



Capri Global Capital Limited

Regd. Off: 1-B, Court Chambers, 35, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai – 400 020.

To
All the Members of
Capri Global Capital Limited

Sub: Abstract of the terms of appointment of Mr. Sunil Kapoor as Executive Director of the Company and Memorandum of interest under section 302 of the Companies Act, 1956('Act').

The Board of Directors of your Company at its meeting held on 24th January, 2014 has appointed Mr. Sunil Kapoor, as the Executive Director of the Company for a period of 1 year with effect from 24th January, 2014, pursuant to the provisions of section 198, 269, 309, 311 read with Schedule -XIII and other applicable provisions, if any, of the Companies Act, 1956, subject to the approval of the members at a general meeting.

Mr. Sunil Kapoor has more than two decades of work experience across the leading global organizations. He holds expertise in various functions such as Operations, Credit (underwriting), Collections, Sales, Distribution, and Risk & Finance.

He was working with Parsha Ventures Private Limited (Erstwhile Holding Company of Indo Pacific Housing Finance Ltd.) as a Senior Consultant. Before this, he was associated with Indo Pacific Housing Finance Ltd. (Formerly AIG Home Finance India Ltd.) as a Chief Executive Officer. He was instrumental in conceptualizing the whole strategy of building Financial Service business for the AIG Consumer finance in India. There he led the entry of AIG Consumer Finance business in India through the acquisitions and smooth amalgamation of two entities engaged in consumer finance and housing finance businesses.

Across his professional career, he was associated with the leading global organizations such as Citigroup, General Electric (GE), American Express (AMEX) and Godfrey Phillips.

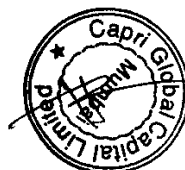
He is a qualified Chartered Accountant (May'1991) and Cost Accountant (Dec'1990). He has done his Bachelors in Commerce from Shri Ram College of Commerce, Delhi University.

As required under section 302 of the said Act, an abstract of the term of appointment, remuneration and perquisites payable to Mr. Sunil Kapoor, with effect from 24.01.2014 and memorandum specifying his interest is given below:

Abstract of terms of appointment of Mr. Sunil Kapoor as Executive Director of the Company:

I. Tenure of appointment

For a period of 1 year commencing on 24th January, 2014 to 23rd January, 2015.



II. Nature of Duties

The ED shall devote his whole time and attention to the business of the Company and exercise such powers and carry out such duties as may be entrusted to him by the Board from time to time, subject to superintendence, control and direction of the Board and in the best interest of the business of the Company and the business of any one or more of its subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such subsidiaries or any other executive body or any committee of such company.

III. Remuneration

All inclusive salary of Rs. 1.10 Crores per annum which includes all benefits and reimbursements as may be permitted under the applicable tax laws.

IV. Performance Incentive

As may be determined by the Board or its Committee thereof in each year.

V. Reimbursement

While posted at Mumbai, house rent shall be reimbursed, at actual or Rs. 12 Lakhs per annum whichever is lower.

VI. 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.
- c. Term Insurance Policy as per policy of the Company.
- d. Employees Stock Options – As may be decided by the Compensation & Remuneration Committee / Board of Directors from time to time.

VII. Other benefits

- a. 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.
- b. Company shall provide mobile and telephone facility at office.

VIII. Other terms and conditions

- a. The terms & conditions of the appointment of ED may be altered and varied from time to time by the Board of Directors of the Company as it may, in its absolute discretion deem fit, so as not to exceed the limits specified in Schedule -XIII of the Companies Act, 1956 or any amendments made hereafter.
- b. The appointment may be terminated by giving three months notice on either side or payment in lieu of notice.
- c. The employment of ED may be terminated by the Company without notice or payment in lieu of notice :
 - i. if the ED is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company ; or
 - ii. in the event of any serious or repeated or continuing breach



- (after prior warning) or non-observance by the ED of any of the stipulations contained in the appointment letter to be issued by the Company to the ED; or
- iii. in the event the Board expresses its loss of confidence in the ED.
- d. In the event the ED is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- e. Upon the termination by whatever means of the ED 's employment:
- i. The ED shall immediately tender his resignation from office held by him in any subsidiaries companies and other entities without claim for compensation for loss of office;
- ii. The ED shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries.
- f. He shall not be paid any sitting fee for attending the meetings of Board of Directors or Committee thereof.
- g. He shall abide by the Code of Conduct applicable to the Board Members of the Company.

Memorandum of Interest

Except Mr. Sunil Kapoor, no other Director of the Company is interested or concerned in the above appointment.

Inspection

Copy of resolution passed by the Board of Directors of the Company on 24th January, 2014 and the Articles of Association of the Company are available for inspection at the registered office of the Company between 11:00 A.M and 1:00 P.M on any working day except for Saturday and Sunday and any public holidays up to the date of next General Meeting.

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

Sd/-

**Date: 7th February , 2014
Place: Mumbai**

**Harish Agrawal
Vice President & Company Secretary**

