



Regd Off: 1B, 1st Floor, Court Chambers,  
35, Sir Vithaldas Thackersey Marg,  
New Marine Lines, Mumbai 400 020  
Tel: 91 22 4354 8200; Fax: 91 22 2201 9051

**CERTIFIED COPY OF THE RESOLUTION PASSED THROUGH POSTAL  
BALLOT BY THE MEMBERS OF CAPRI GLOBAL CAPITAL LIMITED AND  
DECLARED ON SATURDAY, NOVEMBER 12, 2016**

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**SUB - DIVISION OF EQUITY SHARES OF THE COMPANY**

"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 10/- each in the Authorized and paid-up Share Capital of the Company be sub-divided into 5 (five) Equity Shares having a face value of Rs 2/- 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 purposes ('Record Date')

**RESOLVED FURTHER THAT** upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make appropriate adjustments due to sub-division of shares, to the outstanding options granted to the employees of the Company under its Employee 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) Regulations, 2014 and any amendments thereto from time to time, such that the exercise price for all outstanding options as on the 'Record Date' (as determined by the Board) (vested and unvested options, including lapsed and forfeited options available for re-issue) shall be

**Capri Global Capital Limited**

(CIN: L65921MH1994PLC173469)

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proportionately adjusted and the number of options which are available for grant and those already granted but not exercised as on Record Date (as determined by the Board) shall be appropriately adjusted.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments 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."

**//CERTIFIED TRUE COPY//**  
**For CAPRI GLOBAL CAPITAL LIMITED**

**(HARISH AGRAWAL)**  
**SENIOR VICE PRESIDENT & COMPANY SECRETARY**

