



Ref :CIL/STEX30/FY21-22  
Date :August 16, 2021

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
<b>Scrip Code – /Scrip Id: 540710/CAPACITE</b>	<b>Scrip Symbol: CAPACITE</b>

Dear Sir/ Madam,

**Sub: Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 submission of Notice of the 9<sup>th</sup> Annual General Meeting (AGM) to be held through Video conference (“VC”) / Other Audio Visual Means (“OAVM”)**

This is with reference to notice of 9<sup>th</sup> AGM of the Company, which is scheduled to be held on Tuesday, September 07, 2021 at 11:30 A.M. (IST) through Video conference (“VC”) / Other Audio Visual Means (“OAVM”). A copy of the notice of the Annual General Meeting is being sent to all the shareholders through electronic mode whose e-mail id's are registered with the Company. The notice of the Annual General Meeting is also available on the website of the Company i.e. [www.capacite.in](http://www.capacite.in) and a copy of which is attached herewith.

Kindly take the same on your records and oblige.

Thanking you,

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

**Varsha Malkani**  
Company Secretary & Compliance Officer



Encl: As Above

# NOTICE

**NOTICE** is hereby given that the 9th Annual General Meeting of the Members of **CAPACIT'E INFRAPROJECTS LIMITED** ("the Company") will be held on **Tuesday, 7th Day of September, 2021 at 11.30.A.M** through Video Conference ("VC") / Other Audio Visual Means ("OAVM") to transact the following business

## A. ORDINARY BUSINESS:

### 1. To consider and adopt:

- (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2021 together with the reports of the Auditor's thereon and Board of Directors; and
- (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 together with the reports of the Auditor's thereon.

### 2. To appoint a Director in place of Mr. Subir Malhotra, Executive Director having DIN: 05190208, who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 at this Annual General Meeting, and being eligible, offers himself for re-appointment.

### 3. To approve the Re-appointment of M/s. S R B C & Co. LLP Chartered Accountants (Firm Registration No.324982E), as the Statutory Auditor(s) of the Company and fix their remuneration.

To consider and if thought fit, to pass the following resolutions with or without modifications as an **Ordinary Resolution:**

**"RESOLVED THAT** on the recommendation of Audit Committee and pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s S R B C & Co. LLP (Firm Registration. No. 324982E / E300003), be and are hereby re-appointed as statutory auditors of the Company from the conclusion of the 9th Annual General Meeting till the conclusion of the 13th Annual General Meeting of the Company to be held in the year 2025, to examine and audit the accounts of the Company, on such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit committee in consultation with the statutory auditors and duly approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

## B. SPECIAL BUSINESS:

### 4. Re-appointment of Ms. Farah Nathani Menzies, as a Non-Executive Independent Director:

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

**"RESOLVED THAT** pursuant to the provisions of section 152, 161 and any other applicable provisions of the Companies Act, 2013, and any rules made there under and the recommendation of the Nomination & Remuneration Committee and Board of Directors, Ms. Farah Nathani Menzies (DIN: 06610782), who was appointed as an Additional Director of the Company by the Board of Directors to hold office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from her under Section 160 of the Companies Act, 2013 proposing her candidature for the office of a Director, be and is hereby elected and appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the SEBI Listing Regulations, as amended from time to time and pursuant to the recommendation of the Nomination & Remuneration Committee and Board of Director Ms. Farah Nathani Menzies (DIN: 06610782), 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 appointed as an Independent Director of the Company for a period of 3 years, and such 3 years be computed from the date of her re-appointment, i.e. November 11, 2020 to November 10, 2023, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and / or the 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."

**5. Re-appointment of Mr. Arun Vishnu Karambelkar, (DIN:02151606) as an Independent Director for a second and final term of 5 (Five) years effective from May 18, 2021 till May 17, 2026.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 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, Mr. Arun Vishnu Karambelkar, ( DIN:02151606), who has submitted a declaration that he 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 May 18, 2021 till May 17, 2026.

**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."

**6. Remuneration payable to Mr. Rahul R. Katyal, (DIN: 00253046) Managing Director of the Company for the remaining tenure of his appointment ( i.e. from April 1, 2021 to September 3, 2022).**

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

**"RESOLVED THAT** pursuant to the recommendation from Nomination and Remuneration Committee and the Board during their respective meetings held on August 10, 2021 and subject to the provisions of Sections 196, 197, 198 and other applicable provisions read with Schedule V of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification or re-enactment(s) thereof), consent of the members of the Company be and are hereby accorded to the Company for payment of remuneration to Mr. Rahul R. Katyal, (DIN: 00253046) Managing Director of the Company with effect from April 1, 2021 to September 3, 2022 including the remuneration to be paid in the event of loss or inadequacy of profits during any financial year, upon the principal terms and conditions as set out in the

explanatory statement annexed hereto. The other terms of his appointment including designation, duties & responsibilities remains the same.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to vary, alter or modify the terms of remuneration specified above from time to time to the extent it may deem appropriate, provided that such variation/s, alteration/s or modification/s, as the case may be, shall not exceed the aggregate managerial remuneration payable to all such Executive / Whole-time Directors of the Company pursuant to the provisions of Section 197, 198 of the Companies Act, 2013 and rules made thereunder.

**RESOLVED FURTHER THAT** no sitting fees be paid to Mr. Rahul R. Katyal, (DIN: 00253046) Managing Director for attending meetings of the Board of Directors or any committee thereof.

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

**7. Remuneration payable to Mr. Rohit R. Katyal, (DIN: 00252944) Executive Director & Chief Financial Officer of the Company for the remaining tenure of his appointment ( i.e. from April 1, 2021 to June 24, 2024.)**

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

**"RESOLVED THAT** pursuant to the recommendation from Nomination and Remuneration Committee and approval of the Board during their respective meetings held on August 10, 2021 and subject to the provisions of Sections 196, 197, 198 and other applicable provisions read with Schedule V of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification or re-enactment(s) thereof), consent of the members of the Company be and are hereby accorded to the Company for payment of remuneration to Mr. Rohit R. Katyal (DIN: 00252944), Executive Director and Chief Financial Officer of the Company with effect from April 1, 2021 to June 24, 2024 including the remuneration to be paid in the event of loss or inadequacy of profits during any financial year, upon principal terms and conditions as set out in the explanatory statement annexed hereto. The other terms of his appointment including designation, duties & responsibilities remains the same.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to vary, alter or modify the terms of remuneration specified above from time to time to the extent it may deem appropriate, provided that such variation/s, alteration/s or modification/s, as the case may

be, shall not exceed the aggregate managerial remuneration payable to all such Executive / Whole-time Directors of the Company pursuant to the provisions of Section 197, 198 of the Companies Act, 2013 and rules made thereunder.

**RESOLVED FURTHER THAT** no sitting fees be paid to Mr. Rohit R. Katyal, (DIN: 00252944) Executive Director & CFO for attending meetings of the Board of Directors or any committee thereof.

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

**8. Remuneration payable to Mr. Subir Malhotra, Whole-time Director of the Company for the remaining tenure of his appointment ( i.e. from April 1, 2021 to October 31, 2023.)**

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

**"RESOLVED THAT** pursuant to the recommendation from Nomination and Remuneration Committee and approval of the Board during their respective meetings held on August 10, 2021 and subject to the provisions of Sections 196, 197, 198 and other applicable provisions read with Schedule V of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification or re-enactment(s) thereof), consent of the members of the Company be and are hereby accorded to the Company for payment of remuneration to Mr. Subir Malhotra, (DIN: 05190208), Whole-time Director (Executive Director) of the Company with effect from April 1, 2021 to October 31, 2023 including the remuneration to be paid in the event of loss or inadequacy of profits during any financial year, upon principal terms and conditions as set out in the explanatory statement annexed hereto. The other terms of his appointment including designation, duties & responsibilities remains the same.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to vary, alter or modify the terms of remuneration specified above from time to time to the extent it may deem appropriate, provided that such variation/s, alteration/s or modification/s, as the case may be, shall not exceed the aggregate managerial remuneration payable to all such Executive / Whole-time Directors of the Company pursuant to the provisions of Section 197, 198 of the Companies Act, 2013 and rules made thereunder

**RESOLVED FURTHER THAT** no sitting fees 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** the Board of Directors and / or the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, things and matters as they may deem fit necessary, expedient or desirable for giving effect to the foregoing resolution."

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

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹1,70,000/- (Rupees One Lakh Seventy Thousand only) plus applicable taxes thereon and reimbursement of out-of-pocket expenses at actuals as approved by the Board of Directors based on the recommendations of Audit Committee of the Company, to be paid to M/s. Y. R. Doshi & Associates, Cost Accountants, Cost Auditor appointed by the Board of Directors of the Company for conducting audit of the cost records for the financial year ending March 31, 2022 be and is hereby ratified."

**10. Issuance of Equity Shares by way of Qualified Institutions Placement**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42 62(1)(c) and 179 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules thereunder ("**Companies Act**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the provisions of 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 & Disclosure Requirements) Regulations, 2015, as amended, the Consolidated FDI Policy (Effective from October 15, 2020) issued by the Department for Promotion of Industry and Internal Trade the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed thereunder and any other applicable statutes, rules, regulations, circulars, notifications, clarifications and guidelines promulgated or issued from time to time by the Government of India ("**Gol**"), the Securities and Exchange Board of India ("**SEBI**"),

the Reserve Bank of India ("RBI"), the Ministry of Corporate Affairs ("MCA"), other regulatory or statutory authorities and the Stock Exchanges, including the provisions of the uniform listing agreement entered into by the Company with the stock exchanges on which the Company's equity shares are listed (the "Stock Exchanges") and subject to all necessary approvals, consents, permissions and/or sanctions, if any of the GoI, SEBI, RBI, MCA or, any other statutory or regulatory authorities under applicable laws, consent of the Company be and is hereby accorded to the board of directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to create, offer, issue and allot equity shares of the Company having a face value of ₹ 10 (Rupees Ten) each ("Equity Shares") in one or more tranches, by way of Qualified Institutions Placement ("QIP") to Qualified Institutional Buyers ("QIBs") in terms of Chapter VI of the SEBI ICDR Regulations for an aggregate amount not exceeding ₹300 crores (Rupees Three hundred crores only) at such time or times, to such categories of QIBs, by issue of a placement document in such manner and on such terms and conditions and at such price (as may be permitted under applicable laws) as may be deemed appropriate by the Board at its absolute discretion considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead managers and / or underwriters and / or other advisors appointed and / or to be appointed by the Company (the "Proposed Issue")."

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted pursuant to the Proposed Issue shall be listed on the Stock Exchanges and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company and shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend.

**RESOLVED FURTHER THAT** the allotment of the Equity Shares made pursuant to the Proposed Issue shall be completed within 365 days from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations or any other applicable law from time to time.

**RESOLVED FURTHER THAT** any issue of Equity Shares made pursuant to the Proposed Issue 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 ("QIP Floor Price"). The Company may also offer a discount as permitted under applicable law on the QIP Floor Price.

**RESOLVED FURTHER THAT** the relevant date for the purpose of pricing of the Equity Shares which are to be issued pursuant to the Proposed Issue shall be the date of the meeting in which the Board decides to open the Proposed Issue.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, legal advisors, advisors, and all such agencies as are or may be required to be appointed, involved or concerned in the Proposed Issue and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorised on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Proposed Issue, including the finalisation and approval of the draft as well as final offer document(s), determining the form and manner of the Proposed Issue, finalisation of the dates and timing of the Proposed Issue, identification and class of the investors to whom the Equity Shares are to be offered, determining the issue price, face value, premium amount on issue of the Equity Shares, if any, and all other terms and conditions of the Equity Shares, offer and allotment of the Equity Shares, execution of various transaction documents, utilisation of the proceeds in connection with the Proposed Issue 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 Proposed Issue and resolve and settle all questions or difficulties that may arise with regard to such Proposed Issue without being required to seek further consent or approval of the shareholders or otherwise to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to these resolutions, the Board be and is hereby authorised to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.

**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any of the directors of the Company or the company secretary of the Company, signed physically or by digital means, be forwarded to the authorities concerned for necessary action."

**11. Approval of Remuneration by way of Commission to 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended from time to time) the approval of shareholders be and are hereby accorded by the Company 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 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, 2021.

**RESOLVED FURTHER THAT** the Board of Director, based on recommendation from 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 or Nomination and Remuneration Committee of the Board be and are 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."

**By order of the Board of Directors**

**Varsha Malkani**

Company Secretary & Compliance Officer  
Membership No. ACS 42637

**Registered Office:**

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

Place: Mumbai

Date: August 10, 2021

## Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos. 4 to 11 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meeting held on August 10, 2021 considered that the special business under Item Nos. 4 to 11, being considered unavoidable, be transacted at the 9th AGM of the Company. The details under Regulation 26(4), Regulation 36(3) of the SEBI Listing Regulations and clause 1.2.5 of the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, in respect of the person seeking appointment / re-appointment as Director at the AGM, are annexed hereto.
2. General instructions for accessing and participating in the 9th AGM through VC/OAVM Facility and voting (instapoll) through electronic means including remote e-Voting:
  - i. In view of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, and General Circular No.02/2021 dated 13th January, 2021 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" respectively, issued by the Ministry of Corporate Affairs ("Collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as "SEBI Circulars") and in compliance with the provisions of the Act and the SEBI Listing Regulations, the 9th AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 9th AGM shall be the Registered Office of the Company.
  - ii. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 9th AGM, and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 9th AGM through VC / OAVM Facility and e-Voting (instapoll) during the 9th AGM.

- iii. The Company has appointed KFin Technologies Private Limited, Registrars and Transfer Agents ("KFin / RTA"), to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the AGM.
- iv. No restrictions on account of FIFO entry into AGM in respect of 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.
- v. The attendance of the Members (members logins) attending the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

### 3. PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuance of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences from September 4, 2021 (9.00 a.m.) till September 6, 2021 (5.00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.

- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with Kfintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off

date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to Kfintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

**Details on Step 1 are mentioned below:**

**I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for IDeAS facility:</b></p> <ul style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a></li> <li>II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ul> <p><b>2. User not registered for IDeAS e-Services</b></p> <ul style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a></li> <li>II. Select "Register Online for IDeAS" or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1</li> </ul> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ul style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a></li> <li>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.Kfintech.</li> <li>V. On successful selection, you will be redirected to Kfintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ul>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e Kfintech where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, 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.</p> <p>III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**Details on Step 2 are mentioned below:**

**II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of

E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by

folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Capacit'e Infraprojects Limited - AGM" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed

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

- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id shreyanscs@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_Even No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

#### **Details on Step 3 are mentioned below:**

**III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.**

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/Kfintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at <https://emeetings.kfintech.com>. Questions / queries received by the Company from **September 4, 2021 (9.00 a.m.) till September 5, 2021 (5.00 p.m.)** shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for at least 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

#### OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from **September 4, 2021 at 9.00 AM** and closed on **September 5, 2021 at 5.00 PM**. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from **September 4, 2021 at 9.00 AM** and closed on **September 5, 2021 at 5.00 PM**. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- III. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **August 31, 2021**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- IV. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
  - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
    1. Example for NSDL:
    2. MYEPWD <SPACE> IN12345612345678
    3. Example for CDSL:

4. MYEPWD <SPACE> 1402345612345678
  5. Example for Physical:
  6. MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> , the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com) .
- V. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.
4. 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.
  5. Electronic copy of all the documents referred to in the accompanying Notice of the 9th AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at [www.capacite.in](http://www.capacite.in).
  6. During the 9th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to KFin e-Voting system at <https://evoting.kfintech.com>
  7. CS Shreyans Jain of M/s. Shreyans Jain & Co. Company Secretaries, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the the e-Voting (instapoll) system during the meeting in a fair and transparent manner.
  8. During the 9th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 9th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 9th AGM and announce the start of the casting of vote through the e-Voting (instapoll) system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting (instapoll) will be closed after 15 minutes of formal announcement of closure of the 9th AGM.
  9. The Scrutinizer shall after the conclusion of e-Voting at the 9th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes 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 2 working days from the conclusion of the 9th AGM, who shall then countersign and declare the result of the voting forthwith.
  10. The results, together with the Scrutinizer'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 KFin Technologies Private 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.
  11. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 9th AGM and the Annual Report for the year 2020-21 including therein the Audited Financial Statements for year 2020-21, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 9th AGM and the Annual Report for the year 2020-21 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
    - a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's Registrar and Share Transfer Agent KFin Technologies Private Limited (formerly Karvy Fintech Private Limited) at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or alternatively members can also register their email address and mobile no with the Company's Registrar and share Transfer Agent KFin through the URL [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/) or email to the Company's email address [compliance@capacite.in](mailto:compliance@capacite.in);
    - b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
  12. The Notice of the 9th AGM and the Annual Report for the year 2020-21 including therein the Audited Financial Statements for the year 2020-21 is available on the website of the Company at [www.capacite.in](http://www.capacite.in) and the website of the BSE Limited and the National Stock Exchange of India

Limited on which the shares of the Company are listed. The Notice of 9th AGM will also be available at the website of KFin at <https://evoting.kfintech.com>.

13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
14. 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.

15. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.

**By order of the Board of Directors**

**Varsha Malkani**

Company Secretary & Compliance Officer  
Membership No. ACS 42637

**Registered Office:**

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

Place: Mumbai

Date: August 10, 2021

## **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. 4 to 11 of the accompanying Notice;

#### **IN RESPECT OF ITEM NO.4 & 5**

Ms. Farah Nathani Menzies was appointed as an Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, at the Annual General Meeting held on September 3, 2018 to hold office from November 9, 2017 upto November 8, 2020 ("first term" as per the explanation to Section 149(10) and 149(11) of the Act. ). The Nomination & Remuneration Committee at its Meeting held on November 11, 2020 after taking into account the performance evaluation of Ms. Farah Nathani Menzies, during her first term of three years and considering the knowledge, acumen, expertise and experience in her field and the substantial contribution made by her during her tenure as an Independent Director, has recommended to the Board that continued association of Ms. Farah Nathani Menzies as an Independent Directors would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee recommended the Board for her re-appointment. The Board appointed her as an Additional Director of the Company (and categorised as 'Independent Director') with effect from November 11, 2020, 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"). She has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and the Listing Regulations and is eligible to hold office for the second term of three consecutive years commencing from November 11, 2020 upto November 10, 2023 and not liable to retire by rotation.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from her proposing her candidature to the office of Director.

Mr. Arun Vishnu Karambelkar was appointed as Independent Directors of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, at the Annual General Meeting held on September 3, 2018 to hold office upto May 17, 2021. The Nomination & Remuneration Committee though Circulation resolution dated May 7, 2021 after taking into account his performance evaluation, during their first term of three years and considering the knowledge, acumen, expertise and experience in his field and the substantial contribution made by him during his tenure as an Independent Director since his

appointment, has recommended to the Board that his continued association as an Independent Directors would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended his re-appointment as Independent Director on the Board of the Company, to hold office for the second term of five consecutive years commencing from May 18, 2021 upto May 17, 2026 and not liable to retire by rotation.

The above Directors have given a declaration to the Board that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Ms. Farah Nathani Menzies and Mr. Arun Vishnu Karambelkar fulfils the conditions specified in the Act for their appointment as an Independent Directors.

The Company has also received from the above directors:- (i) the consent in writing to act as Director and (ii) intimation that they are not disqualified under section 164(2) of the Companies Act, 2013. (iii) a declaration to the effect that they are not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI). A copy of the draft letter for the appointment of the above Directors as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and the same has also been put up on the Company website [www.capacite.in](http://www.capacite.in).

Except Ms. Farah Nathani Menzies and Mr. Arun Vishnu Karambelkar, none of the Directors and / or Key Managerial Personnel of the Company are concerned or interested, financially or otherwise in the above resolution. The other details including the shareholding of these Directors, whose appointment is proposed at item nos. 4 and 5 of the accompanying Notice, have been given in the attached annexure-A.

The Board recommend the Resolutions for re-appointment of the Independent Directors at item no. 4 to 5 as Special Resolutions of this notice for your approval.

#### **ITEM NO. 6:**

In the 5th Annual General Meeting held on September 30, 2017, the members had approved the reappointment of Mr. Rahul R Katyal as Managing Director of the Company for a period of 5 years on the terms and conditions as contained in the Appointment Letter with authority to the Board of Directors to alter or vary terms and conditions of the said appointment and /

or agreement including remuneration upto a maximum amount of ₹94,20,000/- (Rupees Ninety four lakhs twenty thousand only) per annum.

In view of the increase in the job responsibilities and scope of work in the Company, the Nomination and Remuneration Committee in its meeting held on August 10, 2021 has recommended an increase in the remuneration of Mr. Rahul R Katyal with effect from April 1, 2021 for the remaining tenure of his appointment ( i.e. effective from April 1, 2021 to September 3, 2022.)

Your Directors have recommended a ceiling on remuneration of ₹ 3,00,00,000/- (Rupees Three Crore only) per annum. Other terms and conditions of the appointment of Mr. Rahul R Katyal shall remain same as contained in the Letter of Appointment issued to him.

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

### 1. Remuneration

- (i) Remuneration of Mr. Rahul R. Katyal will be so fixed by the Board of Directors from time to time after taking into account the recommendations of the Nomination & Remuneration Committee, such that the salary and the aggregate value of all perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs; bonus; medical reimbursement, club fees and leave travel concession for himself and his family, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Rahul R. Katyal, shall not exceed the overall ceiling on remuneration approved by the Members in General Meeting. Your Directors have recommended a ceiling on remuneration of ₹ 3,00,00,000/- (Rupees Three Crore) per annum.
- (ii) For the purposes of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Act, 1961 wherever applicable. In the absence of any such provision in the Act, perquisites shall be evaluated at actual cost.
- (iii) Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
- (iv) Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these

either singly or together are not taxable under the Income Tax Act, 1961, Gratuity payable as per the rules of the Company and encashment of leave at the end of his tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

### 2. Minimum Remuneration:

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

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

Pursuant to Regulation 17(6)(e), the remuneration payable to executive directors who are members of the promoter group, shall be subject to the approval of the shareholders by special resolution if the remuneration exceeds the limits as mentioned in the aforesaid regulation. As Mr. Rahul Katyal fall under the category of promoters and as it is recommended to revise his terms of appointment (remuneration). In terms of Rule 7 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company, is not required to obtain approval of the Central Government, Ministry of Corporate Affairs, as the remuneration proposed to be paid to its Executive Director does not exceed the limits specified under Section 196, 197 read with Schedule V and applicable rules of the Companies Act, 2013.

The Board of Directors recommends the Special Resolution as set forth in Item No.6 for the approval of shareholders of the Company.

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

### ITEM NO.7:

In the 7th Annual General Meeting held on August 28, 2019, the members had approved the reappointment of Mr. Rohit R Katyal as Whole-Time Director & Chief Financial Officer of the Company for a period of 5 years on the terms and conditions as contained in the Appointment Letter, with a authority to the Board of Directors to alter or vary terms and conditions of the said appointment and / or agreement including remuneration upto a maximum amount of ₹ 97,20,000/- (Rupees Ninety seven lakhs twenty thousand only) per annum.

In view of the increase in the job responsibilities and scope of work in the Company, the Nomination and Remuneration Committee in its meeting held on August 10, 2021 has recommended

an increase in the salary of Mr. Rohit R Katyal with effect from April 1, 2021 for the remaining tenure of his appointment (i.e. effective from April 1, 2021 to June 24, 2024).

Your Directors have recommended a ceiling on remuneration of ₹ 3,00,00,000/- (Rupees Three Crore only) per annum. Other terms and conditions of the appointment of Mr. Rohit R Katyal shall remain same as contained in the Letter of Appointment issued to him.

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

## 1. Remuneration

- (i) Remuneration of Mr. Rohit R. Katyal will be so fixed by the Board of Directors from time to time after taking into account the recommendations of the Nomination & Remuneration Committee, such that the salary and the aggregate value of all perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs; bonus; medical reimbursement, club fees and leave travel concession for himself and his family, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Rohit R. Katyal, shall not exceed the overall ceiling on remuneration approved by the Members in General Meeting. Your Directors have recommended a ceiling on remuneration of ₹ 3,00,00,000/- (Rupees Three Crore) per annum.
- (ii) For the purposes of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Act, 1961 wherever applicable. In the absence of any such provision in the Act, perquisites shall be evaluated at actual cost.
- (iii) Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
- (iv) Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, 1961, Gratuity payable as per the rules of the Company and encashment of leave at the end of his tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

## 2. Minimum Remuneration:

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

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

Pursuant to Regulation 17(6)(e), the remuneration payable to executive directors who are members of the promoter group, shall be subject to the approval of the shareholders by special resolution if the remuneration exceeds the limits as mentioned in the aforesaid regulation. As Mr. Rohit R Katyal fall under the category of promoters and as it is recommended to revise their terms of appointment (remuneration). In terms of Rule 7 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company, is not required to obtain approval of the Central Government, Ministry of Corporate Affairs, as the remuneration proposed to be paid to its Executive Director does not exceed the limits specified under Section 196, 197 read with Schedule V and applicable rules of the Companies Act, 2013.

The Board of Directors recommends the Special Resolution as set forth in Item No.7 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 / or Key Managerial Personnel of the Company are concerned or interested, financially or otherwise in the above resolution.

## ITEM NO. 8:

In the 7th Annual General Meeting held on August 28, 2019, the members had approved the reappointment of Mr. Subir Malhotra as Whole-Time Director of the Company for a period of 5 years on the terms and conditions as contained in the Appointment Letter, with authority to the Board of Directors to alter or vary terms and conditions of the said appointment and/ or agreement including remuneration upto a maximum amount of ₹ 86,20,000/- (Rupees Eighty six lakhs twenty thousand only) per annum.

Pursuant to recommendations of the Nomination & Remuneration Committee and the Board of Directors, during their Meetings held on August 10, 2021, the proposed terms of remuneration payable to Mr. Subir Malhotra, Whole-time Director for the remaining tenure of his appointment effective from April 1, 2021 to October 31, 2023 upto the limit of ₹ 86,20,000/- per annum as follows:



## 1. Remuneration:

- (i). Remuneration of Mr. Subir Malhotra, will be so fixed by the Board of Directors from time to time after taking into account the recommendations of the Nomination & Remuneration Committee, such that the salary and the aggregate value of all perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs; bonus; medical reimbursement, club fees and leave travel concession for himself and his family, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Subir Malhotra, shall not exceed the overall ceiling on remuneration approved by the Members in General Meeting. Your Directors have recommended a ceiling on remuneration of ₹ 86,20,000/- (Rupees Eighty Six Lacs Twenty Thousand) per annum.
- (ii). For the purposes of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Act, 1961 wherever applicable. In the absence of any such provision in the Act, perquisites shall be evaluated at actual cost.
- (iii). Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
- (iv). Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, 1961, Gratuity payable as per the rules of the Company and encashment of leave at the end of his tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

## 2. Minimum Remuneration:

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

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

Pursuant to Regulation 17(6)(e), the remuneration payable to executive directors who are members of the promoter

group, shall be subject to the approval of the shareholders by special resolution if the remuneration exceeds the limits as mentioned in the aforesaid regulation. As Mr. Subir Malhotra fall under the category of promoters and as it is recommended to revise their terms of appointment (remuneration).

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 Whole-time Director does not exceed the limits specified under Section 196, 197 read with Schedule V and applicable rules of the Companies Act, 2013.

The Board of Directors recommends the Special Resolution as set forth in Item No. 8 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.

Disclosure as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolutions at Item No. 6,7 & 8 are annexed hereto as Annexure B,C & D.

## ITEM NO. 9:

The Board, on the recommendations of the Audit Committee during their meetings held on June 12, 2021, has considered and approved appointment of M/s. Y. R. Doshi & Associates, Cost Accountants as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022 at the remuneration as mentioned in the relevant item of the Notice.

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

Accordingly, ratification by the shareholders is sought to the remuneration payable to the Cost Auditor for the financial year ending March 31, 2022 by passing an Ordinary Resolution as set out at Item No. 9 of the Notice.

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

The Board recommends the Ordinary Resolution as set forth in Item No. 9 for the approval of the Shareholders.

## ITEM NO. 10:

### Issuance of Equity Shares by way of Qualified Institutions Placement

At its meeting on August 10, 2021, the board of directors of the Company ("**Board**") has, approved fund raising up to an aggregate amount of ₹ 300 crores (Rupees Three hundred crores only) by way of qualified institutions placement of equity shares of the Company ("**Equity Shares**") and approved the constitution of a committee for the purposes of giving effect to the fund raising plans of the Company. It is thought prudent for the Company to have enabling approvals to raise the Company's funding requirement through the issue of Equity Shares by way of a qualified institutions placement to qualified institutional buyers in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**") as set out in the resolution.

Approval of the shareholders by way of special resolution is required inter-alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (together the "**Companies Act**") as well as the SEBI ICDR Regulations, each as amended from time to time.

This special resolution enables the Board to issue Equity Shares having a face value of ₹ 10 (Rupees Ten) each for an aggregate amount not exceeding ₹300 crores (Rupees Three hundred crores only) through a qualified institutions placement to qualified institutional buyers.

The Company envisages significant growth opportunities both from public sector as well as private sector clients. Given the significant potential, the Company proposes to raise capital for the purposes of funding some of these growth opportunities, other long-term capital requirements, working capital, general corporate purpose and / or any other purposes, as may be permissible under the applicable law and approved by the board of directors of the Company ("**Board**") / its duly constituted committee.

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Equity Shares will be decided by the Board based on an analysis of the specific requirements of the Company. Therefore, the proposal seeks to confer upon the Board the absolute discretion to determine the terms of issue in consultation with the lead managers / underwriters / other advisors to the issue.

Section 62(1)(a) of the Companies Act provides, inter alia, that when it is proposed to increase the issued capital of a company

by allotment of further equity shares, such further equity shares shall be offered to the existing shareholders of such company in the manner laid down therein unless the shareholders by way of a special resolution decide otherwise. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended also provides that the Company shall, in the first instance, offer all equity shares for subscription pro-rata to the shareholders unless the shareholders in a general meeting or through postal ballot decide otherwise. Section 62(1)(c) of the Companies Act provides that, inter-alia, such further Equity Shares may be offered to any persons whether or not such persons are existing holders of equity shares of the Company as on the date of offer by way of a special resolution passed to that effect by the Company in General Meeting or through a postal ballot. As the issue may result in the issue of Equity Shares of the Company to investor(s) who may or may not be shareholders of the Company, consent of the shareholders is being sought pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the SEBI ICDR Regulations 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. The Equity Shares allotted shall rank in all respects pari passu with the existing Equity Shares of the Company.

The allotment of Equity Shares would be subject to the applicable regulatory approvals, if any. The issuance and allotment of Equity Shares to foreign/non-resident investors would be subject to the applicable foreign investment cap, under applicable law.

None of the directors and/or key managerial personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in said resolution, except to the extent of the Equity Shares that may be subscribed by them or by companies/firms/institutions in which they are interested as director or shareholder or otherwise.

The Board accordingly commends the special resolution as set out in Item No. 10 of this Notice for your approval.

This Notice does not constitute an offer or invitation or solicitation of an offer of securities to the public within or outside India. Nothing in this Notice constitutes an offer of securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorized or where it is unlawful to do so.

This Notice is not an offer of securities for sale in the United States. Any securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or any United States state

securities laws, and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable United States state securities laws. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States.

#### **ITEM NO. 11:**

#### **Approval of Remuneration by way of Commission to eligible Independent Directors**

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 members of the Company, the earlier approval of members has come to end on 31st March, 2021.

Hence, it is proposed to seek approval of the members of the Company for payment of commission to the Independent

Directors duly appointed (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, 2021.

None of the Directors / Key Managerial Personnel of the Company / their relatives, except Independent Directors, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the Notice.

**By order of the Board of Directors**

**Varsha Malkani**

Company Secretary & Compliance Officer  
Membership No. ACS 42637

#### **Registered Office:**

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

Place: Mumbai

Date: August 10, 2021

## ANNEXURE- A

**Details of Directors seeking Appointment/ Re-appointment as required under 26(4) and 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard – 2 issued by the Institute of Company Secretaries of India :**

<b>Name of Director</b>	<b>Mr. Subir Malhotra</b>	<b>Ms. Farah Nathani Menzies</b>	<b>Mr. Arun Vishnu Karambelkar</b>
Date of Birth	October 11, 1965	May 09, 1978	September 25, 1955
Age (years)	55	43	66
Date of Appointment	November 1, 2013	November 11, 2020	May 7, 2021
Qualification	Bachlore of Engineering from BITS Pilani.	1. MBA from Harvard Business School 2. B.A.- B.Sc. from University of Pennsylvania 3. Huntsman Programme in International studies & Business	Master in Material Management from Pune University. B.E. ( Mechanical) from Mumbai University.
Relation with other Directors (Inter-se)	Not related to any of the Directors on the Board.	Not related to any of the Directors on the Board.	Not related to any of the Directors on the Board.
Terms and Conditions of appointment / reappointment	Appointment as an Executive Director subject to retirement by rotation	Re-appointment as a Non-Executive Independent Director, not laible to retire by rotation.	Re-appointment as a Non-Executive Independent Director, not laible to retire by rotation.
Expertise in specific functional areas	MAS Designs specialized in providing design, project management and execution of services viz. Electrical, HVAC, Hydraulics & data and voice and building finishes. He has thorough knowledge and vast exposure to all related latest technologies.	A management consultant various industries spanning consumer goods, private-equity, retail & telecom.	Engineering costing,design, procurement ,construction and outsourcing ,general management skill
Directorship held in other companies as on date	NIL	1. Faraway Foods Private Limited	1. Stenier India Limited
Chairman/ Member of the Committee of the Board of Directors of the Company*	NIL	3	4
Committee positions in other Public Companies	NIL	NIL	NIL
Number of shares of the Company, held	25,25,439 Equity Shares	NIL	NIL

Note:

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

For Details such as Number of Board Meetings attended during the financial year 2020-21 by each of the above Directors and remuneration drawn in respect of the above Directors, please refer the Corporate Governance Report which is the part of this Annual Report

## ANNEXURE – B

Annexure referred in item No 6 Disclosure Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 is given hereunder:

<b>I. General information:</b>																																									
(1) Nature of industry	Construction of Buildings																																								
(2) Date of commencement of commercial production	The Company was incorporated on August 09, 2012 and as in in operation since then																																								
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable																																								
(4) Financial performance based on given indicators	<p><b>a. Standalone Financial Performance</b></p> <p style="text-align: right;">( ₹ In Lakhs)</p> <table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Standalone</th> </tr> <tr> <th>Year Ended March 31, 2021</th> <th>Year Ended March 31, 2020</th> </tr> </thead> <tbody> <tr> <td>Revenue from operations</td> <td>879.72</td> <td>1,528.74</td> </tr> <tr> <td>Other income</td> <td>28.72</td> <td>25.38</td> </tr> <tr> <td><b>Total Income</b></td> <td><b>908.44</b></td> <td><b>1,554.12</b></td> </tr> <tr> <td>Profit before tax</td> <td>4.82</td> <td>103.40</td> </tr> <tr> <td>Net Profit after Tax</td> <td>1.79</td> <td>90.92</td> </tr> </tbody> </table> <p><b>b. Consolidated Financial Performance</b></p> <p style="text-align: right;">( ₹ In Lakhs)</p> <table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Consolidated</th> </tr> <tr> <th>Year Ended March 31, 2021</th> <th>Year Ended March 31, 2020</th> </tr> </thead> <tbody> <tr> <td>Revenue from operations</td> <td>879.72</td> <td>1,528.99</td> </tr> <tr> <td>Other income</td> <td>28.79</td> <td>25.40</td> </tr> <tr> <td><b>Total Income</b></td> <td><b>908.51</b></td> <td><b>1,554.39</b></td> </tr> <tr> <td>Profit before tax</td> <td>4.82</td> <td>103.38</td> </tr> <tr> <td>Net Profit after Tax</td> <td>1.53</td> <td>91.03</td> </tr> </tbody> </table>	Particulars	Standalone		Year Ended March 31, 2021	Year Ended March 31, 2020	Revenue from operations	879.72	1,528.74	Other income	28.72	25.38	<b>Total Income</b>	<b>908.44</b>	<b>1,554.12</b>	Profit before tax	4.82	103.40	Net Profit after Tax	1.79	90.92	Particulars	Consolidated		Year Ended March 31, 2021	Year Ended March 31, 2020	Revenue from operations	879.72	1,528.99	Other income	28.79	25.40	<b>Total Income</b>	<b>908.51</b>	<b>1,554.39</b>	Profit before tax	4.82	103.38	Net Profit after Tax	1.53	91.03
Particulars	Standalone																																								
	Year Ended March 31, 2021	Year Ended March 31, 2020																																							
Revenue from operations	879.72	1,528.74																																							
Other income	28.72	25.38																																							
<b>Total Income</b>	<b>908.44</b>	<b>1,554.12</b>																																							
Profit before tax	4.82	103.40																																							
Net Profit after Tax	1.79	90.92																																							
Particulars	Consolidated																																								
	Year Ended March 31, 2021	Year Ended March 31, 2020																																							
Revenue from operations	879.72	1,528.99																																							
Other income	28.79	25.40																																							
<b>Total Income</b>	<b>908.51</b>	<b>1,554.39</b>																																							
Profit before tax	4.82	103.38																																							
Net Profit after Tax	1.53	91.03																																							
(5) Foreign investments or collaborations, if any.	The Company has not entered into any material foreign collaboration; an investment made in the Company is received from One Country under Foreign Direct Investment Scheme.																																								

## II. Information About the Appointee:

(1) Background details Mr. Rahul Ramnath Katyal aged 46 years, is founder of Capacit'e Infraprojects Limited which was incorporated on August 9, 2012. He holds a higher secondary certificate from the Maharashtra State Board of Secondary and Higher Secondary Education Divisional Board. . He has approximately 26 years of experience. He possess Project management skills. He looks after complete Operations Department (execution, coordination and controls) of the Company. He has been appointed as Managing Director of the Company on September 4, 2012. He currently heads business development, client relationship and operations at the Company.

(2) Past remuneration

Sr. No	Particulars	Linked to	% / Fixed	Amount (in ₹ )	
				Per Month	Per Annum
<b>1</b>	<b>Salary &amp; Allowances</b>				
1.1	Basic	N.A.	Fixed	4,00,000	48,00,000
1.2	LTA	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>

(3) Recognition or awards Under the directorship of Mr. Rahul Ramnath Katyal the Company has won various appreciation certificates and Awards like EHS Excellence Award, the SHE Excellence Awards 2017, 'DSC Leader of the Year, Appreciation for 1.6 million injury free person-hours between 2014 and 2018 India Book of Records Certificate for Largest Cancer Care Hospital Built in Least Time by a Philanthropic Organization, Award for 12<sup>th</sup> CIDC Vishwakarma Awards under category Construction Health, Safety & Environment by Construction Industry Development Council and Construction World Global Award among others.

(4) Job profile and his suitability He heads business development, client relationship and operations at the Company.

(5) Remuneration proposed As stated in the Explanatory Statement under Item No. 6

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) The remuneration as proposed of Mr. Rahul R Katyal is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and its group and diverse nature of its businesses in his position as Managing Director of the Company, Mr. Rahul R Katyal devotes his full time in overseeing the operations of the Company.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. Besides the remuneration proposed Mr. Rahul R Katyal does not have any pecuniary relationship with the Company. Mr. Rahul R Katyal is one of the Promoter and he holds 73,80,953 equity shares in the share capital of the Company.  
Mr. Rahul R Katyal is brother of Mr. Rohit R Katyal, Executive Director and Chief Financial Officer of the Company.

---

**III. Other Information:**

---

- |   |  |
|---|--|
| (1) Reasons of loss or inadequate profits                             | The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Rahul R. Katyal i.e. till September 3, 2022  |
| (2) Steps taken or proposed to be taken for improvement               | The Company has embarked on a series of strategic and operational measures that are expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium Corporate developer with several prestigious projects in hands across the country. The contracts undertaken by the Company were temporarily suspended during nationwide lockdown. Business operations were resumed in a phased manner in line with directives from the authorities. In CIDCO project significant construction activities would be carried out in next 12 months to ensure Cash Flow for the operations. |
| (3) Expected increase in Productivity and profits in measurable terms | The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to maintain and improve financial performance.   |
- 

**IV. Disclosures**

all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc.: Details are mentioned in the explanatory statement

Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2020-21: The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2020-21 of the Company.

---

## ANNEXURE – C

Annexure referred in item No.7 Disclosure Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 is given hereunder:

<b>I. General information:</b>																																									
(1) Nature of industry	Construction of Buildings																																								
(2) Date of commencement of commercial production	The Company was incorporated on August 09, 2012 and as in operation since then																																								
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable																																								
(4) Financial performance based on given indicators	<p><b>a. Standalone Financial Performance</b> (₹ In Lakhs)</p> <table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Standalone</th> </tr> <tr> <th>Year Ended March 31, 2021</th> <th>Year Ended March 31, 2020</th> </tr> </thead> <tbody> <tr> <td>Revenue from operations</td> <td>879.72</td> <td>1,528.74</td> </tr> <tr> <td>Other income</td> <td>28.72</td> <td>25.38</td> </tr> <tr> <td><b>Total Income</b></td> <td><b>908.44</b></td> <td><b>1,554.12</b></td> </tr> <tr> <td>Profit before tax</td> <td>4.82</td> <td>103.40</td> </tr> <tr> <td>Net Profit after Tax</td> <td>1.79</td> <td>90.92</td> </tr> </tbody> </table> <p><b>b. Consolidated Financial Performance</b> (₹ In Lakhs)</p> <table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Consolidated</th> </tr> <tr> <th>Year Ended March 31, 2021</th> <th>Year Ended March 31, 2020</th> </tr> </thead> <tbody> <tr> <td>Revenue from operations</td> <td>879.72</td> <td>1,528.99</td> </tr> <tr> <td>Other income</td> <td>28.79</td> <td>25.40</td> </tr> <tr> <td><b>Total Income</b></td> <td><b>908.51</b></td> <td><b>1,554.39</b></td> </tr> <tr> <td>Profit before tax</td> <td>4.82</td> <td>103.38</td> </tr> <tr> <td>Net Profit after Tax</td> <td>1.53</td> <td>91.03</td> </tr> </tbody> </table>	Particulars	Standalone		Year Ended March 31, 2021	Year Ended March 31, 2020	Revenue from operations	879.72	1,528.74	Other income	28.72	25.38	<b>Total Income</b>	<b>908.44</b>	<b>1,554.12</b>	Profit before tax	4.82	103.40	Net Profit after Tax	1.79	90.92	Particulars	Consolidated		Year Ended March 31, 2021	Year Ended March 31, 2020	Revenue from operations	879.72	1,528.99	Other income	28.79	25.40	<b>Total Income</b>	<b>908.51</b>	<b>1,554.39</b>	Profit before tax	4.82	103.38	Net Profit after Tax	1.53	91.03
Particulars	Standalone																																								
	Year Ended March 31, 2021	Year Ended March 31, 2020																																							
Revenue from operations	879.72	1,528.74																																							
Other income	28.72	25.38																																							
<b>Total Income</b>	<b>908.44</b>	<b>1,554.12</b>																																							
Profit before tax	4.82	103.40																																							
Net Profit after Tax	1.79	90.92																																							
Particulars	Consolidated																																								
	Year Ended March 31, 2021	Year Ended March 31, 2020																																							
Revenue from operations	879.72	1,528.99																																							
Other income	28.79	25.40																																							
<b>Total Income</b>	<b>908.51</b>	<b>1,554.39</b>																																							
Profit before tax	4.82	103.38																																							
Net Profit after Tax	1.53	91.03																																							
(5) Foreign investments or collaborations, if any.	The Company has not entered into any material foreign collaboration; an investment made in the Company is received from One Country under Foreign Direct Investment Scheme.																																								



## II. Information About the Appointee:

(1) Background details Mr. Rohit Ramnath Katyal aged 50 years, is founder of Capacit'e Infraprojects Limited which was incorporated on August 9, 2012. He holds a bachelors' degree in commerce from the University of Mumbai with specialization in financial accounting and auditing. He has approximately 29 years of experience. He was instrumental in Initial Public Offering of the Company and Listing in the year 2017. He manages the financial, commercial and accounts functions at the Company. He was appointed as Director in July 1, 2014 and was designated as Executive Director and Chief Financial Officer of the Company. He was re-appointed w.e.f. June 25, 2019. He is currently focused on the finance, commerce and accounts functions of the Company.

(2) Past remuneration

Sr. No	Particulars	Linked to	% / Fixed	Amount (in ₹)	
				Per Month	Per Annum
<b>1</b>	<b>Salary &amp; Allowances</b>				
1.1	Basic	N.A.	Fixed	4,00,000	48,00,000
1.2	LTA	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>

(3) Recognition or awards

Under the directorship of Mr. Rohit R. Katyal the Company has won various appreciation certificates and Awards like EHS Excellence Award, the SHE Excellence Awards 2017, 'DSC Leader of the Year, Appreciation for 1.6 million injury free person-hours between 2014 and 2018 India Book of Records Certificate for Largest Cancer Care Hospital Built in Least Time by a Philanthropic Organization, Award for 12<sup>th</sup> CIDC Vishwakarma Awards under category Construction Health, Safety & Environment by Construction Industry Development Council and Construction World Global Award among others.

(4) Job profile and his suitability

He looks after the financial, commercial and accounts functions at the Company.

(5) Remuneration proposed

As stated in the Explanatory Statement under Item No. 7

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

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

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

Besides the remuneration proposed Mr. Rohit R Katyal does not have any pecuniary relationship with the Company. Mr. Rohit R Katyal is one of the Promoter and he holds 50,00,000 equity shares in the share capital of the Company.

Mr. Rohit R. Katyal is brother of Mr. Rahul R. Katyal, Managing Director of the Company.

---

**III. Other Information**

---

- |   |  |
|---|--|
| (1) Reasons of loss or inadequate profits                             | The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Rohit Ramnath Katyal i.e. till June 24, 2024   |
| (2) Steps taken or proposed to be taken for improvement               | The Company has embarked on a series of strategic and operational measures that are expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium Corporate developer with several prestigious projects in hands across the country. The contracts undertaken by the Company were temporarily suspended during nationwide lockdown. Business operations were resumed in a phased manner in line with directives from the authorities. In CIDCO project significant construction activities would be carried out in next 12 months to ensure Cash Flow for the operations. |
| (3) Expected increase in Productivity and profits in measurable terms | The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to maintain and improve financial performance.   |
- 

**IV. Disclosures :**

all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., Details are mentioned in the explanatory statement;

Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2020-21: The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2020-21 of the Company .

---

## ANNEXURE - D

Annexure referred in item No.8 Disclosure Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 is given hereunder:

### I. General information:

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

- (4) Financial performance based on given indicators **a. Standalone Financial Performance**

(₹ In Lakhs)

Particulars	Standalone	
	Year Ended March 31, 2021	Year Ended March 31, 2020
Revenue from operations	879.72	1,528.74
Other income	28.72	25.38
<b>Total Income</b>	<b>908.44</b>	<b>1,554.12</b>
Profit before tax	4.82	103.40
Net Profit after Tax	1.79	90.92

### b. Consolidated Financial Performance

(₹ In Lakhs)

Particulars	Consolidated	
	Year Ended March 31, 2021	Year Ended March 31, 2020
Revenue from operations	879.72	1,528.99
Other income	28.79	25.40
<b>Total Income</b>	<b>908.51</b>	<b>1,554.39</b>
Profit before tax	4.82	103.38
Net Profit after Tax	1.53	91.03

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

---

**II. Information About the Appointee:**

---

(1) Background details Mr. Subir Malhotra aged 55 years, joined the Company as a Director with effect from November 1, 2013 and further he was re-appointed on November 1, 2018. He holds Bachelor's degree in Civil Engineering (honours) from the Birla Institute of Technology & Science, Pilani and his expertise in specific functional areas includes MAS Designs specialized in providing design, project management and execution of services viz. Electrical, HVAC, Hydraulics, data, and voice and building finishes. He has thorough knowledge and vast exposure to all related latest technologies.

---

(2) Past remuneration

Sr. No	Particulars	Linked to	% / Fixed	Amount (in ₹)	
				Per Month	Per Annum
<b>1</b>	<b>Salary &amp; Allowances</b>				
1.1	Basic	N.A.	Fixed	4,00,000	48,00,000
1.2	LTA	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>

---

(3) Recognition or awards Under the directorship of Mr. Subir Malhotra the Company has won various appreciation certificates and Awards like EHS Excellence Award, Appreciation Certificate from MFE Formwork Technology (I) Pvt. Ltd., India Book of Records Certificate for Largest Cancer Care Hospital Built in Least Time By A Philanthropic Organization, Award for 12th CIDC Vishwakarma Awards under category Construction Health, Safety & Environment by Construction Industry Development Council and Construction World Global Award among others.

---

(4) Job profile and his suitability Taking into consideration the size of the Company, the complex nature of its operations, the strategic and operational restructuring of the Company and transformations undertaken, Mr. Subir Malhotra's broad functional and general management skills, his rich experience and vast knowledge of the Company's Business and his guidance on technology that can be used for improving performance in the activities of the Company.

---

(5) Remuneration proposed As stated in the Explanatory Statement under Item No. 8

---

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) The remuneration as proposed of Mr. Subir Malhotra is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and its group and diverse nature of its businesses, in his position as Executive Director of the Company, Mr. Subir Malhotra devotes his substantial time in overseeing the operations of the Company.

---

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. Besides the remuneration proposed Mr. Subir Malhotra does not have any pecuniary relationship with the Company. Mr. Subir Malhotra is one of the Promoter and he holds 25,25,439 equity shares in the share capital of the Company.

---

---

**III. Other information:**

- |   |   |
|---|---|
| (1) Reasons of loss or inadequate profits                             | The Company is passing a special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely affected / impacted in future due to the business environment during the period for which remuneration is payable to Mr. Subir Malhotra.  |
| (2) Steps taken or proposed to be taken for improvement               | The Company has embarked on a series of strategic and operational measures that are expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium Construction Company. The Company has also strategically planned to address the issue of business environment and increase profits and has put in place measures to reduce cost and improve the bottom-line. |
| (3) Expected increase in Productivity and profits in measurable terms | The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to maintain and improve financial performance.  |

---

**IV. Disclosures**

all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., : Details are mentioned in the explanatory statement;

Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2020-21: The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2020-21 of the Company.

---



