

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

(Please scan this QR code
to view the Letter of Offer)

FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY

This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated February 13, 2023 (“**Letter of Offer**”), which is available on the websites of the Registrar to the Issue, the Company, the Lead Manager and the Stock Exchanges where the Equity Shares of the Company are listed, i.e., BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”, and together with BSE, the “**Stock Exchanges**”). You are encouraged to read greater details available in the Letter of Offer. Capitalized terms not specifically defined herein shall have the same meaning as ascribed to them in the Letter of Offer.

**THIS ABRIDGED LETTER OF OFFER CONTAINS 12 PAGES.
PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES**

The Company has made available on the Registrar’s website at www.linkintime.co.in and the Company’s website at www.capriloads.in, the Letter of Offer, this Abridged Letter of Offer, along with the Rights Entitlement Letter and Application Form, to the Eligible Equity Shareholders. You may also download the Letter of Offer from the websites of the Securities and Exchange Board of India (“**SEBI**”), the Stock Exchanges and the Lead Manager to the Issue, i.e., ICICI Securities Limited, at www.sebi.gov.in, www.bseindia.com, www.nseindia.com and www.icicisecurities.com, respectively.

**CAPRI GLOBAL CAPITAL LIMITED**

Registered and Corporate Office: 502, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Maharashtra, India; **Tel:** +91 22 4088 8100/ 4582 2500

Contact Person: Yashesh Bhatt, Company Secretary and Compliance Officer

E-mail: secretarial@capriglobal.in; **Website:** www.capriloads.in

Corporate Identity Number: L65921MH1994PLC173469

**OUR PROMOTERS: RAJESH SHARMA, JINISHA SHARMA, JAHNAVI SHARMA, RAGHAV SHARMA,
RAMESH CHANDRA SHARMA AND RAMESH CHANDRA SHARMA HUF**

**FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF
CAPRI GLOBAL CAPITAL LIMITED ONLY**

ISSUE DETAILS

ISSUE OF UP TO 30,315,789* FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹2.00 EACH OF THE COMPANY (THE “RIGHTS EQUITY SHARES”) FOR CASH AT A PRICE OF ₹475 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 473 PER EQUITY SHARE) AGGREGATING UP TO ₹14,400* MILLION ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 11 RIGHTS EQUITY SHARES FOR EVERY 64 EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON FEBRUARY 17, 2023 (“RECORD DATE”) (THE “ISSUE”). FOR FURTHER DETAILS, PLEASE SEE “TERMS OF THE ISSUE” BEGINNING ON PAGE 349 OF THE LETTER OF OFFER.

**Assuming full subscription*

LISTING DETAILS

The existing Equity Shares of our Company are listed on BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**” together with BSE, the “**Stock Exchanges**”). Our Company has received “in-principle” approvals from BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to the Issue through their letters dated August 16, 2022 and August 5, 2022, respectively. Our Company will also make applications to BSE and NSE to obtain trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of the Issue, the Designated Stock Exchange is BSE Limited.

ELIGIBILITY FOR THE ISSUE

Our Company is a listed company and has been incorporate under the Companies Act, 1956. The Equity Shares of our Company are currently listed on the Stock Exchanges. Our Company is eligible to offer Equity Shares pursuant to this Issue in terms of Chapter III of the SEBI ICDR Regulations and other applicable provisions of the SEBI ICDR Regulations. Further, our Company is undertaking the Issue in compliance with Part B of Schedule VI of the SEBI ICDR Regulations.

Minimum Subscription: If our Promoters and members of the Promoter Group subscribe fully to their portion of Rights Entitlements and do not renounce their Rights Entitlements (except to the extent of renunciation within Promoter and Promoter Group), the minimum subscription of 90% will not be applicable to the Issue. For details, please see “*Intent of Promoters to subscribe to their rights entitlement*” on page 10 of this Abridged Letter of offer.

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INDICATIVE TIMETABLE[#]

Issue Opening Date	Monday, 27 February 2023	Date of Allotment (on or about)	Friday, 17 March 2023
Last Date for On Market Renunciation of Rights Entitlements*	Monday, 6 March 2023	Date of credit of Rights Equity Shares to demat account of Allottees (on or about)	Wednesday, 22 March 2023
Issue Closing Date[#]	Friday, 10 March 2023		
Finalisation of Basis of Allotment (on or about)	Thursday, 16 March 2023	Date of listing (on or about)	Thursday, 23 March 2023

Note: The above timetable is indicative in nature and does not constitute any obligation on the Company or the Lead Manager. While the Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of the Company's equity shares on the Stock Exchanges are taken within the prescribed timelines, the time table may change due to various factors such as extension of the Issue period by the Company or any delay in receiving final listing and trading approval from the Stock Exchanges. The commencement of the trading of Equity shares will be entirely at the discretion of the Stock Exchanges in accordance with the applicable laws.

* *Eligible Equity Shareholders are requested to ensure that renunciation through off market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.*

Our Board or the Rights Issue committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

NOTICE TO INVESTORS

The distribution of the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and any other offering material ("**Issue Materials**") and the issue of Rights Entitlement and the Rights Equity Shares to persons in certain jurisdictions outside India are restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Issue Materials may come are required to inform themselves about and observe such restrictions. For details, see "*Restrictions on Purchases and Resales*" on page 373 of the Letter of Offer.

In accordance with the SEBI ICDR Regulations, these Issue Materials will be sent/ dispatched only to the Eligible Equity Shareholders who have provided an Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address to our Company, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas Shareholders who do not update our records with their Indian address or the address of their duly authorised representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent the Issue Materials.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer is filed with SEBI and the Stock Exchanges. Accordingly, the Rights Entitlement and the Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer and any other Issue Materials may not be distributed, in whole or in part, in or into any jurisdiction other than India except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer or any other Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Letter of Offer and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed. Accordingly, persons receiving a copy of this Letter of Offer, and any other Issue Materials should not distribute or send this Letter of Offer or any such documents in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates or the Lead Manager or its affiliates to any filing or registration requirement (other than in India). If this Letter of Offer or any other Issue Material is received by any person in any such jurisdiction, they must not seek to subscribe to the Rights Equity Shares. For more details, see "*Restrictions on Purchases and Resales*" beginning on page 373 of the Letter of Offer.

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Notice to Persons in the United States and U.S. Persons

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or the securities laws of any state of the United States and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Our Company is an “investment company” (as defined in the U.S. Investment Company Act of 1940, as amended, and the related rules (the “**U.S. Investment Company Act**”) and has not been and will not be registered under the U.S. Investment Company Act. Accordingly, the Rights Entitlements are being issued and the Rights Equity Shares are being offered and sold only (a) to persons in the United States and to U.S. persons (as defined in Regulation S (“**Regulation S**”) and such persons (“**U.S. Persons**”) under the U.S. Securities Act) who are reasonably believed to be (i) “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act and referred to herein as “**U.S. QIBs**”) and (ii) “qualified purchasers” (as defined in Section 2(a)(51) of the U.S. Investment Company Act and referred to herein as “**U.S. Qualified Purchasers**”) pursuant to Section 4(a)(2) of the U.S. Securities Act and Section 3(c)(7) of the U.S. Investment Company Act and (b) to persons outside the United States who are non-U.S. Persons in reliance on Regulation S. The Rights Entitlements and the Rights Equity Shares are transferable only in accordance with the restrictions described in “*Restrictions on Purchases and Resales*” beginning on page 373 of the Letter of Offer.

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The securities being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“**SEBI**”) nor does SEBI guarantee the accuracy or adequacy of this Letter of Offer. Specific attention of investors is invited to the statement of “*Risk Factors*” beginning on page 22 of the Letter of Offer and “*Internal Risk factors*” on beginning on page 6 of this Abridged Letter of Offer before making an investment in the Issue.

Name of Lead Manager to the Issue and contact details	ICICI Securities Limited ICICI Venture House, Appasaheb Marathe Marg Prabhadevi, Mumbai 400 025, Maharashtra, India Tel: +91 22 6807 7100 E-mail: cgcl.rights@icicisecurities.com Investor Grievance ID: customercare@icicisecurities.com Website: www.icicisecurities.com Contact Person: Rupesh Khant SEBI Registration No.: INM000011179
Name of Registrar to the Issue and contact details	Link Intime India Private Limited C-101, 1 st floor, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai 400 083, Maharashtra, India Tel: +91 22 4918 6200 / +91 810 811 4949 E-mail: capri.rights@linkintime.co.in Investor Grievance ID: capri.rights@linkintime.co.in Website: www.linkintime.co.in Contact Person: Sumeet Deshpande SEBI Registration No.: INR000004058
Name of Auditors	M M Nissim & Co. LLP, Chartered Accountants
Self-Certified Syndicate Banks (“SCSBs”)	Self-certified syndicate bank(s) registered with SEBI, which acts as a banker to the Issue and which offers the facility of ASBA. A list of all SCSBs is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 , or such other website as updated from time to time.

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Bankers to the Issue	HDFC Bank Limited FIG- OPS Department- Lodha, I Think Techno Campus O-3 Level, Next to Kanjurmarg Station, Kanjurmarg (East) Mumbai- 400042 Maharashtra, India Tel: +91 22 30752914/28/29 E-mail: Siddharth.Jadhav@hdfcbank.com eric.bacha@hdfcbank.com, vikas.rahate@hdfcbank.com Sachin.gawade@hdfcbank.com, tushar.gavankar@hdfcbank.com Website: www.hdfcbank.com Contact Person: Siddharth Jadhav, Eric Bacha, Sachin Gawade, Vikas Rahate, Tushar Gavankar SEBI Registration No.: INBI00000063	Yes Bank Limited 18 th Floor, Empire Tower, Reliable Tech Park, Cloud City Campus, Plot no. 31, Thane-Belapur Road, Airoli, Navi Mumbai – 400708 Maharashtra, India Tel: +91 22 6854 7260 E-mail: dlbtiservices@yesbank.in Website: www.yesbank.in Contact Person: Sachin Shinde SEBI Registration No.: INBI000000935
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1. Primary Business of our Company

We offer a wide range of loans through our five lending verticals: (1) MSME loans; (2) housing loans; (3) construction finance loans; (4) loans to other NBFCs and loans against pledge of debt securities to borrowers dealing in debt securities (“Indirect Lending”); and (5) loans against gold (gold loans). We are also a corporate selling agent for third-party new car loans. For further details, see “Our Business” on page 123 of the Letter of Offer.

2. Summary of Objects of the Issue and Means of Finance

The object of the Issue is set forth in the following table:

(in ₹ million)

Particulars	Estimated amount (up to)
Augmenting our capital base	14,290*
Total	14,290*

* Assuming full subscription and Allotment in the Issue. Subject to finalisation of the Basis of Allotment and the Allotment of the Equity Shares.

3. Means of Finance

The funding requirements mentioned above are based on the internal management estimates of our Company and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our arrangements with the lenders. Our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management subject to applicable law. If additional funds are required for the purposes as mentioned above, such requirement may be met through internal accruals, additional capital infusion, debt arrangements or any combination of them, subject to compliance with applicable laws.

Our Company proposes to meet the entire funding requirements for the proposed object of the Issue from utilisation of the Net Proceeds and identifiable internal accruals, if required. Therefore, our Company is not required to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue. For further details, see “Objects of the Issue” on page 81 of the Letter of Offer.

4. Name of Monitoring Agency – CARE Ratings Limited

5. Shareholding Pattern

- a) The shareholding pattern of our Company as on December 31, 2022, can be accessed on the website of BSE at www.bseindia.com/stock-share-price/capri-global-capital-limited/cgcl/531595/shareholding-pattern/ and NSE at www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern

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6. Board of Directors

Sr. No.	Name	Designation	Other Directorships
1.	Rajesh Sharma	Managing Director and Chief Financial Officer	<ul style="list-style-type: none"> • Capri Global Asset Reconstruction Private Limited • Capri Global Finance Private Limited • Capri Global Holdings Private Limited • Capri Global Housing Finance Limited • Dnyaneshwar Trading and Investments Private Limited • Parshwanath Buildcon Private Limited
2.	Bhagyam Ramani	Independent Director	<ul style="list-style-type: none"> • Capri Global Housing Finance Limited • Gujarat Sidhee Cement Limited • Lloyds Metals and Energy Limited • NSE Clearing Limited • Saurashtra Cement Limited
3.	Desh Raj Dogra	Independent Director	<ul style="list-style-type: none"> • Aham Housing Finance Private Limited • Asirvad Micro Finance Limited • Axiscades Aerospace & Technologies Private Limited • Axiscades Technologies Limited • G R Infraprojects Limited • IFB Industries Limited • M Power Micro Finance Private Limited • S Chand and Company Limited • Welspun Corp Limited
4.	Beni Prasad Rauka	Independent Director	<ul style="list-style-type: none"> • Advanced Bio-Agro Tech Limited • Advanced Enzytech Solutions Limited • Capri Global Housing Finance Limited • Indergiri Securities Private Limited • Indergiri Share and Stock Brokers Private Limited • JC Biotech Private Limited • Manoo Finance and Investment Private Limited • Pranoo Financial Services Private Limited • Saiganesh Enzytech Solutions Private Limited • Scitech Specialities Private Limited
5.	Mukesh Kacker	Independent Director	Nil
6.	Ajit Mohan Sharan	Independent Director	<ul style="list-style-type: none"> • Avon Radio Pharmaceuticals Solutions Private Limited • Dabur India Limited • OIT Infrastructure Management Limited • SDS Life Sciences Private Limited • Transstadia Holdings Private Limited

For further details, see “Our Management” on page 148 of the Letter of Offer.

7. Neither the Company nor any of its Promoters or Directors have been or are identified as a Wilful Defaulter or a Fraudulent Borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on Wilful Defaulter(s) or Fraudulent Borrower(s) issued by RBI.

8. Financial Statement Summary

A summary of the Special Purpose Limited Review Consolidated Financial Information, and 2022 Audited Consolidated Financial Statements, are as follows:

(in ₹ million, except per share data)

Particulars	As at and for the nine months ended December 31, 2022	As at and for the year ended March 31, 2022
Equity Share capital	351.67	351.31
Net Worth	20,242.37	18,857.88
Revenue from operations	10,093.86	9,689.87

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Particulars	As at and for the nine months ended December 31, 2022	As at and for the year ended March 31, 2022
EBITDA	5,820.02	6,133.47
Profit after tax	1,397.58	2,050.41
Earnings per share		
- Basic	7.95	11.69
- Diluted	7.86	11.56
Net asset value per Equity Share ⁽¹⁾	115.12	107.36
Return on Net Worth (%) [#]	9.21	10.87
Total Borrowings ⁽²⁾	65,940.36	48,096.29

#Annualized

Notes:

(1) Net asset value per Equity Share (₹): Net assets at the end of the year/period divided by total number of Equity Shares outstanding at the end of the year/period.

(2) Total borrowings is debt securities plus borrowings (other than debt securities) ("Total Borrowings").

For further details, see "Financial Statements" beginning on page 152 of the Letter of Offer.

9. Internal Risk Factors

The below mentioned are top 5 risk factors as per the Letter of Offer:

1. If we are unable to obtain debt on acceptable terms and at competitive rates when needed or raise equity share capital when needed, it could have a material adverse effect on our business, financial condition, results of operations and cash flows. Our ability to borrow from various banks may be restricted on account of circulars issued by the RBI imposing restrictions on banks in relation to their exposure to NBFCs. As at December 31, 2022, we had borrowings from 16 different banks and our total borrowings from banks were ₹57,892.19 million, or 87.8% of our Total Borrowings of ₹65,940.36 million as at that date.
2. Our borrowings are subject to concentration risk. Our Company's borrowings from our top 10 lenders as at December 31, 2022 was 87.1% of the Total Borrowings and CGHFL's borrowings from CGHFL's top 10 lenders as at December 31, 2022 was 98.7% of the Total Borrowings. As at December 31, 2022, our borrowings from our top five lenders (all of which are banks) totalled ₹42,575.46 million, which represented 64.6% of our Total Borrowings as at that date.
3. Volatility in interest rates could cause our Net Interest Income, Net Interest Margins and the value of our fixed income investments to decline and adversely affect our financial condition, results of operations and cash flows.
4. If we are unable to control the level of Stage 3 Assets / non-performing assets ("NPAs") in our portfolio effectively or if we are unable to maintain adequate provisioning coverage or if there is any change in regulation-mandated provisioning requirements, our financial condition and results of operations could be adversely affected.
5. Any decrease in demand for our loan products could adversely affect our business, financial condition and results of operations.

For further details, see "Risk Factors" on page 22 of the Letter of Offer.

10. Summary of Outstanding Litigations

A summary of outstanding legal proceedings involving the Company and our Subsidiary as on the date of the Letter of Offer is set forth in the table below:

Nature of Cases	Number of Cases	Amount Involved* (₹ in million)
Litigations involving our Company		
By our Company		
Proceedings involving issues of moral turpitude or criminal liability	1,269	3,632.97
Civil proceedings where the amount involved is equivalent to or in excess of the materiality threshold of ₹51.20 million	5	573.70

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Nature of Cases	Number of Cases	Amount Involved* (₹ in million)
Other proceedings involving our Company which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company	Nil	Nil
Against our Company		
Proceedings involving issues of moral turpitude or criminal liability	2	Nil
Civil proceedings where the amount involved is equivalent to or in excess of the materiality threshold of ₹51.20 million	1	86.58
Proceedings before regulatory authorities involving material violation of statutory regulations	Nil	Nil
Matters involving economic offences where proceedings have been initiated	Nil	Nil
Other proceedings involving our Company which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company against our Company	Nil	Nil
Recovery proceedings under the SARFAESI Act	107	807.87
Litigations involving our Subsidiary		
By our Subsidiary		
Proceedings involving issues of moral turpitude or criminal liability	407	180.23
Civil proceedings where the amount involved is equivalent to or in excess of the materiality threshold of ₹51.20 million	Nil	Nil
Other proceedings involving our Subsidiary which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company	Nil	Nil
Against our Subsidiary		
Proceedings involving issues of moral turpitude or criminal liability	Nil	Nil
Civil proceedings where the amount involved is equivalent to or in excess of the materiality threshold of ₹51.20 million	Nil	Nil
Proceedings before regulatory authorities involving material violation of statutory regulations	Nil	Nil
Matters involving economic offences where proceedings have been initiated	Nil	Nil
Other proceedings involving our Subsidiary which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company	Nil	Nil
Recovery proceedings under the SARFAESI Act	14	31.79

**To the extent quantifiable*

For further details in relation to the pending litigation involving our Company, see section “*Outstanding Litigations and Defaults*” on page 337 of the Letter of Offer.

11. Terms of the Issue

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renouncees, to make Applications in the Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, see “- *Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*” beginning on page 360 of the Letter of Offer.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in the Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

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Investors may apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein:

- (i) the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB; or
- (ii) the requisite internet banking.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details, see “- Grounds for Technical Rejection” beginning on page 356 of Letter of Offer. Our Company, the Lead Manager, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in the Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in the Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, - see “- Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process” beginning on page 353 of the Letter of Offer.

Making an Application through the ASBA process

An Investor, wishing to participate in the Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in the Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, *via* the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in the Issue and clear demarcated funds should be available in such account for such an Application.

Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to the Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to the Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges or the Lead Manager. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently. If an Eligible Equity Shareholder makes an application both in an application form as well as on a plain paper, both applications are liable to be rejected.

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The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being, Capri Global Capital Limited;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Folio number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID;
4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to the Issue;
5. Number of Equity Shares held as on Record Date;
6. Allotment option – only dematerialised form;
7. Number of Rights Equity Shares entitled to;
8. Number of Rights Equity Shares applied for within the Rights Entitlements;
9. Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
10. Total number of Rights Equity Shares applied for;
11. Total amount paid at the rate of ₹ 475 per Rights Equity Share;
12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE / FCNR/ NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
16. All such Eligible Equity Shareholders shall be deemed to have made the representations, warranties and agreements set forth in “*Restrictions on Purchases and Resales - Transfer Restrictions and Representations, Warranties and Agreements by Purchasers*” on page 378 of Letter of Offer, and shall include the following:

“I/ We hereby make representations, warranties and agreements set forth in “*Restrictions on Purchases and Resales - Transfer Restrictions and Representations, Warranties and Agreements by Purchasers*” on page 378 of the Letter of Offer.

I/ We acknowledge that the Company, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the representations, warranties and agreements set forth therein.”

Rights Entitlement Ratio: The Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of eleven (11) Equity Share for every sixty four (64) Equity Shares held as on the Record Date.

Fractional Entitlement: The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of eleven (11) Equity Share for every sixty-four (64) Equity Shares held on the Record Date. For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 64 Equity Shares or not in the multiple of 64, the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Equity Share each if they apply for additional Equity Shares over and above their Rights Entitlements, if any, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Equity Shareholders holding less than 6 Equity Shares shall have ‘zero’ entitlement in the Issue. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the allotment of one additional Equity Share if such Eligible Equity Shareholders apply for the additional Equity Shares. However, they cannot renounce the same in favour of third parties and the application forms shall be non-negotiable.

Credit of Rights Entitlements in dematerialised account: In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, “LIPL CAPRI GLOBAL RIGHTS 2023 ESCROW DEMAT ACCOUNT”) opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI LODR Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, i.e., by March 10, 2023 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in the Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

Renunciation of Rights Entitlements: The Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off market transfer. In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 read with SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, will not be able to renounce their Rights Entitlements.

Application for Additional Rights Equity Shares: Investors are eligible to apply for Additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of Additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for Additional Rights Equity Shares shall be considered, and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in “- *Basis of Allotment*” on page 366 of the Letter of Offer.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for Additional Rights Equity Shares. Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for Additional Rights Equity Shares.

Allotment of the Equity Shares in Dematerialized Form: Please note that the equity shares applied for in this issue can be allotted only in dematerialized form and to the same depository account in which our equity shares are held by such investor on the record date. For details, see “*Allotment Advice or Refund / Unblocking of ASBA Accounts*” on page 367 of the Letter of Offer.

Intent of Promoters to subscribe to their rights entitlement: Our Promoters and Promoter Group have confirmed that they may (i) subscribe to their Rights Entitlements in the Issue or may renounce a portion of their Rights Entitlements in favour of the Promoters or other member(s) of our Promoter Group or in favour of existing shareholders of the Company or third party investors; (ii) subscribe to additional Rights Equity Shares including subscribing to any unsubscribed portion in the Issue, if any, or subscription pursuant to Rights Entitlement acquired through renunciation, either individually or jointly and/ or severally with

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the Promoter(s) or any other members of the Promoter Group, subject to compliance with the Companies Act, the SEBI ICDR Regulations, the SEBI Takeover Regulations and other applicable laws/ regulations. Provided that if any of the Promoters or members of the Promoter Group renounce any Rights Entitlements in favour of any third party investor (not being a Promoter or a member of the Promoter Group), whether or not an existing member of the Company, (i) such renouncing Promoters or member of the Promoter Group shall not apply for subscription to additional Rights Entitlement and (ii) in the event that minimum subscription of 90% is applicable to the Issue, the remaining members of the Promoters and Promoter Group shall subscribe to such number of additional Rights Equity Shares such that a minimum of 90% of the Equity Shares offered pursuant to this Issue are subscribed to in compliance with Regulation 86 of the SEBI ICDR Regulations. Further, if our Promoters and members of the Promoter Group subscribe fully to their portion of Rights Entitlements and do not renounce their Rights Entitlements (except to the extent of renunciation within Promoter and Promoter Group), the minimum subscription of 90% will not be applicable to the Issue.

The allotment of Equity Shares of the Company subscribed by the Promoters and other members of the Promoter Group in this Issue shall be eligible for exemption from open offer requirements in terms of Regulation 10(4)(a) and 10(4)(b) of the SEBI Takeover Regulations. The Issue shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI Takeover Regulations. Our Company is in compliance with Regulation 38 of the SEBI LODR Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

12. Availability of offer document of the immediately preceding public issue or rights issue for inspection: We have not made any public or rights issue immediately preceding the Issue.

13. Any other important information as per Lead Manager and the Issuer: Nil

DECLARATION BY THE COMPANY

We hereby certify that no statement made in the Letter of Offer contravenes any of the provisions of the Companies Act 2013, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. We further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

We further certify that all disclosures made in the Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS AND CHIEF FINANCIAL OFFICER OF THE COMPANY

Name and Designation	Signature
Rajesh Sharma DIN: 00020037 Designation: Managing Director and Chief Financial Officer	Sd/-
Bhagyam Ramani DIN: 00107097 Designation: Independent Director	Sd/-
Desh Raj Dogra DIN: 00226775 Designation: Independent Director	Sd/-
Beni Prasad Rauka DIN: 00295213 Designation: Independent Director	Sd/-
Mukesh Kacker DIN: 01569098 Designation: Independent Director	Sd/-
Ajit Mohan Sharan DIN: 02458844 Designation: Independent Director	Sd/-

Place: Mumbai

Date: February 13, 2023

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