

SECTION VII - ISSUE RELATED INFORMATION

ISSUE STRUCTURE

The key common terms and conditions of the NCDs are as follows:

Issuer	Capri Global Capital Limited
Type of instrument/ Name of the security	Secured, rated, listed, redeemable, non-convertible debentures
Nature of the Instrument	Secured, rated, listed, redeemable, non-convertible debentures
Mode of the Issue	Public Issue
Seniority	Senior
Lead Manager	Trust Investment Advisors Private Limited
Debenture Trustee	IDBI Trusteeship Services Limited
Depositories	NSDL and CDSL
Registrar	MUFG Intime India Private Limited (<i>formerly Link Intime India Private Limited</i>)
Issue	Public issue by our Company of up to 4,000,000 Secured, Rated, Listed, Redeemable, Non-Convertible Debentures of face value ₹1,000 each, amounting to ₹2,000 million with an option to retain over-subscription up to ₹2,000 million aggregating up to ₹4,000 million. The NCDs will be issued on the terms and conditions as set out in this Prospectus which should be read together with the Draft Prospectus. This Issue is being made pursuant to the provisions of the SEBI NCS Regulations, the Companies Act, 2013 and rules made thereunder, each as amended to the extent notified and the SEBI NCS Master Circular.
Minimum Subscription	Minimum subscription is 75% of the Base Issue Size, i.e., ₹1,500 million
Issue Size	Up to ₹4,000 million
Base Issue Size	₹2,000 million
Option to Retain Oversubscription Amount	Up to ₹2,000 million
Eligible Investors	Please see section titled “ <i>Issue Procedure – Who can apply?</i> ” on page 286.
Objects of the Issue/ Purpose for which there is a requirement of funds	Please see section titled “ <i>Objects of the Issue</i> ” on page 74.
Details of Utilization of the Proceeds	Please see section titled “ <i>Objects of the Issue</i> ” on page 74.
Coupon Rate on each category of investor*	Please see section titled “ <i>Issue Structure – Specified Terms of the NCDs</i> ” on page 266.
Step up/ Step Down Coupon rates	Not applicable
Coupon type (fixed, floating or other structure)	Fixed
Coupon reset process (including rates, spread, effective date, interest rate cap and floor etc.)	Not applicable
Frequency of coupon payment	Please see section titled “ <i>Issue Structure – Specified Terms of the NCDs</i> ” on page 266.
Coupon payment date	Please see section titled “ <i>Issue Structure – Specified Terms of the NCDs</i> ” on page 266.
Day count basis	Actual/ Actual
Interest on application money	Not applicable
Default Interest rate	Our Company shall pay interest, over and above the agreed coupon rate, in connection with any delay in allotment, refunds, listing, dematerialized credit, execution of Debenture Trust Deed, payment of interest, redemption of principal amount beyond the time limits prescribed under applicable statutory and/or regulatory requirements, at such rates as stipulated/ prescribed under applicable laws. Our Company shall pay at least 2% (two percent) per annum to the debenture holder, over and above the agreed coupon rate, till the execution of the trust deed if our Company fails to execute the trust deed within such period as prescribed under applicable law.
Tenor	Please see section titled “ <i>Issue Structure – Specified Terms of the NCDs</i> ” on page 266.
Disclosure of Interest / Dividend / redemption dates	Please see section titled “ <i>Issue Structure – Specified Terms of the NCDs</i> ” on page 266.
Redemption Date	Please see section titled “ <i>Issue Structure – Specified Terms of the NCDs</i> ” on page 266.
Redemption Amount	Please see section titled “ <i>Issue Structure – Specified Terms of the NCDs</i> ” on page 266.
Redemption Premium/ Discount	Not applicable
Face Value	₹1,000 per NCD
Issue Price	₹1,000 per NCD
Discount at which security is issued and the effective yield as a result of such discount	Not applicable
Premium/Discount at which security is redeemed and the effective yield as a result of such premium/discount	Not applicable
Put date	Not applicable
Put price	Not applicable

Call date	Not applicable
Call price	Not applicable
Put notification time (Timelines by which the investor needs to intimate our Company before exercising the put)	Not applicable
Call notification time (Timelines by which our Company needs to intimate the investor before exercising the call)	Not applicable
Minimum Application size and in multiples of NCD thereafter	₹10,000 (10 NCDs) and in multiple of ₹1,000 (1 NCD) thereafter.
Market Lot / Trading Lot	The market lot will be 1 Debenture (“ Market Lot ”). Since the NCDs are being issued only in dematerialized form, the odd lots will not arise either at the time of issuance or at the time of transfer of NCDs.
Pay-in date	Application Date. The entire Application Amount is payable on Application.
Credit Ratings	The NCDs proposed to be issued under the Issue have been rated “ACUITE AA Stable” for an amount of ₹4,000 million by Acuite Ratings & Research Limited vide its rating letters dated September 11, 2025, and press release for rating rationale dated September 11, 2025 and “IVR AA/ Positive” for an amount of ₹4,000 million by Infomerics Valuation and Rating Limited vide its rating letter dated September 15, 2025, and press release for rating rationale dated September 16, 2025. The ratings given by Acuite Ratings & Research Limited and Infomerics Valuation and Rating Limited remain valid as on the date of this Prospectus and shall remain valid as on the date of issue, allotment and listing of the NCDs on BSE Limited. Securities with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such securities carry very low credit risk. The rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The rating may be subject to revision or withdrawal at any time by the assigning rating agencies and each rating should be evaluated independently of any other rating. The rating agencies have a right to suspend or withdraw the rating at any time on the basis of factors such as new information. Please refer to Annexure IA and IB of this Prospectus for the rating letter, rating rationale and press release of the above rating. There are no unaccepted ratings and any other ratings other than as specified in this Prospectus.
Listing	The NCDs are proposed to be listed on BSE. The NCDs shall be listed within 6 (six) Working Days from the Issue Closing Date. BSE has been appointed as the Designated Stock Exchange.
Modes of payment	Please see section titled “ <i>Terms of the Issue – Manner of Payment of Interest / Unblocking</i> ” on page 279.
Issuance mode of the Instrument**	In dematerialised form only
Trading mode of the instrument**	In dematerialised form only
Issue opening date	Tuesday, September 30, 2025
Issue closing date***	Tuesday, October 14, 2025
Date of earliest closing of the Issue, if any	The Issue may close on such earlier date as may be decided by the Board of Directors or the Management Committee, subject to necessary approvals.
Issue Timing	Tuesday, September 30, 2025 to Tuesday, October 14, 2025
Record date	15 (fifteen) days prior to the relevant interest payment date, relevant Redemption Date for NCDs issued under this Prospectus. In case of redemption of NCDs, the trading in the NCDs shall remain suspended between the record date and the date of redemption, insofar as may be required by applicable law. In event the Record Date falls on a Sunday or holiday of Depositories/Stock Exchanges, the succeeding working day or a date notified by our Company to the Stock Exchanges shall be considered as the Record Date.
Settlement mode of instrument	Please see section titled “ <i>Terms of the Issue - Payment on Redemption</i> ” on page 280.
All covenants of the Issue (including side letters, accelerated payment clause, etc.)	Our Company shall comply with the representations and warranties, general covenants, negative covenants and reporting covenants as indicated below and as more specifically set out in the Debenture Trust Deed and the Prospectus: Financial Covenant: Our Company shall not breach the CRAR as per the RBI guidelines at any given point of time and the same will be tested at the end of every quarter. Other Covenants: 1. Creation of security and maintenance of the required security cover; 2. Compliance with applicable law; 3. Maintenance of corporate existence;

	4. Compliance with information covenants including submission of financial results and providing a certificate from the statutory auditor with respect to use of Issue proceeds; 5. Intimation to the Debenture Trustee prior to undertaking or entering into any amalgamation, demerger, merger or corporate restructuring or reconstruction scheme proposed by the Company; 6. Adherence of negative covenants; 7. Maintenance of statutory registers and proper books of accounts as required under applicable law; 8. Attending to the complaints received in respect of the NCDs expeditiously and satisfactorily; 9. Transfer of unclaimed interest to the “Investor Education and Protection Fund” in accordance with applicable law; 10. Enter the covenants of the issuance in the ‘security and covenant monitoring system’ hosted by the Depositories; and 11. Compliance with anti-money laundering laws. Any covenants later added shall be disclosed on the websites of the Stock Exchange, where the NCDs are proposed to be listed.
Description regarding security (where applicable) including type of security (movable/ immovable/ tangible etc.) type of charge (pledge/ hypothecation/ mortgage etc.), date of creation of security/ likely date of creation of security, minimum security cover, revaluation	A first <i>pari-passu</i> charge, by way of hypothecation, shall be created on standard receivables including the loan book, unencumbered cash, and bank balances of our Company, to be shared with existing and future lenders (excluding receivables offered exclusively as security to National Bank for Agriculture and Rural Development). The security shall be created upfront and perfected within 30 days from the date of creation. Our Company shall maintain a security cover of at least 1.10 times the entire secured obligations throughout the tenure of the NCDs.
Replacement of security, interest of the debenture holder over and above the coupon rate as specified in the Debenture Trust Deed and disclosed this Prospectus	Please see the “<i>Terms of the Issue – Security</i>” on page 268. Our Company shall maintain a minimum 110% security cover on the outstanding principal amounts and interest thereon.
Security Cover	Our Company shall maintain a 110% Security Cover at all times until the Final Settlement Date.
Condition precedent to the Issue	The following are the conditions precedent which the Company shall fulfil prior to the Deemed Date of Allotment to the satisfaction of the Debenture Trustee: • A certified true copy of the latest charter documents of our Company, certified as correct, complete and in full force and effect by the appropriate officer; • Certified true copies of relevant board resolutions and Management Committee Resolutions; • Special Resolutions under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013; • Credit rating letters from the Credit Rating Agency; • Consent letter from the Debenture Trustee and the Registrar; • Execution of transaction documents; • In-principle approval from the Stock Exchange; • Receipt of the ISIN from the Depositories for the issuance of the NCDs; and • Such other information and documents as the Debenture Holders/Debenture Trustee may reasonably request, or as may be required under applicable law. The description above is indicative and a complete list of conditions precedent will be specified in the Debenture Trust Deed.
Condition subsequent to the Issue	The following are the conditions subsequent which our Company shall fulfil on or after the Deemed Date of Allotment to the satisfaction of the Debenture Trustee: • Evidence of payment of stamp duty in connection with the issuance of NCDs; • Filing of form CHG-9 with the RoC in accordance with the Companies Act, 2013 and other filings in relation to the perfection of the security; • Evidence of corporate actions for approving and allotting the NCDs; • Credit of the relevant NCDs in the specified dematerialized account(s) of the investors; • Evidence of listing of the NCDs on the Stock Exchange; • Filing of a return of allotment on the issue of the NCDs in Form PAS-3 pursuant to the Companies (Prospectus and Allotment of Securities) Rules, 2014 with the Registrar of Companies; and • Certificate from the Statutory Auditor/ Independent Chartered Accountant confirming the complete utilization of the Issue proceeds.

	The description above is indicative and a complete list of conditions subsequent will be specified in the Debenture Trust Deed.
Events of default (including manner of voting/conditions of joining Inter Creditor Agreement)	Please refer to the section titled “ <i>Terms of the Issue – Events of Default (including manner of voting/conditions of joining Inter Creditor Agreement)</i> ” on page 269.
Creation of recovery expense fund	An amount deposited by our Company with the Designated Stock Exchange, equal to 0.01% of the issue size, subject to a maximum of deposit of ₹25,00,000 at the time of making the application for listing of NCDs, in the manner as specified by SEBI in the DT Master Circular and Regulation 11 of SEBI NCS Regulations.
Conditions for breach of covenants (as specified in Debenture Trust Deed)	Upon occurrence of any default in the performance or observance of any term, covenant, condition or provision contained in the Debenture Trust Deed, the Debenture Trustee shall take necessary actions as mentioned in the Debenture Trust Deed and this Prospectus.
Deemed Date of Allotment	The date on which the Board of Directors or the Management Committee approves the Allotment of the NCDs for the Issue or such date as may be determined by the Board of Directors/ or the Management Committee thereof and notified to the Designated Stock Exchange. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs shall be available to the Debenture Holders from the Deemed Date of Allotment.
Roles and responsibilities of the Debenture Trustee	As per SEBI (Debenture Trustee) Regulations, 1993, SEBI (Issue and Listing of Non-Convertible Securities) Regulation, 2021, Companies Act, the Listing Agreement, and the Debenture Trust Deed, each as amended from time to time. Please see section titled “ <i>Terms of the Issue – Trustees for the NCD Holders</i> ” on page 269.
Risk factors pertaining to the Issue	Please see section titled “ <i>Risk Factors</i> ” on page 16.
Provisions related to Cross Default Clause	As specified in the Debenture Trust Deed and this Prospectus.
Governing law and Jurisdiction	The governing law and jurisdiction for the purpose of the Issue shall be Indian law, and the competent courts of jurisdiction in Mumbai, India respectively.
Working day convention / Day Count Convention/ Effect of holidays on payment.	If the Interest Payment Date falls on a day other than a Working Day, the interest payment shall be made by our Company on the immediately succeeding Working Day and calculation of such interest payment shall be as per original schedule as if such Interest Payment Date were a Working Day. Further, the future Interest Payment Dates shall remain intact and shall not be changed because of postponement of such interest payment on account of it failing on a non-Working Day. If Redemption Date (also being the last Interest Payment Date) falls on a day that is not a Working Day, the Redemption Amount shall be paid by our Company on the immediately preceding Working Day along with interest accrued on the NCDs until but excluding the date of such payment. Payment of interest will be subject to the deduction of tax as per Income Tax Act or any statutory modification or re-enactment thereof for the time being in force. In case the Maturity Date (also being the last Interest Payment Date) does not fall on a Working Day, the payment will be made on the immediately preceding Working Day, along with coupon/interest on the NCDs until but excluding the date of such payment.

Notes:

- * If there is any change in Coupon Rate pursuant to any event including elapse of certain time period or downgrade in rating, then such new Coupon Rate and events which lead to such change should be disclosed to the Stock Exchange.
- ** In terms of Regulation 7 of the SEBI NCS Regulations, our Company will undertake this public issue of the NCDs in dematerialised form. Trading in NCDs shall be compulsorily in dematerialized form.
- *** The Issue shall remain open for subscription on Working Days from 10:00 A.M to 5:00 P.M (Indian Standard Time) during the period indicated above, except that the Issue may close on such earlier date or extended date (subject to a minimum period of two (2) working days and a maximum period of ten (10) working days from the date of opening of the Issue and subject to not exceeding thirty (30) days from filing this Prospectus with the RoC including any extensions) as may be decided by the Board of Directors of our Company or the Management Committee, subject to necessary approvals. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in an English national daily with wide circulation and a regional daily with wide circulation where the Registered Office of our Company is located (in all the newspapers in which pre-issue advertisement for opening of this Issue has been given) on or before such earlier or initial date of Issue closure. On the Issue Closing Date, the Application Forms will be accepted only between 10:00 A.M. and 3:00 P.M. (Indian Standard Time) and uploaded until 5:00 P.M. or such extended time as may be permitted by the Stock Exchanges. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5:00 P.M on one Working Day post the Issue Closing Date. For further details please refer to the chapter titled “Issue Related Information” on page 262 of this Prospectus.
Applications Forms for the Issue will be accepted only from 10:00 A.M to 5:00 P.M (Indian Standard Time) (“**Bidding Period**”) or such extended time as may be permitted by the Stock Exchanges, during the Issue Period as mentioned above on all days between Monday and Friday (both inclusive barring public holiday) (a) by the Designated Intermediaries at the Bidding Centres, or (b) by the SCSBs directly at the Designated Branches of the SCSBs. On the Issue Closing Date, Application Forms will be accepted only between 10:00 A.M to 3:00 P.M. and uploaded until 5:00 P.M (Indian Standard Time) or such extended time as may be permitted by the Stock Exchanges. It is clarified that the Applications not uploaded on the Stock Exchange(s) Platform would be rejected. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5:00 PM on one Working Day after the Issue Closing Date.
Due to limitation of time available for uploading the Applications on the Issue Closing Date, Applicants are advised to submit their Application Forms one day prior to the Issue Closing Date and, no later than 3:00 P.M. (Indian Standard Time) on the Issue Closing Date. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, there may be some Applications which are not uploaded due to lack of sufficient time to upload. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Neither our Company, nor the

Lead Manager, nor any Member of the Syndicate, Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations or designated branches of SCSBs are liable for any failure in uploading the Applications due to failure in any software/hardware systems or otherwise. Please note that the Basis of Allotment under the Issue will be on date priority basis except on the day of oversubscription and thereafter, if any, where the Allotment will be proportionate. For further details please see section titled "Issue Related Information" on page 262 of this Prospectus.

For the list of documents executed/ to be executed, please see section titled "Material Contracts and Documents for Inspection" on page 345.

Please see section titled "Issue Procedure" on page 285 for details of category wise eligibility and allotment in the Issue.

Please see Annexure III for the details pertaining to the illustrative cash flows of our Company in accordance with the SEBI NCS Master Circular.

While the NCDs are secured to the tune of 110% of the principal and interest thereon in favour of Debenture Trustee, it is the duty of the Debenture Trustee to monitor the security is maintained, however, the possibility of recovery of 100% of the amount shall depend on the market scenario prevalent at the time of enforcement of the security.

Debt securities shall be considered as secured only if the charged asset is registered with Sub-registrar and Registrar of Companies and the Central Registry set up under the Security Interest (Enforcement) Rules, 2002, as applicable, or is independently verifiable by the debenture trustee.

Specified Terms of the NCDs

Series	I	II	III	IV	V**	VI
Frequency of Interest Payment	Monthly	Annual	Monthly	Annual	Annual	Annual
Minimum Application	₹ 10,000 (10 NCDs) across all Series					
Face Value/ Issue Price of NCDs (₹/ NCD)	₹ 1,000					
In Multiples of thereafter (₹)	₹ 1,000 (1 NCD)					
Tenor	18 months	18 months	36 months	36 months	60 months	120 months
Coupon (% per annum) for NCD Holders in Category I, II, III & IV	8.55%	8.90%	8.90%	9.25%	9.45%	9.70%
Effective Yield (per annum) for NCD Holders in Category I, II, III & IV	8.89%	8.96%	9.27%	9.24%	9.44%	9.69%
Mode of Interest Payment	Through various modes available					
Amount (₹ / NCD) on Maturity for NCD Holders in Category I, II, III & IV	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000
Maturity / Redemption Date (Months from the Deemed Date of Allotment)	18 months	18 months	36 months	36 months	60 months	120 months
Put and Call Option	NA					

**Our Company shall allocate and allot Series V NCDs wherein the Applicants have not indicated the choice of the relevant NCD Series.

1. With respect to Series where interest is to be paid on an annual basis, relevant interest will be paid on each anniversary of the Deemed Date of Allotment on the face value of the NCDs. The last interest payment under annual Series will be made at the time of redemption of the NCDs.

2. With respect to Series where interest is to be paid on monthly basis, relevant interest will be paid on the first date of every month on the face value of the NCDs. The last interest payment under monthly Series will be made at the time of redemption of the NCDs. For the first interest payment for NCDs under the monthly options, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first day of the month next to that subsequent month.

3 Subject to applicable tax deducted at source, if any.

4. Please refer to Annexure III for details pertaining to the cash flows of the Company in accordance with the SEBI NCS Master Circular.

Terms of payment

The entire face value per NCDs applied for will be blocked in the relevant ASBA Account maintained with the SCSB or under UPI mechanism (only for Retail Individual Investors), as the case may be, in the bank account of the Applicants that is specified in the ASBA Form at the time of the submission of the Application Form. In the event of Allotment of a lesser number of NCDs than applied for, our Company shall unblock the additional amount blocked upon application in the ASBA Account, in accordance with the terms specified in "Terms of the Issue – Manner of Payment of Interest/ Refund/Redemption" on page 276.

Participation by any of the Investor classes as mentioned in this Prospectus in the Issue will be subject to applicable statutory and/or regulatory requirements. Applicants are advised to ensure that applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and/or regulatory provisions.

The NCDs have not been and will not be registered, listed or otherwise qualified in any jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. In particular, the NCDs have not been and will not be registered under the U.S. Securities Act, 1933, as amended (the "Securities Act") or the securities laws of any state of the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Our Company has not registered and does not intend to register under the U.S. Investment Company Act, 1940 in reliance on section 3(c)(7) thereof. This Prospectus may not be forwarded or distributed to any other