



Ref : CIL/STEX30/FY22-23
Date : September 02, 2022

To

The Secretary, BSE Limited Corporate Relationship Dept, P.J. Towers, Dalal Street, Fort, Mumbai-400 001	The Secretary, National Stock Exchange of India Limited Plot No.C/1, G Block, Bandra Kurla Complex Bandra (East), Mumbai-400 051
Scrip Code /Scrip Id: 540710/CAPACITE	Scrip Symbol: CAPACITE

Dear Sir/ Madam,

Sub: Submission of Notice of the 10th Annual General Meeting (AGM) to be held through Video conferencing ("VC") / Other Audio Visual Means ("OAVM") pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015

This is with reference to Notice of 10th AGM of the Company, which is scheduled to be held on Monday, September 26, 2022 at 11:30 A.M. (IST) through Video conferencing ("VC") / Other Audio Visual Means ("OAVM"). A copy of the notice of the Annual General Meeting is being sent to all the shareholders through electronic mode whose e-mail id's are registered with the Company. The notice of the Annual General Meeting is also available on the website of the Company i.e. www.capacite.in and a copy of which is attached herewith.

Kindly take the same on your records and oblige.

Thanking you,

Yours faithfully,
For **Capacit'e Infraprojects Limited**

Varsha Malkani
Company Secretary & Compliance Officer



Encl: As Above

NOTICE

NOTICE is hereby given that the 10th Annual General Meeting of the Members of **CAPACIT'E INFRAPROJECTS LIMITED** ("the Company") will be held on Monday **26th Day of September, 2022 at 11.30 A.M.** through Video Conference ("VC") / Other Audio Visual Means ("OAVM") to transact the following business

A. ORDINARY BUSINESS:

1. To consider and adopt:

- (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2022 together with the reports of the Auditor's thereon and Board of Directors; and
- (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 together with the reports of the Auditor's thereon.

2. To appoint a Director in place of Mr. Rohit Ramnath Katyal, Executive Director having DIN: 00252944, who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 at this Annual General Meeting, and being eligible, offers himself for re-appointment.

B. SPECIAL BUSINESS:

3. Re-appointment of Mr. Rahul Ramnath Katyal (DIN: 00253046), as Managing Director:

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 Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Article 88 of Articles of Association of the Company and Regulation 17 and other applicable regulations of the SEBI Listing Regulations, as amended from time to time and pursuant to the recommendation of the Nomination & Remuneration Committee and Board of Directors, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Rahul Ramnath Katyal (DIN: 00253046), as Managing Director of the Company for a further period of 3 years with effect from September 4, 2022 to September 3, 2025, subject to the payment of

salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as may be approved and with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Rahul Ramnath Katyal, subject to the ceiling on remuneration of ₹ 3.00 Crores (Rupees Three Crores) per annum.

RESOLVED FURTHER THAT the remuneration payable to Mr. Rahul Ramnath Katyal, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 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 foregoing resolution."

4. Ratification of remuneration payable to M/s Y R Doshi & Associates, Cost Auditor of the Company:

To consider and if thought fit, to pass with or without modification, 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 ₹1,70,000/- (Rupees One Lakh Seventy Thousand only) plus applicable taxes thereon and reimbursement of out-of-pocket expenses at actuals as approved by the Board of Directors based on the recommendations of Audit Committee of the Company, to be paid to M/s. Y. R. Doshi & Associates, Cost Accountants (Firm Registration No. 000286), Cost Auditor appointed by the Board of Directors of the Company for conducting audit of the cost records for the financial year ending March 31, 2023 be and is hereby ratified."

5. Approval for Material Related Party Transactions with TPL-CIL Construction LLP

To consider and if thought fit, to pass with or without modifications(s), the following resolution as an **Ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) and the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable statutory provisions and regulations, if any, as amended from time to time including any statutory modification(s) or re-enactment(s) thereof, the Memorandum and Articles of Association of the Company, the Company’s Policy on Related Party Transactions, basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for entering into / undertaking various transaction(s) by the Company with TPL-CIL Construction LLP (a “Related Party” within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations) for an value of ₹ 1474 crore including GST (Rupees One Thousand Four Hundred Seventy Crore only) for a period effective from April, 2022 till March, 2025 in the ordinary course of business of the Company and at arm’s length basis in accordance with the provisions of Section 177, 188 and other applicable provisions, if any, of the Act and the rules made thereunder on such terms and

conditions as detailed in the explanatory statement to this Resolution, and as may be mutually agreed between the Company and TPL-CIL Construction LLP;

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “Board”, which term shall include any duly authorized Committee constituted by the Board), be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this after resolution”.

By order of the Board of Directors

Varsha Malkani

Company Secretary & Compliance Officer
Membership No. ACS 42637

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: August 09, 2022

Notes:

1. In terms of the General Circulars No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 02/2021 dated January 13, 2021 and General Circular No.2/2022 dated May 05, 2022 (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") read with Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular number SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "the Circulars"), companies are permitted to conduct the Annual General Meeting through Video Conferencing / Other Audio Visual Means ("VC" / "OAVM") without the physical presence of members at a common venue. Hence, in accordance with the Circulars, provisions of the Companies Act, 2013 ("the Act"), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Annual General Meeting ("AGM") of the members of the Company is being held through VC /OAVM on Monday, September 26, 2022 at 11.30 a.m. (IST). The venue of the meeting shall be deemed to be the Registered Office of the Company.
2. The 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 concerning the business mentioned in the accompanying Notice is annexed and forms part of this Notice. The Board of Directors of the Company at its meeting held on August 09, 2022 considered that the special business being considered unavoidable, be transacted at the eAGM of the Company.
3. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM.
4. Since the AGM will be held through VC/OAVM facility, the attendance slip, proxy form and Route Map are not annexed to this Notice.
5. Pursuant to the provisions of Section 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the AGM through e-voting facility.
6. The Company has appointed M/s. KFin Technologies Limited, Registrars and Share Transfer Agent of the Company (hereinafter called "KFinTech"), for conducting the AGM and for voting through remote e-voting or through e-voting at the AGM. The procedure for participating in the meeting through VC/ OAVM is explained in this notes and is also available on the website of the Company at www.capacite.in.
7. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM have been uploaded on the website of the Company at www.capacite.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of KFinTech i.e. e-voting agency at <https://evoting.kfintech.com>.
8. Pursuant to the provisions of the MCA Circulars on convening AGM through VC / OAVM:

Members can attend the meeting through log in credentials provided to them to connect to Video Conference. Physical attendance of the Members at the Meeting venue is not required.

 - a. Facility for appointment of proxy to attend and cast vote on behalf of the member is not available.
 - b. Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
9. The facility to join the meeting shall be opened 15 minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM. The meeting may be joined by following the procedure mentioned in this Notice.
10. Members may note that the VC/OAVM facility, provided by KFinTech, allows participation of at-least 1,000 Members on a first-come-first-served basis ("FIFO"). The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of FIFO principle.
11. The attendance of the Members (members logins) attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

12. Remote e-voting: Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings ("SS-2") issued by the ICSI and Regulation 44 of the Listing Regulations, as amended read with circular of SEBI on e-voting facility provided by Listed entities and the MCA Circulars, the Company is providing facility to its Members to exercise their right to vote on the resolutions proposed to be passed at the AGM through remote e-voting facility being provided by KFintech.
13. Voting at the e-AGM: Members who could not vote through remote e-voting may avail the e-voting facility which will be made available at the Meeting ("e-voting"), facility to be provided by KFintech.
14. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
15. The institutional members are encouraged to attend and vote at the AGM.
16. SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent ("RTA"). The Company had earlier already sent notices to the shareholders through the RTA for submission of their PAN and Bank Account details for registration / updation.
17. Securities of listed companies would be transferred in dematerialized form only w.e.f. April 1, 2019. In view of the same, Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company's RTA for assistance in this regard.
18. CS Shreyans Jain of M/s. Shreyans Jain & Co. Company Secretaries, Practicing Company Secretaries have been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the e-Voting (instapoll) system during the meeting in a fair and transparent manner.
19. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of 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.
20. 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 result will also be displayed on the Notice Board of the Company at its Registered Office. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e. September 26, 2022.
21. The relevant documents referred to in this Notice and the Explanatory Statement will be available for inspection electronically without any fees by the Members. Members seeking to inspect such documents can send an email to compliance@capacite.in
22. The Company has designated an exclusive Email ID compliance@capacite.in for redressal of shareholders complaints/grievances. For any investor related queries, you are requested to please write to us at the above Email ID.

Procedure for obtaining the AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories or with RTA on physical folios:

On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars, the Company has sent the Notice of AGM and e-voting instructions only in electronic form to the registered email addresses of the shareholders whose email addresses are registered with the Company / Depositories. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

1. Those shareholders who have registered/not registered their mail address and mobile number including address and bank details may please contact and validate/update their details with the relevant Depository Participant in case of shares held in electronic form and with the Company's Registrar and Share Transfer Agent M/s. KFintech, in case the shares held in physical form.
2. Shareholders who have not registered their mail address and in consequence the Notice of AGM and e-voting notice could not be serviced may temporarily get their email

address and mobile number provided with the Company's Registrar and Share Transfer Agent, KFinTech, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for sending the same. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to einward.ris@kfintech.com.

3. Shareholders may also visit the website of the company www.capacite.in or the website of the Registrar and Transfer Agent <https://evoting.kfintech.com> for downloading the Notice of the AGM.
4. Alternatively member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of Share Certificate in case of physical folio for sending the Notice of AGM and the e-voting instructions.

Instructions for the Members for attending the AGM through Video Conference:

1. Member will be provided with a facility to attend the AGM through video conferencing platform provided by M/s KFin Technologies Limited. Members may access the same at <https://emeetings.kfintech.com> under shareholders/members login by using their remote evoting credentials. The link for AGM will be available in shareholder/members login where the EVENT and the name of the Company can be selected. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned as below.
 - a. Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>
 - b. Enter the login credentials (i.e. User ID and password)
 - c. After logging in, click on "Video Conference" option
 - d. Then click on camera icon appearing against the AGM event of the Company to attend the meeting
2. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
3. Further, Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members, who would like to express their views or ask questions during the AGM, need to register themselves as a speaker by clicking on the 'Speaker Registration' option available on the screen after login at <https://emeetings.kfintech.com>. The Speaker Registration option will be open from September 21, 2022 at 9.00 A.M. and closed on September 23, 2022 at 5.00 P.M. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time for the AGM. Members may also send their request from their registered email address mentioning their name, DP ID and Client ID number/Folio number and mobile number, to reach the Company's email address compliance@capacite.in at-least 48 hours in advance before the start of the AGM i.e. by September 23, 2022.

Instructions for members for remote e-Voting

1. **The Remote e-voting period commences on September 22, 2022 (9:00 A.M. IST) and ends on September 25, 2022 (5:00 P.M. IST).** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **September 19, 2022** (hereinafter called as the "Cut-off Date"), may cast their votes electronically.
2. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

I) Remote e-voting: Information and Instructions

- INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY AN INDIVIDUAL SHAREHOLDER, HOLDING SHARES IN ELECTRONIC / DEMAT

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants.

Shareholders are therefore advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

The procedure to login and access the remote e-voting, as devised by the Depositories / Depository Participant(s) is given below:

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
<p>1. User already registered for IDeAS facility: **</p> <ol style="list-style-type: none"> I. URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under 'IDeAS' section. III. On the new page, enter existing User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com (Select "Register Online for IDeAS") or https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp II. Proceed with completing the required fields. <p>** (Post registration is completed, follow the process as stated in point no.1 above)</p> <p>3. First time users can visit the e-Voting website directly and follow the process below:</p> <ol style="list-style-type: none"> I. URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 	<p>1. Existing user who have opted for Easi / Easiest **</p> <ol style="list-style-type: none"> I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with user id and password. IV. Option will be made available to reach e-Voting page without any further authentication. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. <p>** (Post registration is completed, follow the process as stated in point no.1 above)</p> <p>3. First time users can visit the e-Voting website directly and follow the process below:</p> <ol style="list-style-type: none"> I. URL: www.cdslindia.com II. Provide demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress. V. Click on company name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding securities in demat mode) can login through their depository participants.

Individual Shareholders (holding securities in demat mode) can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL for e-Voting facility. Once login, 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available on the websites of Depositories / Depository Participants.

Members facing any technical issue – NSDL website

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: **1800 1020 990** and **1800 22 44 30**

Members facing any technical issue – CDSL website

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **022-23058738** or **22-23058542-43.**

- INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS, HOLDING SHARES IN ELECTRONIC / DEMAT MODE AND ALL SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE

(A) In case a Member receives an email from Kfintech [for Members whose email IDs are registered with the Company/Depository Participants (s):

1. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
2. 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 Technologies for e-voting, you can use your existing User ID and password for casting your vote.
3. After entering these details appropriately, click on "LOGIN".
4. You will now reach password change Menu wherein you are required to mandatorily change your password upon logging in for the first time. The new password shall comprise of 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.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended**

that you do not share your password with any other person and that you take utmost care to keep your password confidential.

5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the "EVENT" i.e., "Name of the Company"
7. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as on the Cut-off Date. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
8. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/demat accounts.
9. 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.
10. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
11. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed

to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

12. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the latest Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email shreyanscs@gmail.com with a copy marked to einward.ris@kfintech.com and evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format "**Corporate Name_Event No.**"

(B) In case of a Member whose email IDs are not registered /updated with the Company/ KFinTech / Depository Participants (s):

1. Members holding shares in physical mode, who have not registered /updated their email addresses are requested to register / update the same with the Company's Registrar and Share Transfer Agent, KFinTech, by clicking the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>. Alternatively member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of Share Certificate in case of physical folio.
2. Members holding shares in dematerialized mode who have not registered /updated their email addresses with their Depository Participants are requested to register / update their email addresses with the Depository Participants with whom they maintain their demat accounts.
3. After due verification, KFinTech will forward your login credentials to your registered email address.

4. Follow all the instructions at Sr. No. 1 to 12 as mentioned in I.(A). above, to cast your vote.

(C) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the Cut-off Date for e-voting i.e., September 19, 2022, he/she may obtain the User ID and Password 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> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:
MYEPWD <SPACE> IN12345612345678

Example for CDSL:
MYEPWD <SPACE> 1402345612345678

Example for Physical:
MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail 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 enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call KFin Technologies's toll free number 1800-309-4001 (from 9.00 a.m. to 5.00 p.m.).

Instructions for members for e-Voting during the AGM session:

1. Only those Members/ shareholders, who will be present in the AGM through Video Conference facility and have not casted their vote through remote e-voting are eligible to vote through e-voting during the AGM.
2. However, members who have voted through remote e-voting will be eligible to attend the AGM.

OTHER INSTRUCTIONS

1. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off Date i.e. September 19, 2022 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and e-voting thereat.
2. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFin Technologies Website) or contact Mr. S V Raju of KFin Technologies Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032 at 1800 309 4001 (Toll Free).

You can also update your mobile number and e-mail id in the user profile details to get e-voting confirmation and which may be used for further communications.

By order of the Board of Directors

Varsha Malkani

Company Secretary & Compliance Officer
Membership No. ACS 42637

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: August 09, 2022

Explanatory Statement

(pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 3 to 5 of the accompanying Notice;

ITEM NO. 3

In the 5th Annual General Meeting held on June 30, 2017, Mr. Rahul R. Katyal had been appointed as Managing Director of the Company w.e.f September 4, 2017 for a period of 5 years pursuant to the approval of members. The term of office of Mr. Rahul R. Katyal as Managing Director of the Company is due to expire on September 3, 2022. The present proposal is to seek the Shareholders' approval for the re-appointment of Mr. Rahul R. Katyal as the Managing Director in terms of the applicable provisions of the Companies Act, 2013. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company (the 'Board'), at its meeting held on August 09, 2022 has, subject to the approval of the Shareholders, approved reappointment of Mr. Rahul Katyal for a further period of 3 years from September 4, 2022.

The main terms and conditions of remuneration of Mr. Rahul R. Katyal are as under:

1. Remuneration

Remuneration of Mr. Rahul R. Katyal will be so fixed by the Board of Directors from time to time after taking into account the recommendations of the Nomination & Remuneration Committee, such that 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 such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Rahul R. Katyal, shall not exceed the overall ceiling on remuneration approved by the Members in General Meeting. Your Directors have recommended a ceiling on remuneration of ₹ 3,00,00,000/- (Rupees Three Crore only) per annum.

For the purposes of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Act, 1961 wherever applicable. In the absence of any such provision in the Act,

perquisites shall be evaluated at actual cost.

Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Company's contribution 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 his tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

Mr. Rahul R. Katyal satisfies all the conditions set out in Part – I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment, and has submitted to the Company his consent for re-appointment.

Disclosures under Regulation 36(3) of the SEBI Listing Regulations, 2015 and SS-2 issued by the Institute of Company Secretaries of India are set out in the Annexure – A to the Explanatory Statement. Additional Information relating to his appointment pursuant to Section II, Part II of Schedule V of the Companies Act, 2013 are set out in the Annexure – B to the Explanatory Statement.

2. Minimum Remuneration:

The terms and conditions of the remuneration in the event of any inadequacy or absence of profits during the financial year, the aforementioned remuneration approved herein be continued to be paid as minimum remuneration.

All other existing terms and conditions pursuant to designation, role, duties, responsibilities with respect to the appointment shall remain unchanged.

Pursuant to Regulation 17(6)(e), the remuneration payable to executive directors who are members of the promoter group, shall be subject to the approval of the shareholders by special resolution if the remuneration exceeds the limits as specified in the aforesaid regulation. As Mr. Rahul R. Katyal falls under the category of promoters and as it is recommended to approve his re-appointment the proposed approval is by Special Resolution. In terms of

Rule 7 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company, is not required to obtain approval of the Central Government, Ministry of Corporate Affairs, as the remuneration proposed to be paid to its Executive Director does not exceed the limits specified under Section 196, 197 read with Schedule V and applicable rules of the Companies Act, 2013.

The Board of Directors recommends the Special Resolution as set forth in Item No.3 for the approval of shareholders of the Company.

Except Mr. Rahul R. Katyal and Mr. Rohit R. Katyal, who is brother of Mr. Rahul R. Katyal, none of the Directors and / or Key Managerial Personnel of the Company are concerned or interested, financially or otherwise in the above resolution.

ITEM NO. 4:

The Board, on the recommendations of the Audit Committee during their meetings held on May 27, 2022, 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 ending March 31, 2022 at the remuneration as mentioned in the relevant item of the Notice.

In accordance with the provisions of Section 148 of the Act 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 shareholders of the Company.

Accordingly, ratification by the shareholders is sought to the remuneration payable to the Cost Auditor for the financial year ending March 31, 2022 by passing an Ordinary Resolution as set out at Item No. 4 of the 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.

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

ITEM NO. 5:

Pursuant to the modifications suggested to the Related Party Transactions ("RPTs") framework by the Working Committee constituted for the purpose, the Securities and Exchange Board of India ("SEBI"), carried out certain amendments to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") vide the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, some of which became effective from April 01, 2022, while some would become effective from April 01, 2023.

Regulation 23 of the SEBI Listing Regulations, as amended, states that all RPTs with an aggregate value exceeding ₹1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall be considered as Material Related Party Transaction ("MRPTs") and shall require approval of the Shareholders by means of an ordinary resolution.

The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned Company and at an arm's length basis.

Related Party	Total approval limit to be sought at the AGM
TPL-CIL Construction LLP	₹ 1474 crore (including GST)

The Company has provided the Audit Committee with the relevant details, as required under law, of the proposed RPTs. The Audit Committee, after reviewing all necessary information, has granted approval for entering into the above-mentioned material related party transactions with TPL-CIL Construction LLP. The Committee has further noted that the above-mentioned transactions will be on an arms' length basis and are in the ordinary course of business of the Company.

Accordingly, basis the approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 5 of the accompanying notice to the shareholders for approval.

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021;

Sl. No.	Description	Details
1.	Details of Summary of information provided by the management to the Audit Committee	
a.	Nature, material terms, monetary value and particulars of contracts or arrangement	₹1474 Crores including GST TPL-CIL Constructions LLP has awarded to Company the works for Construction of Rehabilitation Residential Buildings (11 nos.) on Lump-Sum basis for Redevelopment of BDD Chawls on CTS Nos 1539 & 1540 of Lower Parel Division at Worli, Mumbai- 400018
b.	Name of the related party and its relationship with the listed entity;	TPL-CIL Construction LLP, Associate
c.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Rahul R. Katyal
d.	Tenure of the proposed transactions	27 months from the date of the commencement of Individual wing of the Rehabilitation Residential Building
e.	Value of transactions	₹1474 Crores including GST
f.	Percentage of annual consolidated turnover of the Company considering FY 2021- 22 as the immediately preceding financial year	Consolidated turnover of the Company for FY. 2021-22 as ₹ 1334.79 crores. The Contract will be executed over the period of 27 months. The exact quantum of work year wise will depend on number of factors. However, if we consider uniform execution over the contract period, the approximate transaction value per year would be as under: Approx. 36.81% for FY 2022-23 Approx. 36.81% for FY 2023-24 Approx. 36.81% for FY 2024-25
g.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the Company	Not Applicable
h.	Justification for the transaction	Capacite Infraprojects Limited (CIL) has expertise in providing end to end services for Residential, Commercial and Institutional building therefore TPL-CIL Construction LLP has sub-contracted the said work to CIL
i.	A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable
j.	Any other information that may be Relevant	All relevant information mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(2) of the Act, forming part of this Notice

The Board recommends this resolution set out in Item No.5 of this notice for approval of the Members to be passed as ordinary resolution.

Mr. Rahul Katyal, Director is interested in the said resolution. Except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested.

By order of the Board of Directors

Varsha Malkani

Company Secretary & Compliance Officer
Membership No.ACS 42637

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: August 09, 2022

ANNEXURE- A

Details of Directors seeking Appointment/ Re-appointment as required under 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard – 2 issued by the Institute of Company Secretaries of India:

Name of Director	Mr. Rohit Ramnath Katyal	Mr. Rahul Ramnath Katyal
Date of Birth	January 09, 1971	March 01, 1975
Age (years)	51	47
Date of Appointment	March 01, 2014	August 09, 2012
Qualification	Bachelor's degree from University of Mumbai in Commerce stream.	Holds Higher Secondary Certificate from Maharashtra State Board of Secondary and Higher Secondary Education Divisional Board
Relation with other Director/ s (Inter-se)	Brother of Mr. Rahul Katyal, Managing Director & Chief Executive Officer	Brother of Mr. Rohit Katyal, Executive Director & Chief Financial Officer
Terms and Conditions of appointment /reappointment	Appointment as an Executive Director subject to retirement by rotation	Re-appointment as a Managing Director, not liable to retire by rotation.
Expertise in specific functional areas	Currently CFO of the Company, other functional areas include Accounts, taxation	A management consultant various industries spanning consumer goods, private-equity, retail & telecom.
Directorship held in other companies as on date	1. CIPL PPSL Yongnam Joint Venture Private Limited	1. CIPL-PPSL-Yongnam Joint Venture Constructions Pvt. Ltd. 2. Katyal Merchandise Pvt. Ltd. 3. Katyal Ventures Private Limited 4. Captech Technologies Private Limited 5. Capacit'e Engineering Private Limited 6. TCC Construction Private Limited
Chairman/ Member of the Committee of the Board of Directors of the Company*	Member in 2 Committees: Stakeholders Relationship Committee and Corporate Social Responsibility Committee	NIL
Committee positions in other Public Companies	NIL	NIL
Number of shares of the Company, held	50,00,000 Equity Shares	73,80,953 Equity Shares 15,50,000 Fully Convertible Warrants

Note:

- i. *Audit Committee, Shareholders'/ Investors' Grievance Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee are considered.

For Details such as Number of Board Meetings attended during the financial year 2021-22 by each of the above Directors and remuneration drawn in respect of the above Directors, please refer the Corporate Governance Report which is the part of this Annual Report

ANNEXURE- B

Annexure referred in item No 3 Disclosure Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 is given hereunder:

I. General information:

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|---|--|
| (1) Nature of industry | Construction of Buildings |
| (2) Date or expected date of commencement of commercial production | The Company was incorporated on August 09, 2012 and as in operation since then |
| (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not applicable |
| (4) Financial performance based on given indicators | (a) Standalone Financial Performance |

(₹ in Lakhs)

Particulars	Standalone	
	Year Ended March 31, 2022	Year Ended March 31, 2021
Revenue from operations	1,33,478.74	87,972.19
Other income	1,307.72	2,871.92
Total Income	1,34,786.46	90,844.11
Profit before tax	6,079.68	482.06
Net Profit after Tax	4,468.48	179.05

(b) Consolidated Financial Performance

(₹ in Lakhs)

Particulars	Consolidated	
	Year Ended March 31, 2022	Year Ended March 31, 2021
Revenue from operations	1,33,478.74	87,972.19
Other income	1,313.59	2,879.54
Total Income	1,34,792.33	90,851.73
Profit before tax	6,083.84	482.06
Net Profit after Tax	4,398.52	153.22

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| (5) Foreign investments or collaborations, if any. | The Company has not entered into any material foreign collaboration; an investment made in the Company is received from One Country under Foreign Direct Investment Scheme. |
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II. Information About the Appointee:

- | | |
|------------------------|--|
| (1) Background details | Mr. Rahul Ramnath Katyal aged 47 years, is founder of Capacit'e Infraprojects Limited which was incorporated on August 9, 2012. He holds a higher secondary certificate from the Maharashtra State Board of Secondary and Higher Secondary Education Divisional Board. He has approximately 27 years of experience. He possess Project management skills. He looks after complete Operations Department (execution, coordination and controls) of the Company. He is proposed to be re-appointed as Managing Director of the Company w.e.f. September 4, 2022. He currently heads business development, client relationship and operations at the Company. |
|------------------------|--|

(2) Past remuneration

Sl. No.	Particulars	Linked to	% / Fixed	Amount (in ₹)	
				Per Month	Per Annum
1	Salary & Allowances				
1.1	Basic	N.A.	Fixed	3,14,000	37,68,000
1.2	LTA	N.A.	Fixed	26,156	3,13,874
1.3	Management Allowance	N.A.	Fixed	4,44,844	53,38,126
	Total			7,85,000	94,20,000

(3) Recognition or awards

Under the leadership of Mr. Rahul Ramnath Katyal the Company has won various awards and accolades namely in the field of operational excellence and safety.

Under his direction / management the company has won numerous notable awards in the last decade, like...

- HSE Excellence Award 2017;
- Company won the emerging construction company of the year 2017;
- Appreciation for 1.6 million injury free person-hours between 2014 and 2018;
- India Book of Records Certificate for Largest Cancer Care Hospital Built in Least Time by a Philanthropic Organization;
- Award for 12th CIDC Vishwakarma Awards under category Construction Health, Safety & Environment by Construction Industry Development Council and Construction World Global Award among others;
- The GOLDEN Peacock award for excellence in HSE was also conferred to Company in 2018
- Company won the award for Contribution to Permanent Health Infrastructure by Govt of Maharashtra in 2021.

(4) Job profile and his suitability

He heads business development, client relationship and operations at the Company.

(5) Remuneration proposed

As stated in the Explanatory Statement under Item No. 3

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The remuneration as proposed of Mr. Rahul R Katyal is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and its group and diverse nature of its businesses in his position as Managing Director of the Company, Mr. Rahul R Katyal devotes his full time in overseeing the operations of the Company.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Besides the remuneration proposed, Mr. Rahul R Katyal does not have any pecuniary relationship with the Company. Mr. Rahul R Katyal is one of the Promoter and he holds 73,80,953 equity shares and 15,50,000 Preferential Warrants in the share capital of the Company.

Mr. Rahul R Katyal is brother of Mr. Rohit R Katyal, Executive Director and Chief Financial Officer of the Company.

III. Other Information:

(1) Reasons of loss or inadequate profits

The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Rahul R. Katyal i.e. till September, 2025.

(2) Steps taken or proposed to be taken for improvement

The Company has embarked on a series of strategic and operational measures that are expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium construction company undertaking several prestigious projects in hands across the country.

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| (3) Expected increase in Productivity and profits in measurable terms | The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to maintain and improve financial performance. |
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IV. Disclosures

- all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc.: Details are mentioned in the explanatory;
 - Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2021-22: The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2021-22 of the Company.
-

By order of the Board of Directors

Varsha Malkani

Company Secretary & Compliance Officer
Membership No.ACS 42637

Registered Office:

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

Place: Mumbai

Date: August 09, 2022

