



Ref : CIL/STEX 30/FY17-18

Date : August 10, 2018

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

**Sub: Notice of the 6<sup>th</sup> Annual General Meeting**

Dear Sir/ Madam,

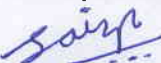
The 6<sup>th</sup> Annual General Meeting (AGM) of the Company is scheduled to be held on Monday, September 03, 2018. The Notice of the 6<sup>th</sup> AGM is attached herewith.

The Annual Report for the financial year 2017-18 is uploaded on the website of the Company [www.capacite.in](http://www.capacite.in). The Annual Report will be filed with the Stock Exchanges after it is approved and adopted in the aforesaid Annual General Meeting of the Company.

Kindly take the same on your records and oblige.

Thanking you,

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

  
**Sai Kedar Katkar**  
Company Secretary & Compliance Officer



Encl: As above

# NOTICE

NOTICE IS HEREBY GIVEN THAT the sixth Annual General Meeting of CAPACITE INFRAPROJECTS LIMITED will be held at Emerald Hall, The Acres Club, 411-B, Opp. Bhakti Bhawan, Hemu Kalani Marg, Chembur East, Mumbai - 400 071 on 3<sup>rd</sup> day, of September 2018 at 11.30 AM to transact the following business:

## ORDINARY BUSINESS:

### 1. To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018, together with Report of the Auditors thereon;

and in this regard, pass the following resolutions as Ordinary Resolutions:

- a. **RESOLVED THAT** the Audited Financial Statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted;
  - b. **RESOLVED THAT** the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018 and the reports of the Auditors thereon laid before this meeting, be and are hereby considered and adopted
2. To declare a Dividend on Equity Shares for the financial year ended March 31, 2018 and in this regard, pass the following resolution as an Ordinary Resolution;

**RESOLVED THAT** Dividend of ₹ 1.00 (i.e.10%) per Equity share of face value of ₹ 10 each fully paid-up of the Company as recommended by the Board of Directors, be and is hereby declared for the Financial year ended March 31, 2018 and the same be paid, out of the profits of the Company for the Financial year ended March 31, 2018.

3. To appoint Mr. Rohit R. Katyal (DIN: 00252944), Executive Director, who retires by rotation and being eligible, has offered himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution;

**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Rohit R. Katyal (DIN: 00252944), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation.

4. To ratify the appointment of S R B C & Co. LLP, Chartered Accountants, Statutory Auditors and fix their remuneration and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to provisions of Section 139 and Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof), and pursuant to resolution passed by members at Annual General Meeting held on September 30, 2016 appointing M/s. S R B C & CO. LLP, Chartered Accountants (Firm Registration No.: 324982E/E300003) as Statutory Auditors of the Company, to hold office for 5 years from the conclusion of Fourth Annual General Meeting till the conclusion of the Ninth Annual General Meeting of the Company, be and is hereby ratified for the financial year 2018-19 and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them in consultation with the auditors.”

## SPECIAL BUSINESS:

### 5. Ratification of Remuneration of Cost Auditor:

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, as approved by the Board of Directors to be paid to M/s. Y. R. Doshi & Associates, Cost Accountants, as Cost Auditors appointed by the Board of Directors of the Company for the financial year 2018-19 at a remuneration not exceeding ₹ 2,00,000 (Rupees Two Lakh only) per annum excluding applicable taxes, out of pocket & other expenses, as may be incurred in the course of Audit to conduct the audit of cost records

of the Company for the Financial year ending March 31, 2019, be and is hereby ratified”

**6. Appointment of Ms. Farah Nathani Menzies, as a Non-Executive Independent Director:**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Ms. Farah Nathani Menzies (DIN:06610782) who was appointed by the Board of Directors as an Additional Director of the Company (and categorised as ‘Independent Director’) with effect from November 9, 2017, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”), and who is eligible for appointment under the provisions of the Act, and Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of Director of the Company, be and is hereby appointed pursuant to the provisions of Sections 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, of the Act, as an Independent Director of the Company for a period of 3 years, and such 3 years be computed from the date of her initial/first appointment, i.e. November 9, 2017, subject to her compliance with the requirements as prescribed under the Act with regard to an Independent Director and such other provisions as may be applicable, if any, from time to time, and further during the tenure of her appointment, the said Independent Director shall not be liable to retire by rotation.

“**RESOLVED FURTHER THAT** Board of Directors and / or Company Secretary of the Company be and are hereby authorised to do all such acts, deed, things and matters as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution.”

**7. Change in designation of Mr. Siddharth D. Parekh as a Non-Executive Director:**

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 152 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial

Personnel) Rules, 2014, and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof), consent of the Shareholders be and is hereby accorded for change in designation of Mr. Siddharth D. Parekh, from Nominee Director to Non- Executive Director on the Board of Directors of the Company with effect from September 25, 2017, who shall be liable to retire by rotation and shall not be eligible for sitting fees for attending the Meetings of the Board of Directors and/ or Committee/s thereof.

“**RESOLVED FURTHER THAT** Board of Directors and / or Company Secretary of the Company be and are hereby authorised to do all such acts, deed, things and matters as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution.”

**8. Change in designation of Mr. Sumeet S. Nindrajog as a Non-Executive Director:**

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 152 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof) consent of the Shareholders be and is hereby accorded for change in designation of Mr. Sumeet S. Nindrajog (DIN: 00182873) from Nominee Director to Non- Executive Director on the Board of Directors of the Company with effect from September 25, 2017, who shall not be liable to retire by rotation and shall not be eligible for sitting fees for attending the Meetings of the Board of Directors and/ or Committee/s thereof.

“**RESOLVED FURTHER THAT** Board of Directors and / or Company Secretary of the Company be and are hereby authorised to do all such acts, deed, things and matters as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution.”

**9. Appointment of Mr. Suryakant Balkrishna Mainak as a Non-Executive Independent Director:**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Suryakant Balkrishna Mainak (DIN: 02531129) who was appointed by the Board of Directors as an Additional Director of the Company (and categorised as ‘Independent Director’) with effect from March 29, 2018, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”), and who is eligible for appointment under the provisions of the Act, and Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed pursuant to the provisions of Sections 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, of the Act, as an Independent Director of the Company for a period of 3 years, and such 3 years be computed from the date of his initial/first appointment, i.e. March 29, 2018, subject to his compliance with the requirements as prescribed under the Act with regard to an Independent Director and such other provisions as may be applicable, if any, from time to time, and further during the tenure of his appointment, the said Independent Director shall not be liable to retire by rotation.

**“RESOLVED FURTHER THAT** Board of Directors and / or Company Secretary of the Company be and are hereby authorised to do all such acts, deed, things and matters as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution.”

**10. Appointment of Mr. Arun Vishnu Karambelkar as a Non-Executive Independent Director:**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Arun Vishnu Karambelkar (DIN: 02151606) who was appointed by the Board of Directors as an Additional Director of the Company (and categorised as ‘Independent Director’) with effect from May 18, 2018, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”), and who is eligible for appointment under the provisions of the Act, and Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the

Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed pursuant to the provisions of Sections 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, of the Act, as an Independent Director of the Company for a period of 3 years, and such 3 years be computed from the date of his initial/first appointment, i.e. May 18, 2018, subject to his compliance with the requirements as prescribed under the Act with regard to an Independent Director and such other provisions as may be applicable, if any, from time to time, and further during the tenure of his appointment, the said Independent Director shall not be liable to retire by rotation.

**“RESOLVED FURTHER THAT** Board of Directors and / or Company Secretary of the Company be and are hereby authorised to do all such acts, deed, things and matters as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution.”

**11. Revision in remuneration of Mr. Rahul R. Katyal, Managing Director 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 recommendation of Nomination and Remuneration Committee and approval of the Board and subject to the provisions of section 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment(s) thereof) read with Schedule - V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded for revision in remuneration of Mr. Rahul R. Katyal, Managing Director of the Company, with effect from April 1, 2018 on the terms and conditions as detailed in the letter of appointment.

**“RESOLVED FURTHER THAT** the remuneration payable to Mr. Rahul R. Katyal, Managing Director shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

**“RESOLVED FURTHER THAT** no sitting fees will be paid to Mr. Rahul R. Katyal, Managing Director for attending meetings of the Board of Directors or any committee thereof.”

**“RESOLVED FURTHER THAT** Board of Directors and / or Company Secretary of the Company be and are hereby authorised to do all such acts, deed, things and matters as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution.”

**12. Revision in remuneration of Mr. Rohit R. Katyal, Executive Director & Chief Financial Officer 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 recommendation of Nomination and Remuneration Committee and approval of the Board and subject to the provisions of section 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment(s) thereof) read with Schedule - V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded for revision in remuneration of Mr. Rohit R. Katyal (DIN: 00252944), Executive Director and Chief Financial Officer of the Company, with effect from April 1, 2018 on the terms and conditions as detailed in the letter of appointment.”

**“RESOLVED FURTHER THAT** the remuneration payable to Mr. Rohit R. Katyal, Executive Director and CFO of the Company shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

**“RESOLVED FURTHER THAT** no sitting fees will be paid to Mr. Rohit R. Katyal, Executive Director and CFO of the Company for attending meetings of the Board of Directors or any committee thereof.”

**“RESOLVED FURTHER THAT** Board of Directors and / or Company Secretary of the Company be and are hereby authorised to do all such acts, deed, things and matters as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution.”

**13. Revision in remuneration of Mr. Subir Malhotra, Executive Director 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 recommendation of Nomination and Remuneration Committee and approval of the Board and subject to the provisions of section 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment(s) thereof) read with Schedule - V of the Companies Act, 2013, subject to shareholders approval, consent of the Board be and is hereby accorded for revision in remuneration of Mr. Subir Malhotra (DIN: 05190208), Executive Director of the Company, with effect from April 1, 2018 on the terms and conditions as detailed in the letter of appointment.”

**“RESOLVED FURTHER THAT** the remuneration payable to Mr. Subir Malhotra, Executive Director of the Company shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

**“RESOLVED FURTHER THAT** no sitting fees will be paid to Mr. Subir Malhotra, Executive Director of the Company for attending meetings of the Board of Directors or any committee thereof.”

**“RESOLVED FURTHER THAT** Board of Directors and / or Company Secretary of the Company be and are hereby authorised to do all such acts, deed, things and matters as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution.”

**14. Remuneration by way of Commission to the eligible Independent Directors:**

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

**“RESOLVED THAT** pursuant to Section 149(9), 197 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of shareholders be accorded to make payment to the Independent Directors of the Company on annual basis, of such remuneration by way of commission, the aggregate of which shall not exceed 1% (one percent) of the Net Profit of the Company on annual basis computed in the manner prescribed under Section 198 of the Companies Act, 2013, plus taxes at an applicable rate or ₹ 3,00,000 per such

Independent director per annum plus taxes at applicable rate, whichever is less, in addition to the sitting fees being paid/ payable to such Independent Directors for attending the Meetings of the Board of Directors and committee/s thereof, in such manner as may be determined by the Board of Directors from time to time, for a period of three years commencing from April 1, 2018.

**“RESOLVED FURTHER THAT** the Board of Director, based on recommendation of the Nomination & Remuneration Committee shall have further liberty to vary the amount payable to the Independent Directors by way of commission, provided that such amount shall be within the prescribed limit.

**“RESOLVED FURTHER THAT** the Board of Directors along with Nomination and Remuneration Committee of the Company be and is hereby authorised to take all such steps and do all such things including settling or resolving any doubts as may be required from time to time in connection with the aforesaid resolution and matters related thereto.”

**15. Alteration of Articles of Association of the Company:**

To consider and, if thought fit, to pass the following Resolution, with or without modifications, as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 14 and 15 and other applicable provisions

of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof), the Articles of Association of the Company be and are hereby altered so as to exclude Part B of the existing Articles of Association and be replaced with revised set of such Articles of Association, submitted to this meeting (duly initialled by the Company Secretary for the purpose of identification), be and are hereby approved and adopted”

**“RESOLVED FURTHER THAT** Board of Directors and / or Company Secretary of the Company be and are hereby authorised to do all such acts, deed, things and matters as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution.”

**By order of the Board of Directors**

**Sai Kedar Katkar**

Company Secretary  
Membership No. A-25463

Date: July 30, 2018

Place: Mumbai

**Registered Office:**

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

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of total share capital of the Company carrying voting rights. A member holding more than ten percent, of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Annual General Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.

2. Corporate members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, concerning the Special Businesses in the Notice of this Annual General Meeting is annexed hereto and forms part of this Notice.
4. Statement giving details of the Director seeking appointment/ re-appointment is also annexed with this Notice pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and Secretarial Standard on General Meeting ("SS-2").
5. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
6. Members /Proxies/ Authorised Persons attending the Annual General Meeting (AGM) of the Company are requested to hand over the Attendance Slip, duly filled in for admission to the AGM hall.
7. 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.

8. Members holding Shares in demat/electronic form are requested to write their Client ID and DP ID and those holding Shares in physical form are requested to write their folio number in the attendance slip and deliver duly signed attendance slip at the entrance of the meeting hall.
9. Members may also note that the Notice of the Sixth Annual General Meeting and the Company's Annual Report 2017-18 is available on the Company's website, [www.capacite.in](http://www.capacite.in). All the relevant documents referred to in this AGM Notice and Explanatory Statement etc. shall remain open for inspection purpose at the Registered Office of the Company during its business hours on all working days up to the date of AGM.
10. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 and Register of Contracts or Arrangement in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
11. The Register of Members and Transfer Books of the Company will be closed from August 28, 2018 to September 03, 2018 (Both days inclusive).
12. Members holding shares of the Company as on July 27, 2018, shall be entitled to vote at the Annual General Meeting of the Company. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
13. The Annual Accounts of the Subsidiary Company shall be available at the Registered Office of the Company for inspection by any shareholder. The copies of the accounts of subsidiaries required by any shareholders will be provided on written request to the Company Secretary of the Company at the Registered Office of the Company.
14. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the financial year 2017-18 are being sent by e-mail to those Members who have registered their e-mail address with the Company or Registrar and Share Transfer Agent or Depository Participant unless any Member has requested for the hard copy of the same. Physical copies of the Annual Report will be sent by way of permitted modes in case where the email addresses of the Members are not registered.
15. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact

numbers, etc., to their depository participant (DP). These changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, Karvy Computershare Private Limited to provide efficient and better services to the members.

Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agent, Karvy Computershare Private Limited at Karvy Selenium Tower, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, 500 032 (e-mail:support@karvy.com)

16. The Securities and Exchange Board of India ("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 the 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's Registrar and Transfer Agent, Karvy Computershare Private Limited.

17. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Karvy Computershare Private Limited for assistance in this regard.

Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Karvy Computershare Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

18. Information and other instructions relating to voting through electronic means:

- a. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed in this notice by electronic means and the business may be transacted through e-voting services, the said resolutions will not be decided on a show of hands at the AGM.
- b. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited ("NSDL").

- c. The facility for voting through ballot paper shall be made available at the AGM venue and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- d. The Company has appointed M/s. Shreyans Jain & Associates, Practicing Company Secretaries, as scrutiniser (the 'Scrutiniser') for conducting the voting and remote e-voting process for the Annual General Meeting in a fair and transparent manner.
- e. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutiniser, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- f. The members who have cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again.
- g. The remote e-voting period commences on August 31, 2018 (9:00 a.m.) and ends on September 2, 2018 (5:00 p.m). During this period members of the Company, holding shares as on the cut-off date of July 27, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

**The instructions, process and manner for remote e-voting are as under:**

- (i) To use the following URL for e-voting:  
<https://evoting.karvy.com/>
- (ii) Enter the login credentials i.e., user id and password mentioned below this communication. Folio No/ DP ID/ Client ID will be your user ID.

User - ID	For Members holding shares in Demat Form
	a) For NSDL : 8 Character DP ID followed by 8 Digits Client ID
	b) For CDSL : 16 digits beneficiary ID
	For Members holding shares in Physical Form
	Event No. followed by Folio Number registered with the Company
Password	In case of Members who have not registered their e-mail addresses, their User-Id and Password is printed below.
Captcha	Enter the verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.



- (iii) After entering the details appropriately click on LOGIN.
  - (iv) Password change menu will appear. Change the password with a new password of your choice. The new password has to be a minimum of 8 (eight) characters consisting of at least 1 (one) upper case (A-Z), 1 (one) lower case (a-z), 1 (one) numeric value (0-9) and a special character.  
  
Kindly note that this password can be used by the Demat holders for voting on any resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through Karvy e-voting platform.  
  
The system will prompt you to change your password and update any contact details like mobile no., email ID etc., on first login. You may also enter the 'Secret Question' and answer of your choice to retrieve your password in case you forget it.  
  
It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (v) Login again with the new credentials.
  - (vi) On successful login, system will prompt to select the 'EVENT' (E-voting Event Number) i.e. the Company's name 'Capacit'e Infraprojects Limited'.
  - (vii) On the voting page, you will see the 'Resolution Description' and against the same the option 'CONSENT / DISSENT' from voting.
  - (viii) Enter the number of shares (which represents number of votes) under 'CONSENT / DISSENT' or alternatively you may partially enter any number in 'CONSENT' and partially in 'DISSENT', but the total number in 'CONSENT/ DISSENT' taken together should not exceed your total shareholding.
  - (ix) Members holding multiple folios/ demat account shall choose the voting process separately for each folios/ demat account.
  - (x) After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on 'CANCEL' and accordingly modify your vote.
  - (xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
  - (xii) Corporate/ Institutional Members (Corporate/ FIs/ FIIs/ Trust/ Mutual Funds/ Banks etc.) are required to send scan (PDF format) of the relevant board resolution to the Scrutiniser through e-mail to shreyanscs@gmail.com with a copy to evoting@karvy.com.
  - (xiii) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of <https://evoting.karvy.com> or contact Mr. Raju S V of Karvy at +91 40 6716 2222 or at 1800 345 4001 (toll free).
  - (xiv) Members are eligible to cast vote electronically only if they are holding shares as on July 27, 2018.
  - (xv) The voting period shall commence at 9.00 a.m. on August 31, 2018 and will end at 5.00 p.m. on September 02, 2018. The e-voting module shall be disabled by Karvy at 5.00 p.m. on September 02, 2018.
19. Members have the option to vote either through e-voting or through physical postal ballot form. If a Member has opted for e-voting, then he/she should not vote by physical postal ballot form also and vice-versa. However, in case Members cast their vote both via physical postal ballot form and e-voting, then voting through e-voting shall prevail and voting done by postal ballot shall be treated as invalid.
  20. The Scrutiniser will submit his report to the Chairman of the Board after completion of the scrutiny of the postal ballots including e-votes submitted. The Scrutiniser's decision on the validity of the vote (including e-votes) shall be final. The results of the postal ballot including e-voting will be announced latest by September 01, 2018.
  21. The results, together with the Scrutiniser's report, will be displayed at the registered office of the Company and on the website of the Company ([www.capacite.in](http://www.capacite.in)) and also on the website of Karvy (<https://evoting.karvy.com>) besides being communicated to BSE Limited and the National Stock Exchange of India Limited on which the shares of the Company are listed.

## 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. 5 to 15 of the accompanying Notice

### Item No. 5

The Board, on the recommendations of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019 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 Auditors 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 Auditors for the financial year ending March 31, 2019 by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

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

The Board recommends the Ordinary resolution set forth in Item No. 5 for the approval of the Shareholders.

### Item No. 6

The term of appointment of Mrs. Rupa Rajul Vora as an Independent Director, expired on October 31, 2017. Pursuant to recommendation of Nomination & Remuneration Committee, Board appointed Ms. Farah Nathani Menzies as an Additional Director (Independent), during their Meeting held on November 9, 2017 for a period of 3 years. The present appointment is subject to approval of the Shareholders in terms of the applicable provisions of the Companies Act, 2013.

The terms of appointment including payment of sitting fees are as per the Letter of Appointment dated November 9, 2017

Except Ms. Farah Nathani Menzies, none of the Directors and/or Key Managerial Personnel of the Company are concerned or interested, financially or otherwise in the above resolution.

The Board recommends the resolution set forth in Item No. 6 for the approval of the Shareholders.

### Item No. 7 & 8:

Mr. Siddharth D. Parekh & Mr. Sumeet S. Nindrajog were appointed as Nominee/ Investor Directors for and on behalf of the Series A & Series B CCPS shareholders. The Series A & Series B CCPS were converted into Equity Shares on June 30, 2017. Further, pursuant to listing of Company's Equity Shares on September 25, 2017 on the stock exchanges, special rights available to Series A and Series B shareholders has fallen away.

The Board of Directors proposed that Mr. Siddharth D. Parekh & Mr. Sumeet S. Nindrajog should continue to be the members of the Board of Directors as Non- Executive Directors, due to their guidance and valuable contributions to the Board discussions and decision making. The present appointment is subject to approval of the Shareholders in terms of the applicable provisions of the Companies Act, 2013.

Except Mr. Siddharth D. Parekh & Mr. Sumeet S. Nindrajog, none of the Directors and Key Managerial Personnel of the Company are concerned or interested, financially or otherwise, in the above resolution.

The Board recommends the resolutions set forth in Item No. 7 & 8 for the approval of the Shareholders.

### Item No. 9 & 10:

The term of appointment of Mr. Deepak Mitra and Mr. V M Kannimbele, as Independent Directors, expired on February 24, 2018. Pursuant to recommendation of Nomination & Remuneration Committee, Board appointed Mr. Suryakant Balkrishna Mainak, as an Additional Director (Independent) of the Company, during their Meeting held on March 29, 2018 for a period of 3 years & Mr. Arun Vishnu Karambelkar, as an Additional Director (Independent) of the Company, during their Meeting held on May 18, 2018 for a period of 3 years. The present appointment is subject to approval of the Shareholders in terms of the applicable provisions of the Companies Act, 2013.

The terms of appointment including payment of sitting fees are as per the Letter of Appointment dated March 29, 2018 and May 18, 2018 respectively.

Except Mr. Suryakant Balkrishna Mainak, and Mr. Arun Vishnu Karambelkar respectively, none of the Directors and Key Managerial Personnel of the Company are concerned or interested, financially or otherwise, in the above resolution.

The Board recommends the resolution set forth in Item No. 9 & 10 for the approval of the Shareholders.

**Item No. 11:**

Pursuant to recommendations of the Nomination & Remuneration Committee and the Board of Directors, during their Meetings held on May 18, 2018, the remuneration payable to Mr. Rahul R. Katyal, Managing Director during the financial year 2018-19 is as follows:

Sr. No.	Particulars	Linked to	% / Fixed	Amount	
				Per Month	Per Annum
1	Salary & Allowances				
1.1	Basic	N.A.	Fixed	4,00,000	48,00,000
1.2	HRA	N.A.	Fixed	2,00,000	24,00,000
1.3	Management Allowance	N.A.	Fixed	1,85,000	22,20,000
	<b>Total</b>			<b>7,85,000</b>	<b>94,20,000</b>

**Perquisites**

- 1 Company will provide vehicle with fuel & driver, for official/ business purpose.
- 2 LTA for self and family for domestic travelling once in a financial year, subject to the ceiling of Basic salary of one month.
- 3 Medical expenses for self and family members at actuals, subject to applicable provisions of the Income Tax Act 1961
- 4 Annual membership fees of any one club, at actuals. Life membership fees are not covered.
- 5 Premium on Term Insurance, as may be recommended by the Nomination and Remuneration Committee, subject to the approval of Board of Directors.
- 6 Contribution to superannuation fund or annuity fund, as per Company's policy,
- 7 Gratuity as per Company's policy.

All other existing terms and conditions for appointment other than remuneration shall remain unchanged.

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 resolution set forth in Item No. 11 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 Key Managerial Personnel of the Company are concerned or interested, financially or otherwise in the above resolution.

**Item No. 12:**

Pursuant to recommendations of the Nomination & Remuneration Committee and the Board of Directors, during their Meetings held on May 18, 2018, the remuneration payable to Mr. Rohit R. Katyal, Executive Director & CFO during the financial year 2018-19 is as follows:

Sr. No.	Particulars	Linked to	% / Fixed	Amount	
				Per Month	Per Annum
1	Salary & Allowances				
1.1	Basic	N.A.	Fixed	4,00,000	48,00,000
1.2	HRA	N.A.	Fixed	2,00,000	24,00,000
1.3	Management Allowance	N.A.	Fixed	2,10,000	25,20,000
	<b>Total</b>			<b>8,10,000</b>	<b>97,20,000</b>

## Perquisites

- 1 Company will provide vehicle with fuel & driver, for official/ business purpose.
- 2 LTA for self and family for domestic travelling once in a financial year, subject to the ceiling of Basic salary of one month.
- 3 Medical expenses for self and family members at actuals, subject to applicable provisions of the Income Tax Act, 1961
- 4 Annual membership fees of any one club, at actuals. Life membership fees are not covered.
- 5 Premium on Term Insurance, as may be recommended by the Nomination and Remuneration Committee, subject to the approval of Board of Directors.
- 6 Contribution to superannuation fund or annuity fund, as per Company's policy,
- 7 Gratuity as per Company's policy.

All other existing terms and conditions for appointment other than remuneration shall remain unchanged.

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 resolution set forth in Item No. 12 for the approval of shareholders of the Company.

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

## Item No. 13:

Pursuant to recommendations of the Nomination & Remuneration Committee and the Board of Directors, during their Meetings held on May 18, 2018, the remuneration payable to Mr. Subir Malhotra, Executive Director during the financial year 2018-19 is as follows:

Sr. No.	Particulars	Linked to	% / Fixed	Amount	
				Per Month	Per Annum
1	Salary & Allowances				
1.1	Basic	N.A.	Fixed	4,00,000	48,00,000
1.2	HRA	N.A.	Fixed	2,00,000	24,00,000
1.3	Management Allowance	N.A.	Fixed	1,85,000	22,20,000
	<b>Total</b>			<b>7,18,333</b>	<b>86,20,000</b>

## Perquisites

- 1 Company will provide vehicle with fuel & driver, for official/ business purpose.
- 2 LTA for self and family for domestic travelling once in a financial year, subject to the ceiling of Basic salary of one month.
- 3 Medical expenses for self and family members at actuals, subject to applicable provisions of the Income Tax Act 1961
- 4 Annual membership fees of any one club, at actuals. Life membership fees are not covered.
- 5 Premium on Term Insurance, as may be recommended by the Nomination and Remuneration Committee, subject to the approval of Board of Directors.
- 6 Contribution to superannuation fund or annuity fund, as per Company's policy,
- 7 Gratuity as per Company's policy.

All other existing terms and conditions for appointment other than remuneration shall remain unchanged.

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 resolution set forth in Item No. 13 for the approval of shareholders of the Company.

Except Mr. Subir Malhotra, none of the Directors and Key Managerial Personnel of the Company are concerned or interested, financially or otherwise in the above resolution.

**Item No. 14:**

The Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') has entrusted new responsibilities on the Independent Directors and widened their duties and liabilities and enhanced their current role. In view of the valuable contribution made by them towards overall engagement with the Company on various policies, strategic and governance related issues, it is proposed to pay remuneration by way of Commission linked to profit to them.

According to provisions of the Section 149(9), 197 and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all fees/ compensation payable to Independent Directors shall require prior approval of the shareholders of the Company.

Hence, it is proposed to seek approval of the members of the Company for payment of commission to the Independent Directors duly appointed in this AGM (eligible directors), the aggregate of which shall not exceed 1% (one per cent) of the Net Profit of the Company on annual basis computed in the manner prescribed under Section 198 of the Companies Act, 2013, plus taxes at an applicable rate or ₹ 3,00,000 per Independent director per annum plus taxes at applicable rate, whichever is less, in addition to the sitting fees being paid/ payable to such Independent Directors for attending the Meetings of the Board of Directors and committee/s thereof, in such manner as may be determined by the Board of Directors from time to time, for a period of three years commencing from April 1, 2018.

None of the Directors / Key Managerial Personnel of the Company, except Independent Directors are concerned or interested, financially or otherwise, in the resolution set out at Item No. 14 of the Notice.

**Item No. 15:**

Part B of the Articles of Association was included pursuant to Series A and Series B CCPS subscription by the investors, specifying certain terms of the Shareholders' Agreement. The Company converted its Series A and Series B CCPS (Compulsorily Convertible Cumulative Participating Preference Shares) having a face value of ₹ 20 each issued by the Company pursuant to Subscription Agreement dated August 6, 2015, Subscription Agreement dated September 2, 2016, Addendum to Share Subscription Agreement dated September 2, 2016 and Addendum to Subscription Agreement dated September 2, 2016 into equity shares of the Company of ₹ 10 each ("Equity Shares"). Further, pursuant to listing of Company's Equity Shares on September 25, 2017 on the stock exchanges, special rights available to Series A and Series B shareholders have fallen away.

Thus Part B of the Articles of Association of the Company shall no longer be part of the Articles of Association of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 15 of the Notice.

By order of the Board of Directors

**Sai Kedar Katkar**

Company Secretary  
Membership No. A-25463

Date: July 30, 2018

Place: Mumbai

**Registered Office:**

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

Details of Directors Seeking Appointment/ Re-Appointment at the Annual General Meeting:

Name of Director	Rohit R. Katyal	Farah Nathani Menzies	Suryakant Balkrishna Mainak
Date of Birth	January 9, 1971	May 9, 1978	February 9, 1956
Age (years)	47	40	62
Date of Appointment	March 1, 2014	November 9, 2017	March 29, 2018
Qualification	Bachelor's degree from University of Mumbai in Commerce stream.	<ol style="list-style-type: none"> <li>MBA from Harvard Business School</li> <li>B.A.- B.Sc. from University of Pennsylvania</li> <li>Huntsman Programme in International studies &amp; Business</li> </ol>	Member of the Institute of Chartered Accountants of India
Relation with other Director/ s (Inter-se)	Brother of Mr. Rahul R. Katyal, Managing Director	Nil	Nil
Expertise in specific functional areas	Currently CFO of the Company, other functional areas include Accounts, taxation		Financial Management Financial strategy formulation & execution Leadership in directing public, private & regulated sources of funds Debt restructuring Reforms & expansion for sustainable business growth Housing finance, Mutual funds, Private equity, Bond market instruments, Pension & group schemes
Directorship held in other companies as on date	<ol style="list-style-type: none"> <li>Capacit'e Engineering Private Limited – Director</li> <li>Katyal Merchandise Private Limited – Director &amp; Member</li> </ol>	<ol style="list-style-type: none"> <li>Faraway Foods Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>ITC Limited</li> <li>Himadri Speciality Chemical Limited</li> <li>Mahindra &amp; Mahindra Limited</li> <li>CARE Ratings Limited</li> <li>NSEIT Limited</li> <li>Care Advisory Research &amp; Training Limited</li> <li>Gloster Limited</li> </ol>
Chairman/ Member of the Committee of the Board of Directors of the Company	2	3	4
Committee positions^ in other Public Companies	Nil	Nil	5
Number of shares of the Company, held	1,08,16,190^ Equity Shares as on July 30, 2018	Nil as on July 30, 2018	Nil as on July 30, 2018

Name of Director	Siddharth D. Parekh	Sumeet S. Nindrajog	Arun Vishnu Karambelkar
Date of Birth	May 4, 1979	June 30, 1979	September 25, 1955
Age (years)	39	39	62
Date of Appointment	October 16, 2016	August 6, 2015	May 18, 2018
Qualification	Bachelor's degree in Economics University of Pennsylvania.	Bachelor's degree in Economics University of Pennsylvania.	Master's in Materials Management from Pune University
Relation with other Director/ s (Inter-se)	Nil	Nil	Nil
Expertise in specific functional areas	Economics & Finance	Economics & Finance	Building, construction, infrastructure development
Directorship held in other companies as on date	1. Maini Precision Products Ltd.	1. Ichiban Motors Pvt. Ltd. 2. GMS IT Solutions Pvt. Ltd. 3. GMS Construction Co Pvt. Ltd. 4. SNR Developers Pvt. Ltd. 5. True Colour Laboratories Pvt. Ltd. 6. Cravatex Brands Ltd.	1. Steiner India Limited
Chairman/ Member of the Committee of the Board of Directors of the Company	Nil	4	Nil
Committee positions <sup>^</sup> in other Public Companies	Nil	Nil	Nil
Number of shares of the Company, held	Nil as on July 30, 2018	Nil as on July 30, 2018	Nil as on July 30, 2018

**Note:**

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

<sup>^</sup>Includes 45,12,046 Equity shares jointly held with Mr. Rahul R. Katyal