



Ref : CIL/STEX30/FY23-24
Date : June 13, 2023

To,

The Secretary, BSE Limited Corporate Relation 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: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) – Notice of Extraordinary General Meeting of Members to be held through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”)

Pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the Extraordinary General Meeting (“EGM”) of the members of the Company will be held on Wednesday, 05th July, 2023 at 11:00 a.m. through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”). We are submitting herewith Notice of Extraordinary General Meeting along with explanatory statement, which is sent through electronic mode to the Members whose email IDs are registered with the Company / Depositories.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolutions as set out in the EGM Notice. The e-voting shall commence on Sunday, 02nd July, 2023 at 9:00 a.m. and will end on Tuesday, 04th July, 2023 at 5.00 p.m.

The copy of the said EGM Notice is also uploaded on the website of the Company i.e., www.capacite.in.

This is for your information. Kindly take the same on records.

Yours Sincerely
For **Capacit'e Infraprojects Limited**

Dinesh Ladwa
Compliance Officer



Encl: As above

NOTICE

NOTICE is hereby given that an (01/2023-2024) Extra Ordinary General Meeting of the Shareholders (the "Shareholders" / the "Members") of **CAPACIT'E INFRAPROJECTS LIMITED** will be held on, Wednesday, 5th July, 2023 at 11.00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1

ISSUANCE OF 56,65,000 EQUITY SHARES ON A PREFERENTIAL BASIS FOR AN AGGREGATE CONSIDERATION NOT EXCEEDING ₹96,30,50,000:

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013 (“**Companies Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), enabling provisions of the Memorandum and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the listing agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) on which the equity shares having face value of ₹10/- each of the Company (“**Equity Shares**”) are listed, the Foreign Exchange Management Act, 1999, as amended and regulations and rules issued thereunder, as amended and clarifications issued thereon from time to time and subject to other applicable rules, regulations and

guidelines issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India (“**SEBI**”), Government of India, Stock Exchanges and / or any other competent authorities (herein referred to as “**Applicable Regulatory Authorities**”), as applicable, from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, in accordance with **Chapter V** of the SEBI ICDR Regulations and on such terms and conditions as the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee of the Board of Directors of the Company duly constituted by the Board to exercise its powers including powers conferred under this resolution) in its absolute discretion, may think fit and without requiring any further approval or consent from the Members in the manner provided hereunder, the consent of the shareholders of the Company (“**Members**”) be and is hereby accorded to the Board to create, offer, issue and allot 56,65,000 (Fifty Six Lakh Sixty Five Thousand Only) fully paid-up Equity Shares, at a price of ₹170/- (Rupees One Hundred Seventy Only) per Equity Share including a premium of ₹160/- (Rupees One Hundred Sixty Only) per Equity Share, for an aggregate cash consideration not exceeding **₹96,30,50,000** (Rupees Ninety-Six Crore Thirty Lakh Fifty Thousand Only), in accordance with Chapter V of the SEBI ICDR Regulations, by way of preferential allotment on a private placement basis to following Investors / Proposed Allottees”);

Mumbai (Head Office) :

605-607, Shrikant Chambers, Phase-I, 6th Floor, Adjacent to R. K. Studios, Sion-Trombay Road, Chembur, Mumbai- 400071. Maharashtra, India Tel: 022 7173 3717 • Fax.: 022 7173 3733 • Email: info@capacite.in

Sr. No.	Name of the Proposed Allottee	Number of Equity Shares (₹10 each)	Category
1.	Param Value Investments	29,50,000	Non-Promoter
2.	Vikas Vijaykumar Khemani	14,70,000	Non-Promoter
3.	Capri Global Holding Private Limited	3,00,000	Non-Promoter
4.	Vijay Ramvallabh Khetan	1,00,000	Non-Promoter
5.	Parag Chandulal Mehta	1,00,000	Non-Promoter
6.	Value Prolific Consulting Services Private Limited	1,00,000	Non-Promoter
7.	Premium Estates Private Limited	1,00,000	Non-Promoter
8.	Sparsh Broking Private Limited	1,00,000	Non-Promoter
9.	Chetan Mansukhlal Kothari	1,00,000	Non-Promoter
10.	Jaya Haresh Thakkar	50,000	Non-Promoter
11.	Prajakta Sushil Patil Sushil Anant Patil	50,000	Non-Promoter
12.	Rishi Kedia	50,000	Non-Promoter
13.	Sangeeta MahavirPrasad Agarwal	50,000	Non-Promoter
14.	Snehlata Ashok Kumar Todi	50,000	Non-Promoter
15.	Sushil Anant Patil	50,000	Non-Promoter
16.	Chaitali K Shah	25,000	Non-Promoter
17.	Hemant Jasvantrai Desai	20,000	Non-Promoter

(collectively, the “Proposed Allottees” and such issue, the “Preferential Issue”)

RESOLVED FURTHER THAT the Equity Shares of the Company being created, offered, issued and allotted to the Proposed Allottees by way of Preferential Issue on a private placement basis shall, inter-alia, be subject to the following:

- a) The Equity Shares so created, offered, issued and allotted to the Proposed Allottees, shall be issued by the Company for cash consideration only and the consideration for the Preferential Issue shall be fully payable on or before the date of the allotment of the Equity Shares;
- b) Monies received by the Company from the Proposed Allottees for subscription of the Equity Shares pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act, the SEBI Listing Regulations and such objects as specified in the explanatory statement to the Notice of the Extra-Ordinary General Meeting given to the Members;
- c) The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialised form within a period of 15 (Fifteen) days from the date of the resolution passed by the Members of the Company, provided that if any approval or permission for allotment is pending by any regulatory authority / Stock Exchanges / the Government of India, the period of 15 (Fifteen) days shall be counted from the last date of receipt of such approval or permission;
- d) The Equity Shares to be created, offered, issued and allotted shall rank pari passu with the existing Equity Shares of the Company in all respects including the payment of dividend and voting rights, if any, and be subject to the requirements of all applicable laws and the provisions of the Articles of Association of the Company;
- e) The “Relevant Date” for the Preferential Issue, for determination of the price for the issue of Equity Shares as per the SEBI ICDR Regulations, is 5th June, 2023, being date 30 (Thirty) days prior to the date of the Extra-Ordinary General Meeting for approving this Preferential Issue scheduled to be held on 5th July, 2023;
- f) The Equity Shares to be created, offered, issued and allotted to the Proposed Allottees shall be subject to lock-in as provided under the applicable provisions of SEBI ICDR Regulations; and
- g) The Equity Shares so created, offered, issued and allotted to the Proposed Allottees will be listed and traded on the Stock Exchanges, where the Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Preferential Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the

Companies Act and SEBI ICDR Regulations containing the terms and conditions.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Allotment, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Allotment, apply to Stock Exchanges for obtaining of listing and trading approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board in this regard shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s), changes, variations, alterations, additions and / or deletions in the terms of issue of Equity Shares as may be required by any regulatory or other authorities, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to a Committee of the Board or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Preferential Issue and settle any questions or difficulties that may arise in regard to the Preferential Issue.

ITEM NO. 2

ISSUANCE OF SECURITIES FOR AN AGGREGATE CONSIDERATION NOT EXCEEDING ₹ 200 CRORE:

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013 (“Companies Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), enabling provisions of the Memorandum and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the listing agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”) on which the equity shares having face value of ₹10/- each of the Company (“Equity Shares”) are listed, the Foreign Exchange Management Act, 1999, as amended and regulations and rules issued thereunder, as amended and clarifications issued thereon from time to time, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (“DPIIT”), the Reserve Bank of India Master Directions on Foreign Investment in India, 2018, as amended and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India (“SEBI”), Reserve Bank of India, Government of India, Stock Exchanges and / or any other competent authorities (herein referred to as “Applicable Regulatory Authorities”), as applicable, from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, (which term shall be deemed to include any Committee of the Board

of Directors of the Company duly constituted by the Board to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, the consent, authority and approval of the Members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservations on firm and / or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of fully paid-up Equity Shares, Global depository receipts (“GDRs”), American depository receipts (“ADRs”), foreign currency convertible bonds (“FCCBs”), and / or any securities convertible or exchangeable into Equity Shares, including but not limited to preference shares, convertible debentures (compulsory and / or optionally, fully and / or partly), non-convertible debentures (“NCDs”), or convertible securities other than warrants, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise) and/or securities linked to Equity Shares and / or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares, and/or any combination of any of the aforementioned securities, secured / unsecured, listed on recognized stock exchanges in India or abroad, whether Rupee denominated or denominated in one or more permissible foreign currencies (all of which are hereinafter collectively referred to as “Securities”), from time to time, in one or more tranches, whether Rupee denominated or denominated in one or more foreign currencies in the course of international and / or domestic offerings, in one or more foreign markets and / or domestic markets, and / or one or more issuances simultaneously or collectively or otherwise through one or more public issue(s) or qualified institutions placement (“QIP”) pursuant to Chapter VI of SEBI ICDR Regulations, and / or any combination thereof or any other method as may be permitted under applicable laws, in the course of domestic or international offerings, through issue of prospectus, and / or preliminary placement document, placement document and/or other permissible / requisite offer documents to any eligible person including qualified institutional buyers in accordance with Chapter VI of the SEBI ICDR Regulations, or otherwise, foreign / resident investors (whether institutions, body corporates, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and / or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, pension funds systematically important non-banking financial companies and / or any other categories of investors, whether they be holders of Equity Shares of the

Company or not (collectively, called the “Investors”), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, for an aggregate consideration of not exceeding ₹ 200 Crore (Rupees Two Hundred Crore only) (inclusive of such premium as may be fixed on such Securities) at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner with authority to retain oversubscription up to such percentage as may be and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such creation, offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with book running lead manager(s) and / or underwriter(s) and / or other advisor(s) appointed and / or to be appointed, as the Board in its absolute discretion may deem fit and appropriate and without requiring any further approval or consent from the Members.

RESOLVED FURTHER THAT if the Company proposes to issue and allot the Securities by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations:

- a) the allotment of Securities shall only be made to qualified institutional buyers as defined in the SEBI ICDR Regulations (“QIBs”);
- b) the allotment of the Equity Shares, or any combination of Securities, as may be decided by the Board, shall be completed within 365 days from the date of passing of this special resolution or such other time as may be allowed under the SEBI ICDR Regulations, Companies Act, and / or applicable and relevant laws / guidelines, from time to time;
- c) the Securities allotted shall not be eligible to be sold by the allottee for a period of 1 year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations;
- d) in the event that convertible securities and / or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to qualified institutional buyers under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and / or warrants simultaneously with non-convertible debentures or

- any other date in accordance with applicable law, and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;
- e) the relevant date for the purpose of pricing of the Securities shall be the date of the meeting in which the Board decides to open the QIP or any other date in accordance with applicable law, and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;
 - f) any issue of Securities made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (the “QIP Floor Price”), with the authority to the Board to offer a discount of not more than such percentage as permitted under applicable law on the QIP Floor Price;
 - g) the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations;
 - h) no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall not be less than two as the issue size is less than ₹250 Crore) as applicable, or in a manner as may be prescribed from time to time under the SEBI ICDR Regulations;
 - i) no partly paid-up Equity Shares or other Securities shall be issued / allotted;
 - j) no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations; and
 - k) the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued pursuant to a further public offer in accordance with the SEBI ICDR Regulations, it will be undertaken at a price to be determined by the Company in consultation with the

book running lead managers appointed for the issuance, through the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with applicable laws, at par or at such premium or discount to the market price per Equity Share as permitted under applicable laws and as may be fixed and determined by the Company in consultation with the book running lead managers in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Depository Receipts Scheme, 2014, as amended and other applicable pricing provisions issued by the Ministry of Finance.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended and other applicable pricing provisions issued by the Ministry of Finance.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- b) the Securities to be created, offered, issued and allotted in terms of this resolution (including issuance of the Equity Shares pursuant to the conversion of any Securities as the case may be in accordance with the terms of the offering), shall rank pari passu in all respects including entitlement to dividend, with the existing Securities of the Company, as may be provided under the terms of issue and in accordance with the Offer Document(s); and
- c) the number and/or price of the Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organisation or restructuring.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue or allotment of Equity Shares and / or Securities or instruments representing the same, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities, on one or more Stock Exchanges in India or outside India.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any Applicable Regulatory Authorities including any conditions as may be prescribed in granting such approval or permissions by such Applicable Regulatory Authorities, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose off such Securities that are not subscribed in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to creation, offer, issue, allotment or listing of the Securities pursuant to the offering, the Board be and is hereby authorized, to take all actions and do all such acts, deeds and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the offering, including but not limited to the finalization and approval of the draft as well as final offer document(s), and any addenda or corrigenda thereto with the Applicable Regulatory Authorities, as may be required, placement agreement, escrow agreement, monitoring agency agreement, agreement with the depositories and other necessary agreements, memorandum of understanding, deeds, general undertaking / indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with regulatory authorities, if any) (the "Transaction Documents") (whether before or after execution of the Transaction documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the "Ancillary Documents") as may be required or necessary for the aforesaid purpose, including to sign and / or dispatch all forms, filings, documents and notices to be signed,

submitted and / or dispatched by it under or in connection with the documents to which it is a party as well as to execute any amendments to the Transaction Documents and the Ancillary Documents, and to determine the form and manner of the offering, identification and class of the Investors to whom the Securities are to be offered, utilization of the issue proceeds, appointment of intermediaries, open and close the period of subscription of the offering, number of Securities to be allotted in each tranche, issue price (including premium/discount on issue/conversion of the Securities, if any), rate of interest and all other terms and conditions of the Securities, authorizing Director(s) or Key Managerial Personnel or any other officer of the Company for signing of declarations, file any necessary forms with the Applicable Regulatory Authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the offering and resolve and settle or give instructions or directions for settling all questions or difficulties that may arise in regard to such offering.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint / engage book running lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, monitoring agency(ies), debenture trustees, guarantors, stabilizing agents, and all such agencies as are or may be required to be appointed, involved or concerned in such offering and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to authorise Director(s) or Key Managerial Personnel or any other officer of the Company to enter into and to execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Securities issued on the Stock Exchanges where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred by this resolution to any Committee of the Board, or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the offering and settle any questions or difficulties that may arise in this regard to the offering, ancillary to, the Transaction Documents (the "**Ancillary Documents**") as may be required or necessary for the aforesaid purpose, including to sign and / or dispatch all forms, filings, documents and notices to be signed, submitted and / or

dispatched by it under or in connection with the documents to which it is a party as well as to execute any amendments to the Transaction Documents and the Ancillary Documents, and to determine the form and manner of the offering, identification and class of the Investors to whom the Securities are to be offered, utilization of the issue proceeds, appointment of intermediaries, open and close the period of subscription of the offering, number of Securities to be allotted in each tranche, issue price (including premium / discount on issue / conversion of the Securities, if any), rate of interest and all other terms and conditions of the Securities, authorizing Director(s) or Key Managerial Personnel or any other officer of the Company for signing of declarations, file any necessary forms with the Applicable Regulatory Authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the offering and resolve and settle or give instructions or directions for settling all questions or difficulties that may arise in regard to such offering.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred by this resolution to any Committee of the Board, or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the offering and settle any questions or difficulties that may arise in this regard to the offering.”

ITEM NO.3

RE-APPOINTMENT OF MANJUSHREE NITIN GHODKE (DIN:07147784) AS INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mrs. Manjushree Nitin Ghodke, (DIN:07147784), who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from August 11, 2023 till August 10, 2028.

RESOLVED FURTHER THAT the Board of Directors (including its committee thereof) and / or the Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the foregoing resolution.”

By Order of the Board of Directors
For **Capacit'e Infraprojects Limited**

Rohit Katyal
Executive Director & CFO
(DIN: 00252944)

June 8, 2023

Registered Office:

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

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, setting out all the material facts relating to the Resolutions contained in this Notice convening Extra-Ordinary General Meeting (“EOGM”) dated 8th June, 2023, is annexed hereto.
2. In accordance with the Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/ 2020 dated 13th April, 2020, Circular No. 22/2020 dated 15th June, 2020, General Circular No. 10/ 2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 3/2022 dated 5th May 2022 and General Circular No. 11/2022 dated 28th December, 2022 (collectively referred to as “MCA Circulars”) issued by the Ministry of Corporate Affairs (“MCA”), Government of India (“MCA Circulars”) and the circulars issued by Securities Exchange Board of India (“SEBI”) in this regard, (collectively referred to as “relevant Circulars”) this EOGM is being held through video conferencing (VC) or other audio visual means (OAVM), without physical presence of the Members.
3. The deemed venue for the EOGM shall be the Registered Office of the Company i.e. 605-607, 6th Floor, Shrikant Chambers, Phase – I, Adjacent to R K Studios, Sion-Trombay Road, Chembur, Mumbai – 400071, Maharashtra, India
4. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip and route map are not annexed to this Notice.
5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (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. who are allowed to attend the EGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the MCA as aforesaid, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with KFin Technologies Limited for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by KFin Technologies Limited.
8. The Notice calling the EGM has been uploaded on the website of the Company at <https://www.capacite.in/investors/announcements-2/#1526993258299-13cbd628-063e>. 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 the EGM Notice is also available on the website of KFin Technologies Limited (agency for providing the Remote e-Voting facility) i.e. www.kfintech.com.
9. All documents referred to the Notice and accompanying Explanatory Statement, are open for inspection at the Registered Office i.e. 605-607, Shrikant Chambers, 6th Floor, Sion - Trombay Road, Phase - I, Adjacent to R.K. Studios, Mumbai, Maharashtra, 400071 of the Company on all working days, excluding Saturday between 10.00 A.M to 5.00 P.M. up-to the date of the EGM and shall also be available for inspection by the Members electronically during the EGM. Members seeking to inspect such documents may send an email to company at cs@capacite.in at least seven (7) working days before the date of EGM.
10. The Notice of EGM and accompanying Explanatory Statement is being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depositories / Depository Participant(s).
11. Corporates / Institutional Members, i.e., other than individuals, HUF, NRI etc., are also required to send legible scanned certified true copy (in pdf format) of the Board Resolution / Power of

Attorney / Authority letter etc. authorizing its representative to attend the EGM through VC/OAVM on its behalf and to cast its vote through e-voting to the scrutinizer at email id shreyanscs@gmail.com with a copy marked to cs@capacite.in. They are also requested to upload the same in the e-voting module in their login.

cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within two working days from the conclusion of the EGM, who shall then countersign and declare the result of the voting forthwith.

12. CS Shreyans Jain, Practicing Company Secretary of M/s. Shreyans Jain & Co. 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.

15. The results, together with the Scrutinizer's report, will be displayed on the website of the Company (www.capacite.in) and also on the website of KFin Technologies Limited <https://evoting.kfintech.com> besides being communicated to BSE Limited and the National Stock Exchange of India Limited on which the shares of the Company are listed.

13. Cut-off date for e-Voting: Wednesday, 28th June, 2023

Time period for remote e-Voting:

Commencement of remote e-Voting: 9.00 a.m. on Sunday, 2nd July, 2023

End of remote e-Voting: 5:00 p.m. on Tuesday, 04th July, 2023

14. The Scrutinizer shall after the conclusion of e-Voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes

Procedure for Login for E-voting and Attending EGM through VC/OAVM for Individual Shareholders holding securities in Demat mode.

In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

<p>Individual shareholders holding securities in Demat mode with National Securities Depository Limited ("NSDL")</p>	<p>A. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open https://eservices.nsdl.com 2. Click on the "Beneficial Owner" icon under 'IDeAS' section. 3. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" 4. Click on Bank Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period. <p>B. User not registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> 1. To register, open https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. Select "Register Online for IDeAS "Portal or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Proceed with completing the required fields <p>C. <u>By visiting the e-Voting website of NSDL:</u></p> <ol style="list-style-type: none"> 1. Open https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Click on the icon "Login" which is available under 'Shareholder/Member' section 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.
--	--

	<ol style="list-style-type: none"> 4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 5. Click on Bank 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.
Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited (“CDSL”)	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in Demat mode) login through their depository participants	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Bank 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>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	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
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

D) Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- i. Initial password is provided in the body of the e-mail.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the correct details, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. “Capacit’e Infraprojects Limited – EOGM
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click ‘FOR’/‘AGAINST’ as the case may be or partially in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR’ and/or ‘AGAINST’ taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option ‘ABSTAIN’, in which case, the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on ‘SUBMIT’. A confirmation box will be displayed. Click ‘OK’ to confirm, else ‘CANCEL’ to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

- xi. Corporate / institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF / JPG format) of certified true copy of relevant board resolution / authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is / are authorised to vote, to the Scrutinizer through email at shreyanscs@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format ‘BFL_EVENT No.
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the ‘download’ section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

A. Voting at e-EGM

- i. Only those members/shareholders, who will be present in the e-EGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.
- ii. Members who have voted through remote e-voting will still be eligible to attend the e-EGM.
- iii. Members attending the e-EGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. Voting at e-EGM will be available at the end of the e-EGM and shall be kept open for 15 minutes. Members viewing the e-EGM, shall click on the ‘e-voting’ sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the ‘Thumbs-up’ icon against the unit to vote.

B. Instructions for members for attending the e-EGM

- i. Members will be able to attend the e-EGM through VC/OAVM or view the live webcast of e-EGM provided by KFin at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab “video conference”. The link for e-EGM will be available in members login, where the EVENT and the name of the Company can be selected.
- ii. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.

- iii. Further, members registered as speakers will be required to allow camera during e-EGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
- iv. Members may join the meeting using headphones for better sound clarity.
- v. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio / video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- vi. Members, who would like to express their views or ask questions during the e-EGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' during the period starting from July 2, 2023 (10.00 a.m.) up to July 4, 2023 (5.00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views / ask questions during the e-EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-EGM. Only questions of the members holding shares as on the cut-off date will be considered.
- vii. A video guide assisting the members attending e-EGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>, under the "How It Works" tab placed on top of the page.
- viii. Members who need technical assistance before or during the e-EGM can contact KFin at emeetings@kfintech.com or Helpline: 1800 309 4001.

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number:

SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link:

<https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item No. 1 to 3 of the accompanying Notice.

ITEM NO. 1

The Board of Directors of the Company, in its meeting held on June 8, 2023, subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of Equity Shares up to 56,65,000 ("proposed Equity Shares") on preferential basis from "Proposed Allottees". The proposed Preferential issue is subject to the applicable Regulation issued by SEBI from time to time and any other government / regulatory / approvals as may be required in this regard. The details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder, are set forth below:

a) Objects of the Preferential Issue

The Company proposes to raise funds through issue of equity shares on preferential basis to meet working capital requirements, to strengthen financial position and for general corporate purposes.

b) Relevant Date

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for this Preferential Allotment of Equity Shares is 5th June, 2023 being the date 30 days prior to the date of Extra Ordinary General Meeting.

c) The total number of shares or other securities to be issued:

The Board of Directors in its meeting held on 8th June, 2023 had approved the issue of Equity Shares on preferential basis and accordingly proposes to issue and allot in aggregate 56,65,000 (Fifty Six Lakh Sixty Five Thousand) Equity Shares of the face value of ₹10/- (Rupees Ten Only) each ("the Equity Shares") to Proposed Allottees on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations.

d) Pricing of Preferential Issue:

Price of one equity share of ₹10/- each issued at a premium of ₹160/- each, aggregating to ₹170/- (Rupees One Hundred Seventy only).

e) Basis on which the price has been arrived:

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited ("NSE") (together referred to as the "Stock Exchanges"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the said period, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. Further, in terms of Regulation 166A of SEBI (ICDR) Regulations, the said preferential issue, will not result in allotment of more than 5 (five) per cent of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, and the same shall not require a valuation report from an independent registered valuer for determining the price.

In terms of the applicable provisions of the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, the minimum price for the preferential issue of each Equity Shares to be issued shall be a price, being higher of the following:

- a Average of 90 trading days of volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date is ₹ 146.87 (Rupees One Hundred Forty Six and Eighty Seven Paise only); or
- b Average of 10 trading days of volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date is ₹169.09 (Rupees One Hundred Sixty Nine and Nine Paise only).

Therefore, ₹170/- being issue price is higher than the ₹169.09 (Rupees One Hundred Sixty Nine and Nine Paise only) being the higher of the above two prices calculated in terms of the ICDR Regulation and other applicable provisions.

f) Report of a registered valuer:

Not Applicable.

g) Class or Classes of Persons to whom the allotment is proposed to be made

The allotment is proposed to be made to the Proposed Allottees as mentioned in point no. (1) below.

h) Proposal / Intent of the Promoters, Directors or key managerial personnel of the Company to subscribe to the offer

shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals or permissions.

None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to the Offer.

j) Change in Control consequent to the Preferential Issue

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

i) Time frame within which the Preferential Issue shall be completed

Pursuant to the SEBI ICDR Regulations, in case of Equity Shares will be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Equity shares is pending on account of pendency of any regulatory approvals or permissions, then such issue and allotment

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

k) Shareholding pattern of the Company before and after the Preferential Issue

	Category of Shareholders	Pre- Issue 31.03.2023**		*Post-issue	
		No. of Shares Held	% of share holding	No. of Shares Held	% of share holding
A	Promoters				
1	Indian				
	a) Individual/ HUF**	2,02,64,171	28.54	2,02,64,171	26.44
	b) Bodies Corp.	90,72,994	12.78	90,72,994	11.84
	c) Any other	-	-	-	-
	Sub Total (A) (1)	2,93,37,165	41.32	2,93,37,165	38.27
2	Foreign	-	-	-	-
	Sub Total (A) (2)	-	-	-	-
	Total [(A) (1)+ (A) (2)]	2,93,37,165	41.32	2,93,37,165	38.27
B	Public Shareholding				
1	Institutions				
	Foreign Portfolio Investors	44,29,476	6.24	44,29,476	5.78
	Mutual Funds	16,98,945	2.39	16,98,945	2.22
	Alternate Investment Funds	60,79,403	8.56	60,79,403	7.93
	Sub Total B(1)	1,22,07,824	17.20	1,22,07,824	15.93
2	Central Government/ State Government(s)/ President of India	-	-	-	-
	Sub Total B(2)	-	-	-	-
3	Non- Institutions				
	Individual share capital upto ₹2 Lacs	93,79,247	13.21	1,00,24,247	13.08
	Individual share capital in excess of ₹2 Lacs	94,99,725	13.38	1,39,19,725	18.16
	Non Resident Indians (NRIs)	11,19,530	1.58	11,19,530	1.46
	Clearing Members	42,264	0.06	42,264	0.06
	Bodies Corporate / Firms / Trust / LLPs	94,05,742	13.25	1,00,05,742	13.05
	Sub Total B(3)	2,94,46,508	41.48	3,51,11,508	45.80
	Total [B(1)+ B(2)+ B(3)]	4,16,54,332	58.68	4,73,19,332	61.73
	Total (A) + (B)	7,09,91,497	100.00	7,66,56,497	100.00

** Pre-Preferential shareholding numbers and % has been calculated on the assumption that all 31,00,000 warrants allotted to the allottees on 9th June 2022 shall be converted into the equity shares of the Company within a period of 18 months from the date of allotment, i.e. 9th June 2022.

- 1) (i) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and / or who ultimately control the proposed allottees, (ii) the percentage of post Preferential Issue capital that may be held by Proposed Allottees and Change in Control if any; (iii) Current and Proposed status post the preferential issue of the Promoter and Promoter Group;

Sr. No	Name of the Proposed Allottee	Ultimate Beneficial Owner of the proposed (allottees)	Pre Issue**			Post Issue		
			No. of Shares Held	% of Share Holding	Status	No. of Shares Held	% of Share Holding	Status
1	Param Value Investments	Mukul Mahavir Agarwal, Asha Mukul Agarwal	29,38,000	4.14	Non-Promoter	58,88,000	7.68	Non-Promoter
2	Vikas Vijaykumar Khemani	N.A.	0	0	- do -	14,70,000	1.92	- do -
3	Capri Global Holding Private Limited	JJR Family Trust; Beneficiaries: Rajesh Sharma, Jinisha Sharma, Jahnvi Sharma, Raghav Sharma	0	0	- do -	3,00,000	0.39	- do -
4	Vijay Ramvallabh Khetan	N.A.	40,000	0.06	- do -	1,40,000	0.18	- do -
5	Parag Chandulal Mehta	N.A.	0	0	- do -	1,00,000	0.13	- do -
6	Value Prolific Consulting Services Private Limited	Santosh Kumar Gadia, Anshuman Khanna, Chaitanya Gadia, Neha Khanna	0	0	- do -	1,00,000	0.13	- do -
7	Premium Estates Private Limited	Santosh Kumar Gadia, Chaitanya Gadia	0	0	- do -	1,00,000	0.13	- do -
8	Sparsh Broking Private Limited	Jyoti Jhalani	0	0	- do -	1,00,000	0.13	- do -
9	Chetan Mansukhlal Kothari	N.A.	0	0	- do -	1,00,000	0.13	- do -
10	Jaya Haresh Thakkar	N.A.	0	0	- do -	50,000	0.07	- do -
11	Prajakta Sushil Patil, Sushil Anant Patil	N.A.	10,000	0.01	- do -	60,000	0.08	- do -
12	Rishi Kedia	N.A.	10,000	0.01	- do -	60,000	0.08	- do -
13	Sangeeta MahavirPrasad Agarwal	N.A.	10,850	0.02	- do -	60,000	0.08	- do -
14	Snehlata Ashok Kumar Todi	N.A.	10,000	0.01	- do -	60,000	0.08	- do -
15	Sushil Anant Patil	N.A.	10,000	0.01	- do -	60,000	0.08	- do -
16	Chaitali K Shah	N.A.	1,000	0.00	- do -	26,000	0.03	- do -
17	Hemant Jasvantrai Desai	N.A.	0	0	- do -	20,000	0.03	- do -

** Pre-Preferential shareholding numbers and % has been calculated on the assumption that all 31,00,000 warrants allotted to the allottees on 9th June 2022 shall be converted into the equity shares of the Company within a period of 18 months from the date of allotment, i.e. 9th June 2022.

Note: No change in control to the Proposed Preferential Issue.

m) **Lock-in Period**

requirements of Chapter V of SEBI ICDR Regulations, 2018.

The entire pre and post allotment shareholding of the allottees of Equity Shares arising on allotment of Equity Shares shall be under lock-in as per

n) **Undertaking**

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

o) Certificate from Practising Company Secretaries

The certificate from Mr. Shreyans Jain of M/s. Shreyans Jain & Co, Practising Company Secretaries certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection by the members during the meeting and will also be made available on the Company's website and will be accessible at link www.Capacite.in at <https://www.capacite.in/investors/announcements-2/#1526993258299-13cbd628-063e>.

p) Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

None of other Directors or any Key Managerial Personnel or their relatives are in any way concerned or interested in passing of this resolution.

q) Other disclosures:

In accordance with SEBI ICDR Regulations,

- a. None of the Proposed Allottees have sold or transferred any Equity Shares during the 90 trading days preceding the Relevant Date.
- b. during the period from 1st April, 2023 till the date of notice of this EGM, the Company has not made any preferential allotment.
- c. Neither the Company nor any of its Promoters and Directors has been declared as a wilful defaulter or fraudulent borrower or a fugitive economic offender as defined under SEBI ICDR Regulations.
- d. The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations.
- e. Since the Equity Shares of the Company are listed on the Stock exchanges and the Preferential Issue will not result in allotment of more than 5% of post fully diluted share capital of the Company, to an

allottee or to allottees acting in concert and the report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue.

- f. The pre- preferential allotment of the proposed allottees are in dematerialized form.
- g. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder.

The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized format only.

The Board of Directors of the Company recommends passing of the resolution as set out at Item no.1 as a Special Resolution.

None of other Directors or any Key Managerial Personnel or their relatives are in any way concerned or interested in passing of this resolution.

ITEM NO. 2

- a) **Particulars of the issuance of Securities:** In view of meeting funding requirements and growth objectives of the Company and its businesses, the Board of Directors at its Meeting held on 26th May 2023, approved raising of funds / capital for an aggregate amount not exceeding ₹200 Crore, inter alia, by way of issuance of Equity Shares, Global depository receipts, American depository receipts, foreign currency convertible bonds, and / or any securities convertible or exchangeable into Equity Shares, including but not limited to preference shares, convertible debentures (compulsory and / or optionally, fully and / or partly), non-convertible debentures, or convertible securities other than warrants, and / or any other financial instruments convertible into Equity Shares (including warrants, or otherwise) and / or securities linked to Equity Shares and / or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares, and / or any combination of any of the aforementioned securities, secured / un-secured, listed on recognized stock exchanges in India or abroad, whether Rupee denominated or denominated in one or more permissible foreign currencies (all of which are hereinafter collectively referred to as

“Securities”), from time to time, in one or more tranches, and / or one or more issuances simultaneously or collectively or otherwise through one or more public issue(s) or qualified institutions placement (“QIP”) pursuant to Chapter VI of SEBI ICDR Regulations, and / or any combination thereof or any other method as may be permitted under applicable laws, in the course of domestic or international offerings, through issue of prospectus, and / or preliminary placement document, placement document and / or other permissible / requisite offer documents to any eligible investors (“Offering”). The Securities are proposed to be listed on one or more of the Stock Exchanges where the Equity Shares are listed and the allotment of Securities would be subject to regulatory approvals, if any.

- b) **Amount of the Offering:** This Special Resolution enables the Board to issue Securities for an aggregate consideration not exceeding ₹200 Crore (Rupees Two Hundred Crore Only) or its equivalent in any foreign currency.
- c) **Relevant Date:** In case of a QIP, the “Relevant Date” will be the date when the Board (including any Committee thereof) decides to open the Offering for subscription or any other date in accordance with applicable law. In case of other type of issuance, relevant date shall be as per applicable law.
- d) **Objects of the offering:** The Company shall utilise proceeds from the Offering (after adjustment of expenses related to the Offering, if any) (“Net Proceeds”) for meeting the funding requirements and meeting ongoing working capital requirements, general corporate exigencies and contingencies, expenses of the Company’s growth objectives as applicable in such a manner and proportion as may be decided by the Board from time to time, in accordance with the applicable laws.

The amount stated for the objects above shall not be added to the general corporate purposes, which shall not exceed 25% of the Net Proceeds and may be utilized for, inter alia, as applicable in such a manner and proportion as may be decided by the Board from time to time and / or any other general purposes as may be permissible under applicable laws.

The aforementioned objects are based on management estimates, and other commercial and technical factors and accordingly, are dependent on a variety of factors such as timing of completion of the Offering, financial, market and sectoral conditions, business performance and strategy, competition, interest or exchange rate fluctuations and other external factors, which may not be within the control of the Company and may result in

rescheduling the proposed schedule for utilization of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Pending utilization of the proceeds from the Offering, the Company shall invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under Master Direction - Core Investment Companies (Reserve Bank) Directions, 2016 issued by RBI and the Investment Policy of the Company.

- e) **Basis or justification of pricing:** The issue of Securities may be consummated in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the book running lead manager(s) and other agencies and subject to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and other applicable laws, regulations, rules and guidelines. The price at which Securities shall be allotted in the Offering shall not be less than the price determined in accordance with the SEBI ICDR Regulations, through either the book building mechanism (in case of a public offer) or a prescribed formula, as the case may be.
- f) **Interest of Promoter, Directors and Key Managerial Personnel:** If a QIP is undertaken in terms of Chapter VI of SEBI ICDR Regulations, the Promoter, member of the Promoter Group, Directors and Key Managerial Personnel of the Company will not subscribe to the QIP.
- g) **Schedule of the Offering:** The detailed terms and conditions for the offering will be determined in consultation with the advisors, book running lead managers and underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements for different kinds of issuances. The allotment of the Securities pursuant to the Offering shall be completed within such period as prescribed under the SEBI ICDR Regulations. In the event a QIP is undertaken, the allotment shall be completed within 365 days from the date of this resolution.
- Other material terms:**
- h) The Equity Shares issued, if any, shall rank pari passu in all respects with the existing Equity Shares of the Company, including entitlement to dividend, if any.

- i) None of the Directors or the Key Managerial Personnel of the Company and/or their relatives are concerned or interested in the said resolution, other than to the extent of their shareholding in the Company. The Directors or Key Managerial Personnel of the Company or their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of Equity Shares that may be subscribed by the companies/institutions in which they are Directors or Members.
- j) As the Offering may result in the issue of Securities of the Company to investors who may or may not be Members of the Company, consent of the Members is being sought pursuant to Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The Board accordingly recommends the Special Resolution as set out in Item No. 2 of this Notice for approval of the Members

ITEM NO. 3

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 26, 2023 approved re-appointment of Dr. Manjushree Ghodke as Independent Director of the Company for 2nd (Second) term of 5 (Five) years with effect from August 11, 2023 to August 10, 2028.

Previously, in terms of provisions of Section 149 and other applicable provisions of the Act, she was appointed as Independent Director for a period of 3 (three) years, i.e., w.e.f. August 11, 2020 till August 10, 2023, after taking approval of Shareholders.

During her first tenure as the Independent Director of the Company, Dr. Manjushree Ghodke has contributed immensely towards managing the affairs of the Board of Directors ("Board") and its Committees on which she is member, respectively. She has actively participated respectively in the Board and Committee deliberations and provided valuable suggestions and directions for managing the Board and Committee matters.

The Board is of the opinion that Dr. Manjushree Ghodke fulfils the conditions specified in the Act and rules made thereunder and provisions of the SEBI Listing Regulations to be eligible for appointment as Independent Director of the Company. The Board is also of the opinion that Dr. Manjushree Ghodke is independent of the management of the Company and her association would be of immense benefit to the Company and hence, it is recommended to avail the

services of Dr. Manjushree Ghodke as an Independent Director of the Company.

Dr. Manjushree Ghodke has confirmed that she has not been debarred from the holding office of a director by virtue of any Order passed by SEBI or any other such authority. Further, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Dr. Manjushree Ghodke is registered with the Independent Directors Databank of the Indian Institute of Corporate Affairs as stipulated by the Ministry of Corporate Affairs.

Further, pursuant to Regulation 17(1C) of SEBI Listing Regulations, the re-appointment of a Director on the Board of Directors shall be approved by the shareholders at the next general meeting or within a time period of three months from the date of re-appointment whichever is earlier. Therefore, resolution no. 3, is being proposed to be passed at this General Meeting.

In accordance with the provisions of Regulation 25 (2A) of the SEBI Listing Regulations, re-appointment of an Independent Director requires approval of members by way of a special resolution.

The profile and specific areas of expertise of Dr. Manjushree Ghodke is provided as Annexure-1 to this Notice.

A copy of the draft letter of appointment of Dr. Manjushree Ghodke as an Independent Director setting out the terms and conditions will be available for electronic inspection without any fees by the members by sending an email mentioning their DP ID & Client ID on email : cs@capacite.in

Except Dr. Manjushree Ghodke, 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 Special Resolution set forth in Item No. 3 for the approval of the Shareholders.

By Order of the Board of Directors
For **Capacit'e Infraprojects Limited**

Rohit Katyal
Executive Director & CFO
(DIN: 00252944)

8th June, 2023

Registered Office:

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

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India)

Name of Director and DIN	Dr. Manjushree Nitin Ghodke DIN: 07147784
Date of Birth	22.12.1956
Age (in yrs)	66 Years
Date of first appointment on Board	11-08-2020
Brief Profile / Experience / Expertise in specific functional area	Economist in India for more than 38 years in leading organizations including Larsen and Toubro as Chief Economist for more than 10 years. Dr. Manjushree Nitin Ghodke was associated with leading Economic newspaper (Economic Times), largest private sector financial institution / Bank (ICICI Bank).
Qualifications	PhD. from University of Mumbai in the area of "Financing of Urban Infrastructure", Post Graduation in Economics from Gokhale Institute of Politics & Economics, Pune university and graduated from Lady Shri Ram College, University of Delhi.
Terms and conditions of appointment / re-appointment	Appointment as a Non-Executive Independent Director
Details of remuneration sought to be paid	She will be entitled for sitting fees for attending Meetings of the Board & its Committees and Commission
Remuneration last drawn by such person, if applicable	N.A.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Directors on the Board and Key Managerial Personnel of the Company.
Number of Meetings of the Board attended during the year	6
Directorship held in other companies	Religare Broking Limited
Names of the Listed Entities from which the appointee has resigned in the past three years	-
Membership/ Chairmanship of committees of other companies	Religare Broking Limited 1. Audit Committee – Chairman 2. Nomination and Remuneration Committee – Chairman 3. Corporate Social Responsibility Committee – Member
Shareholding in the Company	Nil
Skills and capabilities required for the role and the manner in which the appointee meets such requirements	Financial & Accounting Knowledge, Strategic Expertise, Risk Governance expertise, Legal & Corporate governance expertise, Management skills, Sustainability & CSR & Quality & Safety.

FOR EASE OF PARTICIPATION BY MEMBERS, PROVIDED BELOW ARE KEY DETAILS REGARDING THE EOGM FOR REFERENCE:

Sr. No.	Particulars	Details of access
1	Link for participation through Video Conferencing (VC) at the EOGM	https://emeetings.kfintech.com by using e-Voting credentials and clicking on video conference
2	Link for posting EOGM queries and speaker registration and period of registration	https://emeetings.kfintech.com by using e-Voting credentials and clicking on “post your queries” / “Speaker registration” as the case may be. Period of registration: From Sunday, 2nd July, 2023 to Tuesday, 4th July, 2023
3	Link for remote e-Voting	Members may refer to the instructions provided under “Procedure and Instructions” for E-Voting” section in the subsequent pages of this Notice
4	Username and password for VC	Members may attend the EOGM through VC by accessing the link https://emeetings.kfintech.com by using the remote e-Voting credentials. Please refer the instructions provided in the Notice
5	Helpline number for VC participation and e-Voting	Contact KFin Technologies Limited at 1800 309 4001 or write to them at emeetings@kfintech.com
6	Cut-off date for e-Voting	Wednesday, 28 th June, 2023
7	Time period for remote e-Voting	Commencement of remote e-Voting: 9.00 a.m. on Sunday, 2 nd July, 2023 End of remote e-Voting: 5:00 p.m. on Tuesday, 04 th July, 2023
8	Link for Members to update email ID	KFintech website: https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx/
9	Last date for publishing results of remote e-Voting and e-Voting during the EOGM	Friday, 7 th July, 2023
10	Registrar and Transfer Agent - Contact details	M/s KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) Unit: Capacite Infraprojects Limited. Selenium Building, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad - 500 032 Tel: +91 40 6716 1611 Toll Free no- 1800-309-4001 E-mail Id- einward.ris@kfintech.com Website: www.kfintech.com
11	Capacite Infraprojects Limited - Contact details	Registered Office: 605-607, 6th Floor, Shrikant Chambers, Phase – I, Adjacent to R K Studios, Sion-Trombay Road, Chembur, Mumbai – 400071, Maharashtra, India Tel: +91 22 71733717 Email: cs@capacite.in