakar has enrolled his name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs.

Brief profile of Mr. L.V. Prabhakar:

Mr. Prabhakar has a rich experience in banking and finance having held senior management positions in public sector banks, AMCs, insurance companies, and management institutions. Mr. Prabhakar served as MD & CEO of Canara Bank, Chairman of Canara ROBECO AMC, Executive Director of Punjab National Bank, and Director of PNB Metlife Insurance and PNB Housing Finance. He is M.Sc. (Agri) and CAIIB.

In the opinion of the Board of Directors, Mr. Prabhakar 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. Prabhakar 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.

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. Prabhakar 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. Prabhakar, 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

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 **Ms. Nupur Mukherjee (DIN: 10061931)** was appointed as an Additional (Independent) Director of the Company by the Board of Directors of the Company at its meeting held on January 27, 2024 for a term of 3 years with effect from January 27, 2024 to January 26, 2027, 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 Ms. Mukherjee 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 her skills, experience, expertise and knowledge, the Nomination and Remuneration Committee and the Board have recommended the appointment of Ms. Mukherjee 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 Ms. Mukherjee confirming that she 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 Ms. Mukherjee to act as a Director in terms of Section 152 of the Companies Act, 2013.

Further, Ms. Mukherjee has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. She has also confirmed that she 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 her consent to act as Directors of the Company. She has also provided all the required statutory disclosures/ declarations and her 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, Ms. Mukherjee has enrolled her name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs.

Brief profile of Ms. Nupur Mukherjee:

Ms. Mukherjee brings a deep understanding of data driven solutions, cloud and AI technologies crucial in delivering automation and generating cost efficiencies. She has been associated with some of the top Indian technology companies in the past and is currently serving as Director of various technology companies. She has also held the position of Global Managing Director at Standard Chartered Bank and Barclays in India, SE Asia, China, and Europe, where she was responsible for a host of critical technology practices.

Ms. Mukherjee holds various Degrees and certificates including Certified Independent Director from the Indian Institute of Corporate Affairs & Global ESG professional, Certified prompt engineer 2023- Oxford University, Executive Program (Executive Studies, Strategic Execution & Design Thinking) from Stanford University, USA in 2016, Data Science for Managers Program from John Hopkins University, USA in 2018, Chartered Institute of Management Accountants UK in 2013, B. Com (Hons Maths and Computer Applications) from University of Mumbai, Mumbai in 1999, PMP – PMI Institute USA, Prince2 Practitioner UK OGC, DEVOPS Certified expert-EXIN, Global ESG certified expert World council, GRI 2023, Cloud AWS Solution architect, Azure Solution architect certified Analytics certified and Salesforce Marketing cloud expert.

In the opinion of the Board of Directors, Ms. Mukherjee is eligible to be appointed as an Independent Director for a term of 3 consecutive years and fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder, for her appointment as an Independent Director of the Company and is independent of the Management.

The letter of appointment of Ms. Mukherjee 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.

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, Ms. Mukherjee 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 Ms. Mukherjee, 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. 2 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.

Resolution No. 3

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. Shishir Priyadarshi (DIN: 03459204)** was appointed as an Additional (Independent) Director of the Company by the Board of Directors of the Company at its meeting held on January 27, 2024 for a term of 3 years with effect from January 27, 2024 to January 26, 2027, 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. Priyadarshi 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. Priyadarshi 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. Priyadarshi 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. Priyadarshi to act as a Director in terms of Section 152 of the Companies Act, 2013.

Further, Mr. Priyadarshi 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 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 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. Priyadarshi has enrolled his name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs.

Brief profile of Mr. Shishir Priyadarshi:

Mr. Priyadarshi has a rich and versatile experience of over 4 decades in various national and global institutions. As an IAS officer of UP cadre, he served in the administrative services for over two decades. In his long and illustrious career, he also had the distinction of becoming the first Indian civil servant to serve as Director of WTO. Mr. Priyadarshi has a distinguished academic record being a topper and gold medalist in post-graduation that includes MA (Economics) from University of Reading, UK, M.Sc (Nuclear Physics), DU.

In the opinion of the Board of Directors, Mr. Priyadarshi is eligible to be appointed as an Independent Director for a term of 3 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. Priyadarshi 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.

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. Priyadarshi 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. Priyadarshi, 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. 3 as set out in this Notice.

The Board of Directors recommends the resolution number 3 as set out in this Notice for approval of the Members by way of a Special Resolution.

Resolution No. 4

Board of Directors at its meeting held on January 27, 2024, subject to the approval of the Members of the Company, has approved and recommended the issue of bonus equity shares of face value of Re.1/- (Rupee One only) each credited as fully paid up to eligible Members of the Company in the proportion of face value of 1 (One) new fully paid-up equity share each for every 1 (one) existing fully paid-up equity share each held by them. Presently the Authorized Share Capital of your Company is Rs.72,00,00,000/- (Rupees Seventy Two Crores only) divided into 36,00,00,000 (Thirty Six Crores) Equity Shares of face value of Rs.2/- (Rupees Two only) each and hence, it is now proposed to increase the authorized share capital to Rs.200,00,00,000/- (Rupees Two Hundred Crores only) divided into 100,00,00,000 (One Hundred Crores only) equity shares of face value of Rs.2/- (Rupees Two) each.

Pursuant to the provisions of Sections 61 and 64 of the Act, the proposed increase in Authorized Share Capital of the Company requires approval of the Members of the Company and as a consequence of this increase, Clause V of the Memorandum of Association of the Company needs to be amended to reflect the increase in the Authorized Share Capital. Accordingly, approval of the Members of the Company is hereby sought by way of Ordinary Resolution as set out in Item No. 4 of this Notice.

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 Office 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. 4 as set out in this Notice.

The Board of Directors recommends the resolution number 4 as set out in this Notice for approval of the Members by way of an Ordinary Resolution.

Resolution No. 5

In order to improve the liquidity of the Company's shares and also increase the shareholders base on the stock market, it is proposed to sub-divide equity shares of the Company of face value of Rs.2/- each into equity shares of face value of Re.1/- each.

In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and the investors, therefore the Board at its meeting held on January 27, 2024, approved the aforesaid sub-division, subject to requisite approval of the shareholders. It is informed that there will not be any change in the amount of authorized, subscribed and paid-up Share capital of the Company on account of sub-division of equity shares.

The proposed sub-division of Equity shares requires approval of the Members of the Company and as a consequence of this change, Clause V of the Memorandum of Association of the Company needs to be amended to reflect the sub-division of Equity shares in the Authorized Share Capital.

Post sub-division of equity shares, the Issued and Paid-up Equity Share Capital of the Company will be Rs.41,24,69,986/- (Rupees Forty One Crore Twenty Four Lakh Sixty Nine Thousand Nine Hundred Eighty Six Only) divided into 41,24,69,986 (Forty One Crore Twenty Four Lakh Sixty Nine Thousand Nine Hundred Eighty Six Only) Equity Shares of face value of Re.1/- each.

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 Office 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, Promoters including Promoter Group and Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution No.5 of this Notice, except to the extent of their respective shareholding in the Company.

The Board of Directors recommends the resolution number 5 as set out in this Notice for approval of the Members by way of a Ordinary Resolution.

Resolution No. 6

In appreciation of the ongoing support from the Company's shareholders and to promote the engagement of retail investors over the long term as well as with the object to enhance the market liquidity of equity shares of the Company, the Board of Directors, at its meeting held on January 27, 2024 approved and recommended issue of bonus equity shares in the ratio of 1:1, subject to the consent of the Members of the Company, i.e.1(One) new fully paid-up equity share each be issued for every 1 (One) existing fully paid-up equity share each held by members whose names appear on the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on such date ("Record Date") as shall be fixed by the Board / Committee / Authorised person, in this regard for allotment of shares, aggregating to Rs.41,24,69,986/- (Rupees Forty One Crore Twenty Four Lakh Sixty Nine Thousand Nine Hundred Eighty Six Only) divided into 41,24,69,986 (Forty One Crore Twenty Four Lakh Sixty Nine Thousand Nine Hundred Eighty Six Only) Equity Shares of face value of Re. 1/- (Rupee One only) each.

The Bonus Shares will be issued to the members of the Company by capitalizing a sum not exceeding Rs.41,24,69,986/-(Rupees Forty One Crore Twenty Four Lakh Sixty Nine Thousand Nine Hundred Eighty Six Only) from and out of the Securities Premium Account as per the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023.

Post issue of Bonus Shares, the Issued and Paid-up Equity Share Capital of the Company will be Rs.82,49,39,972 (Rupees Eighty Two Crores Forty Nine Lakhs Thirty Nine Thousand Nine Hundred Seventy Two Only) divided into 82,49,39,972 (Eighty Two Crores Forty Nine Lakhs Thirty Nine Thousand Nine Hundred Seventy Two Only) Equity Shares of face value of Re.1/- each.

The Bonus Equity Shares, once allotted, shall rank pari-passu in all respects and carry the same rights as the existing equity shares and holders of the bonus equity shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new equity shares are allotted.

In accordance with the provisions contained in Regulation 5(3), read with Schedule I of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Nomination and Remuneration Committee shall make a fair and reasonable adjustments to the entitlement such that the exercise price for all outstanding Employees Stock Options (ESOPS) (vested but not exercised and unvested ESOPS including lapsed and forfeited ESOPS available for re-issuance), the number thereof and the number of ESOPS available for future grant(s) as on the Record Date shall be proportionately adjusted under the "Money Matters ESOP 2009" Scheme and recommend the same to the Board for its approval.

Article 105 and 106 of the Articles of Association of the Company permits capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of un-issued shares to the Members as fully paid bonus shares.

Pursuant to the provisions of Section 63 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company along with capitalization of the amount standing to the credit of Securities premium account requires the approval of the Members of the Company.

None of the Directors, Promoters including Promoter Group and Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution No.6 of this Notice, except to the extent of their respective shareholding in the Company.

The Board of Directors recommends the Resolution number 6 as set out in this Notice for approval of the Members by way of a 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: January 27, 2024

Place: Mumbai

Annexure - I

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

Particulars	Mr. L.V. Prabhakar	Ms. Nupur Mukherjee	Mr. Shishir Priyadarshi
Director Identification Number	08110715	10061931	03459204
Nationality	Indian	Indian	Indian
Date of Birth	December 12, 1962	October 10, 1978	October 23, 1957
Age	61	45	66
Date of Appointment / Re-appointment	January 27, 2024	January 27, 2024	January 27, 2024
Relationship with Directors and Key Managerial Personnel	None	None	None
Expertise in specific functional area	Finance, Management and Strategic Investments	Information and Technology	Economics, Finance and Policy
Qualification(s)	M.Sc. (Agri); CAIIB	ISB Leadership for AI 2023-24; Certified prompt engineer 2023; Oxford University – Strategic Blockchain; Executive Program - Executive Studies, Strategic Execution & Design Thinking from Stanford University, USA in 2016; Data Science for Managers Program from John Hopkins University, USA in 2018; Chartered Institute of Management Accountants UK in 2013; B. Com (Hons Maths and Computer Applications) from University of Mumbai, Mumbai in 1999; PMP – PMI Institute USA, Prince2 Practitioner UK OGC; DEVOPS Certified expert- EXIN; Global ESG certified expert World council, GRI 2023;	Master of Arts (Economics) ; Master of Science (Nuclear Physics)
Terms and conditions of appointment	Appointment as an Independent Director for a term of 5 years with effect from January 27, 2024 to January 26, 2029, not subject to retirement by rotation	Appointment as an Independent Director for a term of 3 years with effect from January 27, 2024 to January 26, 2027, not subject to retirement by rotation	Appointment as an Independent Director for a term of 3 years with effect from January 27, 2024 to January 26, 2027, not subject to retirement by rotation
Remuneration last drawn (including sitting fees For FY24)	Rs.100,000/- (Sitting Fees)	Rs.100,000/- (Sitting Fees)	Rs.100,000/- (Sitting Fees)
Number of meetings of the Board/Committee attended during the financial year 2023-24 (up to the date of this notice)	Board Meeting - 1	Board Meeting - 1	Board Meeting - 1
Board Membership in other Indian listed companies as on the date of this notice	Nil	Nil	Nil

Particulars	Mr. L.V. Prabhakar	Ms. Nupur Mukherjee	Mr. Shishir Priyadarshi
Chairmanship of committees in other Indian listed companies as on the date of this notice	Nil	Nil	Nil
Number of shares held in the Company as on the date of this notice	NIL	Nil	NIL
Listed companies from which the Director has resigned in the past three years	Can Fin Homes Limited	Nil	Bharti Airtel Limited