Capacit'e Infraprojects Limited

Notice of 14th Annual General Meeting

Invitation to attend 14th Annual General Meeting

Dear Members,

You all are cordially invited to attend 14th Annual General Meeting ("AGM") of Capacit'e Infraprojects Limited scheduled to be held on Friday, July 24, 2026 at 3:00 PM (IST) through video conference.

Information at a Glance:

Sr. No.	Particulars	Details
1.	Day, date and time of AGM	Friday, July 24, 2026 at 3:00 PM (IST)
2.	Mode of AGM	Video Conference ("VC")
3.	Event no. of AGM	-
4.	Cut-off Date for E-voting	Friday, July 17, 2026
5.	E-Voting start date	Monday, July 20, 2026
6.	E-voting end date	Thursday, July 23, 2026
7.	Day, Date of declaration of results	On or before Tuesday, July 28, 2026
8.	Link for participation at AGM	https://emeetings.kfintech.com/
9.	E-voting Instruction	Refer Note no. 35 of Notice of 14th AGM
10.	Helpline number & E-mail address for E-voting/ participation at the AGM	Email: emeetings@kfintech.com Toll Free Number: 1800 309 4001
11.	Registrar and Transfer Agent/E-voting Service Provider Contact Details	**Contact Person:** Mr. Anil Dalvi Senior Manager - Corporate Registry **KFin Technologies Limited** 301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai- 400070, Maharashtra Toll Free no- 1800-309-4001 E-mail Id- einward.ris@kfintech.com | Website: www.kfintech.com
12.	Company Contact Details	**Contact Person:** Rahul Kapur Company Secretary and Compliance Officer **Registered Office:** 605-607, 6th Floor, Shrikant Chambers, Phase – I, Adjacent to R K Studios, Sion-Trombay Road, Chembur, Mumbai – 400071, Maharashtra, India Tel: +91 22 71733717 | Email: cs@capacite.in
13.	Name and E-mail address of the Scrutinizer	**Contact Person:** CS Shreyans Jain Shreyans Jain & Co., Company Secretaries, E-mail: shreyanscs@gmail.com

Quick Links:

CAPACIT'E

Notice of 14th Annual General Meeting

NOTICE is hereby given that the Fourteenth (14th) Annual General Meeting ("AGM") of the Members of Capacit'e Infraprojects Limited ("the Company") will be held on Friday, July 24, 2026 at 3:00 PM (IST) through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

A. ORDINARY BUSINESSES:

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

1. Consideration and adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 together with the reports of Board of Directors and Auditor's thereon

"Resolved that the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted.

Resolved further that the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the report of Auditors thereon, be and are hereby received, considered and adopted."

2. Re-appointment of Mr. Rahul Katyal (DIN:00253046) as a Director, liable to retire by rotation

"Resolved that in accordance with the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, Mr. Rahul Katyal (DIN:00253046), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

B. SPECIAL BUSINESSES:

3. Re-appointment of Mr. Subir Malhotra (DIN:05190208) as Whole Time Director 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 178, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V thereto and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, upon recommendation of Nomination and Remuneration Committee and on the basis of approval of the Audit Committee and Board of Directors of the Company ('Board'), the consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Subir Malhotra (DIN:05190208) as Whole Time Director of the Company for a further period of five (5) years commencing from November 01, 2026 till October 31, 2031, liable to retire by rotation, subject to the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), on such terms and conditions and at such remuneration, as detailed in the explanatory statement attached hereto.

Resolved Further That the remuneration payable to Mr. Subir Malhotra, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Act or such other rules as may be prescribed from time to time.

Resolved Further That the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, things and matters as they may consider necessary, expedient or desirable for giving effect to the aforesaid resolution."

4. Ratification of Remuneration Payable to Cost Auditor

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

"**Resolved That** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹2,69,500/- (Rupees Two Lakhs Sixty-Nine Thousand Five Hundred only) plus applicable taxes thereon and reimbursement of out- of-pocket expenses, if any, as approved by the Board of Directors upon recommendation of the Audit Committee, to be paid to M/s. Y. R. Doshi & Associates, Cost Accountants (Firm Registration No. 000286), as Cost Auditors of the

Company for conducting cost audit for the FY 2026-27, be and is hereby ratified, confirmed and approved."

Resolved Further That the Board of Directors be and is hereby authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard."

5. Alteration of Object Clause of the Memorandum of Association

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"**Resolved That** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, permissions and sanctions as may be required, the consent of the members of the Company be and is hereby accorded to alter the Object Clause of the Memorandum of Association of the Company.

Resolved Further That Clause 3(A) (1) of Part A – Main Objects of the Memorandum of Association be and is hereby altered by inserting, after the words "to deal with the same in any manner whatsoever", the following:

"including construction and development of buildings such as residential, commercial, institutional and hospital buildings and to undertake engineering, procurement and construction (EPC) works and provide integrated building services including mechanical, electrical and plumbing (MEP) services, electrical systems, water supply, sewerage, fire detection and fire protection systems and passive protection, heating, ventilation and air conditioning (HVAC), plumbing, elevators, escalators, building management systems, networking, parking, security and other related services"

Resolved Further That the existing Memorandum of Association of the Company be and is hereby amended accordingly.

Resolved Further That Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and to make such modifications as may be required by any regulatory authority."

6. Renew of commission payable to Independent Directors.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Ordinary Resolution**:

"**Resolved That** pursuant to the provisions of Sections 149(9), 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules made thereunder and Regulation 17(6) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendation of the Nomination and Remuneration Committee and Board, the consent of the members of the Company be and is hereby accorded for payment of commission to the Independent Directors of the Company, not exceeding 1.00% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Act, subject to a maximum of ₹ 5,00,000 (Rupees Five Lakhs only) per Independent Director per annum.

Resolved Further That the aforesaid commission shall be paid in addition to sitting fees and reimbursement of expenses incurred for attending meetings of the Board of Directors and Committees thereof.

Resolved Further That the total overall managerial remuneration payable to all Directors of the Company in any financial year shall remain within the limits prescribed under Section 197 and other applicable provisions of the Act."

SD/-
Rahul Kapur
Company Secretary & Compliance Officer
Membership No. ACS 52093

Registered Office:
605-607, 6th Floor, Shrikant Chambers, Phase – I,
Adjacent to R K Studios,
Sion-Trombay Road, Chembur, Mumbai – 400071, Maharashtra, India

Place: Mumbai
Date: May 20, 2026

NOTES:

Virtual Meeting

1. The AGM is being held in compliance with circulars dated May 5, 2020 and subsequent circulars issued in this regard, latest being dated September 22, 2025 issued by the Ministry of Corporate Affairs ('MCA Circulars') read with SEBI Circular no. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated June 05, 2025 ('SEBI Circular'). The deemed venue of this AGM shall be registered office of the Company.

2. Since this AGM is being held without physical presence of the Members, the Proxy Form and the Attendance Slip and route map are not annexed to this Notice as per the MCA Circulars.

3. All the shareholders including large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors are encouraged to attend the AGM.

4. Members attending the 14th AGM through VC/OAVM including authorized representative(s)/attorney holder(s) of corporate members, institutional investors etc. shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013 ("Act").

5. Pursuant to the provisions of Sections 112 and 113 of the Act, Institutional/ Corporate members (i.e., other than individuals/ HUF/ NRI, etc.) intending to authorize their representatives to attend 14th AGM through VC/ OAVM on their behalf and to vote through electronic mode ("E-voting"), are requested to send a duly certified scanned copy (PDF/ JPG Format) of its Board or governing body resolution/ authorisation letter, pursuant to section 113 of the Act, to the Scrutinizer by e-mail through its registered e-mail address at shreyanscs@gmail.com with a copy marked to evoting@kfintech.com

Explanatory Statement

6. An explanatory statement pursuant to the provisions of Section 102(1) of the Act, read with the relevant rules made thereunder, setting out the material facts and reasons in respect of item No. 3 to 6 of this Notice of AGM ('Notice'), is annexed herewith.

Electronic Dispatch of Notice and Annual Report

7. The Notice along with Annual Report is being sent to those Members/ beneficial owners whose name are appearing in the register of Members/ list of beneficiaries received from the depositories as on Friday, June 26, 2026

8. The Notice and Annual Report will also be available on the website of the Company at www.capacite.in, on the website of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited (NSE) at www.nseindia.com and on the website of KFintech Technologies Limited https://evoting.kfintech.com/public/downloads.aspx.

9. The Company will also send a physical communication to the Members whose email addresses are not updated in the records, which contains the exact link and a QR code of the Company's website to access the Notice, Annual Report for FY 2025-26 and other relevant documents.

E-voting and participation in the AGM through VC/ OAVM

10. The Company is pleased to provide the facility of remote e-voting and e-voting at the AGM to its Members in respect of the business to be transacted at the AGM.

11. The Company has engaged the services of KFin Technologies Limited, Registrar and Share Transfer Agent of the Company ('KFin' or 'RTA') as the Authorised Agency to provide the aforesaid e-voting facilities.

    The remote e-voting- Key Dates:

Cut-off date The date for determining the Members entitled to vote on the resolutions set forth in this Notice	Friday, July 17, 2026
Remote e-voting period Period during which Members, as on the cut-off date, may cast their votes on electronic voting system from any location	
Start Date and Time	Monday, July 20, 2026
End Date and Time	Thursday, July 23, 2026

12. The remote e-voting will not be allowed beyond the aforesaid date & time and the e-voting module shall be forthwith disabled by KFin upon expiry of aforesaid period. Once the vote on the resolution is casted by the member, he/ she shall not be allowed to change it subsequently.

13. Only those Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, July 17, 2026 ('cut-off date') shall be entitled to avail the facility of remote e-voting/ e-voting at AGM. The person who is not a Member/ Beneficial Owner as on the cut-off date should treat this Notice for information purpose only.

14. The voting rights of Members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as at close of business hours on the cut-off date.

15. Any person who become shareholders of the Company after the Notice is dispatched, and hold equity shares as on the Cut-off Date, i.e. Friday, July 17, 2026 can login to attend / vote at the AGM, in the manner as detailed in Note no. 35 of this Notice.

16. The Company is providing VC/OAVM facility to its Members for joining/ participating at the AGM. The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

17. The Members attending the AGM who have not cast their vote by remote e-voting, shall be entitled to vote through e-voting at the AGM. However, the Members can opt for only one mode of voting i.e. either remote e-voting or e-voting at the AGM. The Members who have cast their vote by remote e-voting may also attend the AGM but will not be able to vote again at the AGM.

18. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

19. Voting at AGM will be available at the end of the AGM and shall be kept open for 15 minutes. Members viewing the AGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

Register/update Email address, Bank account and other KYC Details

20. Members who have not yet registered their email addresses and consequently, have not received the Notice and the Annual Report, are requested to get their email addresses and mobile numbers registered with KFin, by following the guidelines mentioned below:

    A. Members holding shares in physical mode are hereby notified that pursuant to General Circular No.: SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37, dated March 16, 2023, all holders of physical shares can update/ register their contact details including the details of e-mail IDs by submitting the requisite Form ISR-1 along with the supporting documents with KFintech. Form ISR 1 Form can be downloaded at https://ris.kfintech.com/clientservices/isc/isrforms.aspx and detailed FAQ in this regard can be found at https://ris.kfintech.com/faq.html.

    B. Members holding shares in dematerialized form are requested to register / update their e-mail addresses with their respective DPs.

Transcript of AGM

21. The recorded transcript of this meeting, shall also be made available on the website of the Company at www.capacite.in post AGM.

Queries and Speaker Registration

22. Members, who would like to express their views or ask questions during the AGM, may register themselves as a speaker by visiting the URL https://emeetings.kfintech.com/ and clicking on the tab 'Speaker Registration' during the period starting from July 21, 2026 up to July 23, 2026. Only those members who have registered themselves as a speaker will be allowed to express their views / ask questions during the e-AGM.

23. Members can submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM by sending an e-mail to the Company at cs@capacite.in by mentioning their name, demat account/ folio number etc. on or before Thursday, July 23, 2026 (5.00 p.m.) Such questions will be suitably replied by the Company.

Scrutinizer and Voting Results

24. CS Shreyans Jain (Membership No. 8519) of M/s. Shreyans Jain & Co. Company Secretaries, Practicing Company Secretaries (PCS No. 9801) have been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-Voting during the AGM.

25. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, will first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and submit within two working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him/her in writing, who shall countersign the same.

26. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company, i.e., www.capacite.in and on the website of KFintech at https://evoting.kfintech.com/ immediately after the declaration of result by the Chairperson or any person authorized by him / her in writing and the same shall be communicated to the BSE Limited and the National Stock Exchange of India Limited. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e. Friday, July 24, 2026.

Inspection of Documents

27. The relevant documents referred to in this Notice and the Explanatory Statement will be available for inspection electronically without any fees by the Members from the date of circulation of this Notice up to the date of AGM i.e. upto Friday, July 24, 2026. Members seeking to inspect such document(s) can send a request to the Company at Members seeking to inspect such documents can send an email to cs@capacite.in.

28. The Register of Directors & Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and all the documents referred to in the Notice and explanatory statement will be available for electronic inspection by the Members during the AGM.

Unclaimed Dividend

29. In compliance with Section 124 of the Act and Rules made thereunder, unclaimed dividend and equity shares in respect whereof dividend remains unclaimed for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all shares in respect of which dividends have remained unclaimed for 7 (seven) consecutive years or more are required to be transferred to IEPF. Once unclaimed / unpaid dividend or shares are transferred to IEPF, no claim shall lie in respect thereof with the Company. In view of this, Members are requested to claim their dividend from the Company, within the stipulated timeline.

    During the Financial Year 2026-27, dividend declared in the Financial Year 2018-19 are due for transfer to IEPF. Members wishing to claim unclaimed dividends are requested to correspond with RTA at einward.ris@kfintech.com or the Company Secretary at cs@capacite.in

Nomination

30. Pursuant to provision of Section 72 of the Act, read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, member(s) of the Company may nominate a person to whom the shares held by him/ them shall vest in the event of his/ their unfortunate death. Accordingly, members holding shares in physical form, desirous of availing this facility may submit nomination in Form SH-13 to RTA of the Company. In respect of shares held in dematerialised form, the nomination form may be filed with the concerned Depository Participant.

Other Information

31. Brief profile and other relevant information of the Directors proposed to be re-appointed are annexed hereto as **Annexure - A**.

32. As per Regulation 40 of SEBI LODR, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 (later subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/ POD-1/P/ CIR/2024/37 dated May 07, 2024) has mandated the listed companies to issue securities for the following service requests in dematerialized form only - (i) issue of duplicate securities certificate; (ii) claim from Unclaimed Suspense Account; (iii) renewal/ exchange of securities certificate; (iv) endorsement; (v) sub-division/ splitting of securities certificate; (vi) consolidation of securities certificates/ folios; (vii) Transmission; and (viii) Transposition.

33. Members who need technical assistance before or during the AGM can contact KFin at emeetings@kfintech.com or Toll Free Number: 1800 309 4001.

34. Non-resident Indian shareholders are requested to inform the following to the Company or KFin or concerned DP, as the case may be:

    a. Change in the residential status on return to India for permanent settlement;

    b. Particulars of the NRE Account with a Bank in India, if not furnished earlier.

35. Members are requested to carefully read the below instructions in connection with the e-voting facility and procedure for joining the AGM.

By order of the Board of Directors

SD/-
Rahul Kapur
Company Secretary & Compliance Officer
Membership No. ACS 52093

Registered Office:
605-607, 6th Floor, Shrikant Chambers, Phase – I,
Adjacent to R K Studios,
Sion-Trombay Road, Chembur, Mumbai – 400071, Maharashtra, India

Place: Mumbai
Date: May 20, 2026

Instructions for E-Voting

Procedure to cast vote through remote e-voting

I. Login & e-voting method for Individual shareholders holding securities in demat mode:

Type of Shareholder	Login Method
Individual shareholders holding securities in demat mode with NSDL	**1. User already registered for IDeAS facility:** a. Visit URL: https://eservices.nsdl.com. b. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. c. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting". d. Click on company name or e-Voting service provider (i.e. KFintech) and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. **2. User not registered for IDeAS e-Services:** a. To register click on link: https://eservices.nsdl.com. b. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. c. Proceed with completing the required fields. d. Follow steps given in point 1. **3. Alternatively by directly accessing the e-Voting website of NSDL:** a. Open URL: https://www.evoting.nsdl.com/ b. Click on the icon "Login" which is available under 'Shareholder/Member' section. c. 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. d. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. e. Click on company name or e-Voting service provider name and you will be redirected to KFintech e-Voting website for casting your vote during the remote e-Voting period.
Individual shareholders holding securities in demat mode with CDSL	**1. Existing user who have opted for Easi / Easiest:** a. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com. b. Click on New System Myeasi. c. Login with your registered user id and password. d. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. e. Click on e-Voting service provider name to cast your vote.

Type of Shareholder	Login Method
	2. User not registered for Easi/Easiest: a. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration b. Proceed with completing the required fields. c. Post registration is completed, follow the steps given in point 1. **3. Alternatively, by directly accessing the e-Voting website of CDSL:** a. Visit URL: www.cdslindia.com. b. Provide your demat Account Number and PAN No. c. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. d. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e-Voting is in progress. e. Click on company name and you will be redirected to KFintech e-voting website for casting your vote during the remote e-voting period.
Individual shareholders holding securities in demat mode- - Login through their demat account/ website of respective Depository Participants ('DP')	a. You can also login using the login credentials of your demat account through your demat accounts / websites of Depository Participants registered with NSDL / CDSL for e-Voting facility. b. Once logged-in, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. c. Click on options available against the Company name or e-Voting service provider – KFintech and you will be redirected to the e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website of Depository Participants.

NSDL Mobile App is available on

App Store Google Play

Helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL:

Members facing any technical issue - NSDL	Email: evoting@nsdl.co.in Toll free no.: 022-488-67-000
Members facing any technical issue - CDSL	Email: helpdesk.evoting@cdslindia.com Toll free no.: 1800-2255-33

II. **Login & e-voting method for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:**

A. Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFin which will include details of E-voting Event Number (EVEN), User ID and password. They will have to follow the below process:

a) Launch internet browser and type the URL: https://evoting.kfintech.com.

b) Enter the login credentials (i.e. User ID and Password). In case of physical folio, User ID will be EVEN (E-voting Event Number), followed by folio number. In case of demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.

c) After entering the correct details, click on LOGIN.

d) You will now reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, $, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

e) You need to login again with the new credentials.

f) On successful login, the system will prompt you to select the "EVEN" of "Capacit'e Infraprojects Limited" and click on "Submit". Members are requested to select the respective EVENs (i.e. XXXX for fully paid up shares and XXXX for partly paid up shares) and vote depending upon their shareholding (i.e. fully paid-up and/ or partly paid-up shares).

g) On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/ or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.

h) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

i) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

j) You may then cast your vote by selecting an appropriate option and click on "Submit".

k) A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

B. Members whose email addresses are not yet registered with the Company/ DPs and consequently, have not received the Notice, are requested to get their email addresses and mobile numbers registered by following the procedure laid down in Note no. 20 of this Notice.

Procedure to join the AGM via VC/ OAVM

1. Members who are entitled to attend the AGM can participate by logging on the e-voting website of KFintech viz. https://emeetings.kfintech.com/ using their secure e-voting login credentials or with the registered mobile and OTP option.

2. Members attending the AGM who have not cast their vote by remote e-voting, shall be entitled to vote at AGM through e-voting at the AGM. Please click on 'Vote' button appearing on the screen to cast your vote.

3. A video guide assisting the members attending AGM either as a speaker or participant is available for quick reference at URL https://emeetings.kfintech.com/, under the "How It Works" tab placed on top of the page.

Other Instructions

A. Any Member who has not received/ forgotten the User ID and Password, may obtain/ generate/ retrieve the same from KFintech in the manner as mentioned below:

i. If the mobile number of the Member is registered against Folio no./ DP ID Client ID, the Member may send SMS: MYEPWD <SPACE> followed by Folio no. or DP ID + Client ID to 9212993399.

- Example for NSDL: MYEPWD <SPACE> IN12345612345678
- Example for CDSL: MYEPWD <SPACE> 1234567812345678
- Example for Physical: 1009F982534 (1009 is the Event No and F982534 is folio)

ii. If email address or mobile number of the Member is registered against Folio no./ DP ID Client ID, then on the home page of https://evoting.kfintech.com/ the Member may click "Forgot Password" and you will be redirected to the web page https://evoting. kfintech.com/common/passwordoptions.aspx and enter Folio no. or DP ID Client ID and PAN to generate a new password.

B. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.

C. In case of any query, clarification(s) and/ or grievance(s), in respect of remote e-voting, please refer the Help & Frequently Asked Questions (FAQs) section and e-voting user manual available at the download Section of KFintech's website at https://evoting.kfintech.com/public/Faq.aspx or contact Mr. Anil Dalvi, Senior Manager, KFin Technologies Limited at evoting@kfintech.com or call on toll free no. 1800-309- 4001 for any further clarification.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard - 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 3:

Re-appointment of Mr. Subir Malhotra (DIN:05190208) as Whole Time Director of the Company

Mr. Subir Malhotra (DIN: 05190208) has been associated with the Company since August 09, 2012 and has played a significant role in the growth and operations of the Company. He is currently serving as the Whole-Time Director of the Company. He was re-appointed by the Board as Whole-Time Director, liable to retire by rotation, for a period of three years with effect from November 01, 2023. His current tenure as Whole-Time Director shall conclude on October 31, 2026.

In terms of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, re-appointment of a Whole-Time Director, including remuneration, requires recommendation of the Nomination and Remuneration Committee, approval of the Audit Committee, Board of Directors and approval of the members by way of Ordinary Resolution.

Mr. Malhotra has expressed his willingness to continue in his executive capacity and has proposed his re-appointment as Whole-Time Director for a further period of five (5) years with effect from November 01, 2026 till October 31, 2031.

Considering his extensive experience and significant contribution to the operations and growth of the Company, the Committee may consider his re-appointment to be in the best interests of the Company.

Mr. Malhotra satisfies all the conditions prescribed under the Act and applicable provisions of SEBI LODR for being re-appointed as Whole-Time Director of the Company.

The main terms and conditions of remuneration of Mr. Malhotra are as under:

The salary and the aggregate value of all perquisites and allowances (like furnished accommodation or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, bonus, medical reimbursement, club fees and leave travel concession for himself and his family, medical insurance and any other perquisites and allowances in accordance with the rules of the Company), shall not exceed the overall ceiling of ₹1,80,00,000/- (Rupees One Crore Eighty lakhs only) per annum plus participation in a commission pool of up to 2% of the net profits of the Company, which is distributable among all Key Managerial Personnel (KMPs) on performance basis.

Explanation:

For the purpose of calculating the aforesaid ceiling:

- *The salary and the aggregate value of all perquisites and allowances (including furnished accommodation or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, bonus, medical reimbursement, club fees and leave travel concession for himself and his family, medical insurance and any other perquisites and allowances in accordance with the rules of the Company), shall be considered.*
- *Perquisites shall be evaluated as per the Income-tax Act, 1961, wherever applicable.*
- *Contributions to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income-tax Act, 1961, gratuity payable as per the rules of the Company, and encashment of leave at the end of tenure shall not be included in the computation of the aforesaid ceiling.*
- *Provision of car for official duties and telephone facilities at residence (including reimbursement of expenses for local and long-distance official calls) shall not be included in the computation of perquisites for this purpose.*

The Company has received the requisite following declarations from Mr. Malhotra that:

a) He is not disqualified from being re-appointed as Director in terms of Section 164 of the Act;

b) He is not debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority.

c) He satisfies all the conditions set out in Part– I of Schedule V to the Act (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Act.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

Other required details pursuant to Regulation 36(3) of SEBI LODR, the Act, and SS-2 issued by the Institute of Company Secretaries of India are set out in the **Annexure– A** to the Explanatory Statement.

None of the Directors and / or Key Managerial Personnel of the Company and / or their relatives, in any way, are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution for the approval of the members as set forth in Item No. 3 of this notice.

Item No. 4:

Ratification of Remuneration Payable to Cost Auditor

The Board, on the recommendations of the Audit Committee during their meeting held on May 20, 2026 has considered and approved appointment of M/s. Y. R. Doshi & Associates, Cost Accountants as Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2026-27 at the remuneration of ₹ 2,69,500 (Rupees Two Lakh Sixty-Nine Thousand Five Hundred only) p.a.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company.

Accordingly, ratification by members is sought to the above-mentioned remuneration payable to the Cost Auditor for the financial year 2026-27 by passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution for the approval of the members as set forth in Item No. 4 of this notice.

None of the Directors and / or Key Managerial Personnel of the Company and / or their relatives, in any way, are concerned or interested, financially or otherwise, in the resolution.

Item No. 5:

Alteration of Object Clause of the Memorandum of Association

The Company is presently engaged in the business of construction and development of infrastructure projects. In the ordinary course of execution of such projects, the Company also undertakes various allied and integrated construction activities including engineering, procurement and construction (EPC) works and mechanical, electrical and plumbing (MEP) services such as electrical systems, plumbing, HVAC, fire detection and fire protection systems and other related building services.

While such activities are broadly covered under the existing Main Objects Clause of the Memorandum of Association ("MOA"), it is considered appropriate and desirable, from a governance, operational and regulatory perspective, to expressly include these activities within the Object Clause for greater clarity and alignment with the Company's present business operations.

Accordingly, it is proposed to alter Clause 3(A)(1) of Part A – Main Objects of the MOA by inserting enabling provisions relating to EPC works and integrated building services as referred in the resolution.

The proposed amendment is clarificatory in nature and does not result in any change in the existing line of business of the Company.

Pursuant to Section 13 of the Companies Act, 2013, the said alteration can be affected only with the approval of members by passing a Special Resolution.

The Board of Directors recommends the special resolution for approval of the members of the Company as set out in Item No. 5 of this notice.

None of the Directors or Key Managerial Personnel of the Company or any of their respective relatives, are in any way, are concerned or interested, whether financially or otherwise, in this resolution.

Item No. 6:

Renew of Commission payable to Independent Directors

Pursuant to the provisions of Sections 149(9), 197, 198 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder and Regulation 17(6) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had obtained approval of the members at the 11th Annual General Meeting (AGM) held on September 21, 2023 for payment of commission to Independent Directors for a period of three financial years up to FY 2025-26.

Considering the valuable guidance, strategic inputs and oversight provided by the Independent Directors of the Company, it is proposed to continue payment of commission to Independent Directors on substantially the same terms as approved previously, as under:

- Commission not exceeding **1.00% of the net profits** of the Company computed in accordance with Section 198 of the Companies Act, 2013

- Subject to a maximum of **₹ 5,00,000 (Rupees Five Lakhs only) per Independent Director per annum**
- Payable in addition to sitting fees and reimbursement of expenses for attending meetings

The Board of Directors recommends the Ordinary resolution for approval of the members of the Company as set out in Item No. 6 of this notice.

All the Independent Directors of the Company are deemed to be concerned or interested, financially or otherwise, in the resolution to the extent of commission that may be received by them. None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

SD/-
Rahul Kapur
Company Secretary & Compliance Officer
Membership No. ACS 52093

Registered Office:
605-607, 6th Floor, Shrikant Chambers, Phase – I,
Adjacent to R K Studios,
Sion-Trombay Road, Chembur, Mumbai – 400071, Maharashtra, India

Place: Mumbai
Date: May 20, 2026

Annexure- A

ADDITIONAL INFORMATION ON DIRECTOR(S) SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 14TH AGM

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI)

Brief Profile of
Mr. Rahul Katyal

Mr. Rahul Katyal is founder and promoter of the Company. With a deep understanding of the construction industry over three decades, he brings expertise in project management, budgeting, resource allocation, and client relations, enabling the company to deliver projects with excellence and efficiency. He leads the company's strategic planning, emphasizing growth, efficiency, and sustainability. especially in business development and operations of the Company. He also engages hands-on in business development initiatives and operational management, ensuring a seamless integration of vision and execution.

Brief Profile of
Mr. Subir Malhotra

Subir Malhotra is a founding member and key promoter of the Company. He holds a Bachelor's degree in Civil Engineering from the renowned Birla Institute of Technology & Science, Pilani (Rajasthan). With over three decades of industry experience, he leads Business Development and Operations across the Company's pan-India presence, driving growth and operational efficiency nationwide. His strategic leadership has been pivotal in the Company's ongoing expansion and successful project delivery, firmly establishing its reputation as one of the leaders in India's construction sector.

Other Details:

	Mr. Rahul Katyal (DIN: 00253046)	**Mr. Subir Malhotra (DIN: 05190208)**
Date of Birth & Age	March 01, 1975 (51 Years)	October 11, 1965 (60 Years)
Date of Appointment	August 9, 2012	August 9, 2012
Qualification	Higher Secondary Certificate from the Maharashtra State Board of Secondary and Higher Secondary Education Higher Secondary Education from the Divisional Board of the Maharashtra State Board of Secondary and Higher Secondary Education	Bachelor's Degree in Civil Engineering from Birla Institute of Technology & Science (BITS), Pilani.
Relation with other Director, Managers and Key Managerial Personnel	Brother of Mr. Rohit Katyal, Executive Chairman	Not Applicable
Terms and Conditions of appointment and remuneration	Director liable to retire by rotation	Refer explanatory statement of Item No. 3

	Mr. Rahul Katyal (DIN: 00253046)	Mr. Subir Malhotra (DIN: 05190208)
Experience and Expertise in specific functional areas	Please refer Corporate Governance Report page no. 82 to 85	Please refer Corporate Governance Report page no. 82 to 85
Directorship held in other companies	• Capacit'e Engineering Private Limited • Katyal Merchandise Private Limited • Katyal Ventures Private Limited • TCC Construction Private Limited • CIL MMEPL Ekatha Private Limited	• Katyal Ventures Private Limited • CIL MMEPL Ekatha Private Limited • Katyal Merchandise Private Limited • Capacit'e Engineering Private Limited
No. of Board Meetings attended during FY 2025-26	Please refer Corporate Governance Report page no. 85	Please refer Corporate Governance Report page no. 85
Remuneration drawn during the FY 2025-26	Please refer Corporate Governance Report page no. 95	Please refer Corporate Governance Report page no. 95
Remuneration proposed to be paid	NA	Refer explanatory statement of Item No. 3
Chairman / Member of the Committee of the Board of Directors of other Company	Nil	Nil
Committee positions in other Public Companies	Nil	Nil
Shareholding in the Company including shareholding as a beneficial owner.	78,97,953 Equity Shares	10,33,439 Equity Shares
Equity listed entities in India from which the person has resigned as Director in past three years	Nil	Nil

CAPACIT'E

Registered & Corporate Office

605-607, Shrikant Chambers,
Phase - I, 6th Floor, Adjacent to R K Studios,
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