



Ref : CIL/STEX 30/FY19-20

Date : July 20, 2019

To

The Secretary,
BSE Limited
Corporate Relationship Dept,
P.J. Towers,
Dalal Street, Fort, Mumbai-400 001

The Secretary,
National Stock Exchange of India Limited
Plot No.C/1, G Block,
Bandra Kurla Complex
Bandra (East), Mumbai-400 051

Scrip Code – /Scrip Id: 540710/CAPACITE

Scrip Symbol: CAPACITE

Sub: Notice of the 7th Annual General Meeting

Dear Sir/ Madam,

The 7th Annual General Meeting (AGM) of the Company is scheduled to be held on Wednesday, August 28, 2019. The Notice of the 7th AGM is attached herewith.

Kindly take the same on your records and oblige.

Thanking you,

Yours Sincerely
For **CAPACIT'E INFRAPROJECTS LIMITED**

Sai Kedar Katkar
Company Secretary and Compliance Officer



Encl: As above

NOTICE

NOTICE IS HEREBY GIVEN THAT the seventh Annual General Meeting of **CAPACIT'E INFRAPROJECTS LIMITED** will be held at Grand Hall, The Acres Club, 411-B, Opp. Bhakti Bhawan, Hemu Kalani Marg, Chembur (East), Mumbai-400071 (Venue) on Wednesday, 28th day, of August, 2019 at 11:30 AM (Time) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider & adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 together with Reports of the Board of Directors and Statutory Auditors thereon:
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Report of the Statutory Auditors thereon:
2. To declare Dividend of ₹ 1.00 (i.e. 10% on face value) per Equity share of face value of ₹10/- each fully paid-up of the Company for the financial year ended March 31, 2019:
3. To appoint Mr. Siddharth Parekh, Non-Executive Director having DIN 06945508, who retires by rotation and being eligible, has offered himself for re-appointment.

SPECIAL BUSINESS:

4. Re-appointment of Mr. Subir Malhotra, having DIN 05190208, as a Whole-time Director for further term of five years:

To consider and if thought fit, to pass with or without modification, the following resolution as ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Subir Malhotra, having DIN 05190208, as Whole-time Director designated as Executive Director of the Company, liable to retire by rotation, for a period of five (5) years with effect from November 1, 2018, on such terms and conditions including remuneration as may be approved by the members, with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner, as may be agreed to between the Board of Directors and Mr. Subir Malhotra.”

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

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

5. Re-appointment of Mr. Rohit R Katyal, having DIN 00252944, as a Whole-time Director for further term of five years:

To consider and if thought fit, to pass with or without modification, the following resolution as ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to recommendation of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Rohit R Katyal, having DIN 00252944, as Whole-time Director designated as Executive Director of the Company, liable to retire by rotation for a period of five (5) years with effect from June 25, 2019, on such terms and conditions including remuneration as may be approved by the members, with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Rohit R Katyal.”

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

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

6. Ratification of remuneration payable to M/s Y R Doshi & Associates, Cost Auditors 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 rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the remuneration of ` 2,00,000/- (Rupees Two Lakh only) per annum plus applicable taxes thereon and reimbursement of out-of-pocket expenses at actuals be paid to M/s. Y. R. Doshi & Associates, Cost Accountants, as Cost Auditors appointed by the Board of Directors of the Company for conducting audit of the cost records for the financial year ending March 31, 2020 be and is hereby ratified.”

7. Remuneration payable to Mr. Rahul R. Katyal, Managing Director of the Company for the financial year 2019-20:

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

“RESOLVED THAT pursuant to the recommendation from Nomination and Remuneration Committee and the Board during their respective meetings held on May 13, 2019 and subject to the provisions of

section 196, 197, 198 and other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification or re-enactment(s) thereof) read with Schedule – V thereto, consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Rahul R. Katyal, Managing Director (DIN: 00253046) of the Company with effect from April 1, 2019 to March 31, 2020 upon principal terms and conditions as set out in the explanatory statement annexed hereto, terms of his appointment including designation, duties & responsibilities remaining the same."

"RESOLVED FURTHER THAT the Nomination & Remueneration Committee be and is 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 & 203 of the Companies Act, 2013 and rules made thereunder."

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

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

8. Remuneration payable to Mr. Rohit R. Katyal, Executive Director & Chief Financial Officer of the Company for the financial year 2019-20:

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

"RESOLVED THAT pursuant to the recommendation from Nomination and Remuneration Committee and approval of the Board during their respective meetings held on May 13, 2019 and subject to the provisions of section 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment(s) thereof) read with Schedule - V thereto, consent of the members of the Company be and is hereby accorded 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, 2019 to March 31, 2020 upon principal terms and conditions as set out in the explanatory statement annexed hereto, terms of his appointment including designation, duties & responsibilities remaining the same."

"RESOLVED FURTHER THAT the Nomination & Remuneration Committee be and is 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 & 203 of the Companies Act, 2013 and rules made thereunder."

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

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

9. Remuneration payable to Mr. Subir Malhotra, Executive Director of the Company for the financial year 2019-20:

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

“RESOLVED THAT pursuant to the recommendation from Nomination and Remuneration Committee and approval of the Board during their respective meetings held on May 13, 2019 and subject to the provisions of section 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment(s) thereof) read with Schedule - V thereof, consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Subir Malhotra, having DIN 05190208, Executive Director of the Company with effect from April 1, 2019 to March 31, 2020 upon principal terms and conditions as set out in the explanatory statement annexed hereto, terms of his appointment including designation, duties & responsibilities remaining the same.”

“RESOLVED FURTHER THAT the Nomination & Remuneration Committee be and is 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 & 203 of the Companies Act, 2013 and rules made thereunder.”

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

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

10. Re-classification of Authorised Share Capital and Consequent Alteration of Memorandum of Association:

To consider and if thought fit, to pass, with or without modification(s), the following resolution for re-classification of Authorised Capital of the Company, as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, read with the rules framed thereunder including any statutory modification(s) or re-enactment for the time being in force) and the Articles of Association of the Company, the consent and approval of the members of the Company be and is hereby accorded for re-classification of the Authorised Share Capital of the Company of ₹ 80,00,00,000/- (Rupees Eighty Crore only) divided into 7,66,50,000 (Seven Crore Sixty Six Lakhs Fifty Thousand) Equity shares of ₹ 10/- (Rupees Ten only) each aggregating to ₹ 76,65,00,000/- (Rupees Seventy Six Crore Sixty Five Lakhs only) and 16,75,000 (Sixteen Lakhs Seventy Five Thousand) Compulsory Convertible Cumulative Preference Shares of face value of ₹ 20/- (Rupees Twenty only) each to be re-classified to ₹ 80,00,00,000/- (Rupees Eighty Crore) divided into 8,00,00,000 (Eight Crore only) Equity shares of ₹ 10/- (Rupees Ten only) each and consequently the existing Clause V of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby altered by substituting the following existing Clause V(a) thereof with the following new Clause V(a) as under:

Existing clause:

“V (a) The Authorised Share Capital of the Company is ₹80,00,00,000/- (Rupees Eighty Crore only) divided into 7,66,50,000 (Seven Crore Sixty Six Lakhs Fifty Thousand) Equity shares of ₹ 10/- (Rupees Ten only) each aggregating to ₹ 76,65,00,000/- (Rupees Seventy Six Crore Sixty Five Lakhs only) and 16,75,000 (Sixteen Lakhs Seventy Five Thousand) Compulsory Convertible Cumulative Preference Shares of face value of ₹20/- (Rupees Twenty only) each.”

Revised clause:

“V (a) The Authorised Share Capital of the Company is ₹80,00,00,000/- (Rupees Eighty Crore only) divided into 8,00,00,000 (Eight Crore only) Equity shares of ₹ 10/- (Rupees Ten only) each.”

“RESOLVED FURTHER THAT any of the Executive Directors and/ or Company Secretary of the Company be and is hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to sign/ digitally sign, submit the relevant e-Forms with Ministry of Corporate Affairs in this regard and are hereby severally/ jointly authorised to take all such necessary steps and actions and give such directions as may be in its absolute discretion deem necessary and required in this regard.”

“RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary wherever required.”

11. Fund Raising:

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

“RESOLVED THAT subject to the approval of the members of the Company, and provisions of Sections 42 and 62(1)(c) read with the rules and regulations made thereunder, and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, any statutory modification or re-enactment thereof, for the time being in force) (the “Companies Act”), the provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with any other applicable law or regulation, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI LODR Regulations”), the listing agreements entered into with the respective stock exchanges where the equity shares of the Company of ₹ 10 each (“Equity Shares”) are listed (the “Stock Exchanges”), the provisions of the Foreign Exchange Management Act, 1999, as amended (the “FEMA”), including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares through (Depository Receipt Mechanism) Scheme, 1993, as amended and the Depository Receipts Scheme, 2014 and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by the Government of India (the “GoI”) from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the GoI, the Reserve Bank of India (the “RBI”), the Securities and Exchange Board of India (the “SEBI”), the Registrar of Companies, Maharashtra at Mumbai (the “RoC”), the Stock Exchanges, and / or any other competent authorities and subject to any required approvals, consents, permissions and / or sanctions from the SEBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions

and / or sanctions, the consent of the board of directors of the Company ("Board") be and is hereby accorded to to create, issue, offer and allot Equity Shares, Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), and/or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, non- convertible debentures with warrants and / or convertible preference shares or any security convertible into Equity Shares and such other securities as stated in the resolution ("Securities") or any combination thereof, in one or more tranches, in the course of Indian and / or international offering(s) in one or more foreign markets, for cash, at such price or prices, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the merchant bankers and / or other advisor(s) or otherwise, for an aggregate amount up to not exceeding ₹ 250 Crores (Rupees Two Hundred & Fifty Crore) (the "Issue") by way of a public issue or a private placement, including by way of a qualified institutions placement ("QIP") in accordance with Chapter VI of the SEBI ICDR Regulations to such investors that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers ("QIBs") (as defined under the SEBI ICDR Regulations) whether or not such investors are members of the Company jointly or severally through an offer / placement document and / or other letter or circular ("Offering Document") as may be deemed appropriate, in the sole discretion by the Board in such manner and on such terms and conditions, including the terms of the issuance, security, fixing of record date, and at a price not less than the price calculated as per the applicable pricing formula and as may be permitted by the relevant regulatory / statutory authority, together with any amendments and modifications thereto, but without requiring any further approval or consent from the shareholders.

"RESOLVED FURTHER THAT price determined for a QIP shall be subject to appropriate adjustments as per the provisions of Regulation 166 of the SEBI ICDR Regulations, if required.

"RESOLVED FURTHER THAT in the event the Securities or a combination thereof are offered to QIBs pursuant to a QIP, the allotment of Securities (or any combination thereof as may be decided by the Board) shall only be to QIBs, such Securities shall be fully paid-up (subject to allottees having the option to pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants, where the tenure of any convertible or exchangeable Securities shall not exceed 60 (sixty) months from the date of allotment) and the allotment of such Securities shall be completed within 12 (twelve) months from the date of passing of the special resolution, approving the QIP or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations and the Securities shall not be eligible to be sold by the allottees pursuant to the QIP for a period of 12 (twelve) months from the date of allotment, except on a recognised stock exchange, or as may be permitted from time to time under the SEBI ICDR Regulations. Furthermore, the Board may, at its absolute discretion, issue Securities at a discount of not more than 5.00% (five percent) to the floor price or such other percentage as permitted in accordance with the SEBI ICDR Regulations. Alternatively, preferential issuance and allotment of Securities (other than as issued and allotted to QIBs by way of QIP) shall be subject to pricing requirements prescribed under Chapter V of the SEBI ICDR Regulations. Issuances of FCCBs or ADRs / GDRs shall be subject to pricing requirements prescribed under relevant schemes in compliance with applicable law.

"RESOLVED FURTHER THAT subject to relevant provisions of applicable laws, rules, regulations, as amended, from time to time, in the event there is a preferential allotment of Securities in terms of Chapter V of the SEBI ICDR Regulations (other than as issued and allotted to QIBs by way of QIP), the "relevant date" for the purpose of pricing of the Equity Shares shall be thirty days prior to the date of the shareholders meeting on which the preferential issue was considered, and in the event of allotment of eligible convertible securities, the "relevant date" for the purpose of pricing of such convertible securities, shall be thirty days prior to the date of the shareholders meeting on which the preferential issue was considered or a date thirty days prior to the date on which the holders of such securities become entitled to apply for the Equity Shares.

“RESOLVED FURTHER THAT subject to relevant provisions of applicable laws, rules, regulations, as amended, from time to time, in the event the Equity Shares are issued to QIBs by way of QIP, in terms of Chapter VI of the SEBI ICDR Regulations, the “relevant date” for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or a duly authorised committee thereof decides to open the proposed issue of Equity Shares, and in the event of allotment of eligible convertible securities, the “relevant date” for the purpose of pricing of such convertible securities, shall be the date of the meeting in which the Board or a duly authorised committee thereof decides to open the issue of such securities or the date on which the holders of such securities become entitled to apply for the Equity Shares.

“RESOLVED FURTHER THAT the Company and / or any agency or body authorised by the Company may issue ADRs or GDRs representing the underlying Equity Shares or other securities issued by the Company, in registered form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international practices and regulations, and under the forms and practices prevalent in the international markets including filing any registration statement and any amendment thereto with the respective regulatory authorities.

“RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- a) the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b) any Equity Shares that may be created, offered, issued and allotted by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects.

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution described above the Board or a duly authorised committee thereof be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalisation and approval of the private placement offer letter, preliminary as well as final placement document(s), as applicable, determining the form and manner of the issue, the nature and number of Securities to be allotted, determination of person(s) to whom the Securities will be offered and allotted in accordance with applicable law, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue / conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter and signing of declarations, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilisation of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the RoC, the book running lead manager(s), or other authorities or agencies involved in or concerned with the issue of Securities and as the Board or a duly authorised committee thereof may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may be exercised by the Board or a duly authorised committee as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or a duly authorised committee thereof to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

“RESOLVED FURTHER THAT the Board or a duly authorised committee thereof be and is hereby authorised to engage/appoint book running lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilising agents, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings of Securities 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 and to seek the listing of the Securities on the Stock Exchanges.

“RESOLVED FURTHER THAT any Director of the Company and the Company Secretary, be and are hereby severally authorised to file / submit such application(s) to RBI and /or SEBI and / or Stock Exchanges and / or such other regulatory / statutory authorities, as may be required, for intimating / seeking their approval in respect of the Issue, to sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the Issue, and to do all such acts, deeds, matters and things and execute such papers, deeds and documents as may be necessary or expedient for the aforesaid purpose.

“RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary wherever required.”

12. Borrowings by the Company and Delegation to the Board thereto:

To consider and if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:

“RESOLVED THAT in supersession of the Ordinary Resolution adopted at the Annual General Meeting of the Company held on June 25, 2014 and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company, to borrow from time to time any sum or sums of monies from any one or more persons, firms, bodies corporate, banks, financial institutions or from any others by way of advances, deposits, loans, debentures or otherwise and whether unsecured or secured by mortgage, charge, hypothecation, lien or pledge of the Company's assets and properties, whether movable or immovable including stock-in-trade and debts and advances notwithstanding that the sum or sums of monies so borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from Company's Bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose so however that the total amount up to which the money may be borrowed by the Board of Directors shall not at any one time exceed the limit of ₹ 3,000 Crore (Rupees Three Thousand Crore only) on account of the principal amount.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Executive Directors and/ or Company Secretary of the Company be and are hereby severally authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may think fit.”

13. Mortgage and/or create charge on any of the assets of the company:

To consider and if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:

“RESOLVED THAT in supersession of the Ordinary Resolution adopted at the extra-ordinary general meeting held on November 6, 2012 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company, to mortgage and/or charge, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, all or any of

the movable and/or immovable, tangible and/or intangible properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/ bonds or other debt instruments), issued/to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compounded interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agent(s)/ trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), heads of agreement(s), debenture trust deed or any other document entered into/to be entered into between the Company and the lender(s)/ agent(s)/ trustees, in respect of the said loans/ borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the lender(s)/agent(s)/trustee(s).

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Executive Directors and / or Company Secretary of the Company be and are hereby severally authorised to finalize, settle and execute such documents/ deeds/writings/ papers/ agreements as may be required and to do all acts, deeds, matters and things, including but not limited to filing e-forms with the Registrar of Companies, as it may in their absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/charge as aforesaid.”

By order of the Board of Directors

**Sai Kedar Katkar
Company Secretary
Membership No. A-25463**

Date: July 19, 2019
Place: Mumbai

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

NOTES:

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

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

2. Corporate members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, concerning the Special Businesses in the Notice of this Annual General Meeting is annexed hereto and forms part of this Notice.
4. Statement giving details of the Directors seeking appointment / re-appointment is also annexed with this Notice pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and Secretarial Standard on General Meeting ("SS-2").
5. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
6. Members / Proxies/ Authorised Persons attending the Annual General Meeting (AGM) of the Company are requested to hand over the Attendance Slip, duly filled in for admission to the AGM hall.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members holding Shares in demat/electronic form are requested to write their Client ID and DP ID and those holding Shares in physical form are requested to write their folio number in the attendance slip and deliver duly signed attendance slip at the entrance of the meeting hall.
9. Members may also note that the Notice of the Seventh Annual General Meeting and the Company's Annual Report 2018-19 will be available on the Company's website www.capacite.in . All the relevant documents referred to in this AGM Notice and Explanatory Statement etc. shall remain open for inspection purpose at the Registered Office of the Company during its business hours on all working days up to the date of AGM.
10. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 and Register of Contracts or Arrangement in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

Book Closure and Dividend:

11. The Register of Members and Share Transfer Books of the Company will be closed from August 22, 2019 to August 28, 2019 for the payment of Dividend (Both days inclusive).
12. If Dividend on Equity as recommended by the Board is approved by Members who are holding shares of the Company as on August 21, 2019, shall be entitled to receive dividend.
13. The Annual Accounts of the Subsidiary Company shall be available at the Registered Office of the Company for inspection by any shareholder. The copies of the accounts of subsidiaries required by any shareholders will be provided on written request to the Company Secretary of the Company at the Registered Office of the Company and also available at the website of the Company.
14. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the financial year 2018-19 are being sent by e-mail to those Members who have registered their e-mail address with the Company or Registrar and Share Transfer Agent or Depository Participant unless any Member has requested for the hard copy of the same. Physical copies of the Annual Report will be sent by way of permitted modes in case where the email addresses of the Members are not registered.
15. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). These Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, Karvy Fintech Pvt. Ltd to provide efficient and better services to the members.
16. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent, Karvy Fintech Pvt. Ltd. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Karvy Fintech Pvt. Ltd for assistance in this regard.

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

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

- a. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed in this notice by electronic means and the business may be transacted through e-voting services, the said resolutions will not be decided on a show of hands at the AGM.

- b. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting (“remote e-voting”) will be provided by Karvy Fintech Pvt. Ltd.
- c. The facility for voting through ballot paper shall be made available at the AGM venue and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- d. The Company has appointed CS Shreyans Jain, Practicing Company Secretary, to act as scrutinizer (the ‘Scrutinizer’) for conducting the voting and remote e-voting process for the Annual General Meeting in a fair and transparent manner.
- e. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- f. The members who have cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again.
- g. The remote e-voting period commences on August 25, 2019 at 9:00 AM and ends on August 27, 2019 at 5:00 PM. During this period members of the Company, holding shares as on the cut-off date of August 21, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by Karvy Fintech Pvt. Ltd. for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

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

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

- (iii) After entering the details appropriately click on LOGIN.
 - a) Password change menu will appear. Change the password with a new password of your choice. The new password has to be a minimum of 8 (eight) characters consisting of at least 1 (one) upper case (A-Z), 1 (one) lower case (a-z), 1 (one) numeric value (0-9) and a special character.

Kindly note that this password can be used by the Demat holders for voting on any resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through Karvy Fintech Pvt. Ltd. e-voting platform.

System will prompt you to change your password and update any contact details like mobile #, email ID etc., on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it.

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

- (iv) Login again with the new credentials.
- (v) On successful login, system will prompt to select the 'EVENT' (E-voting Event Number) i.e., the Company's name 'Capacit'e Infraprojects Limited'.
- (vi) On the voting page, you will see the 'Resolution Description' and against the same the option 'FOR/ AGAINST/ ABSTAIN' from voting.

Enter the number of shares (which represents number of votes) under 'FOR/ AGAINST/ ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/ AGAINST' taken together should not exceed your total shareholding. If the member does not want to cast his vote, select 'ABSTAIN'.

- (vii) Members holding multiple folios/ demat account shall choose the voting process separately for each folios/ demat account.
- (viii) After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- (ix) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (x) Corporate/ Institutional Members (Corporate/ FIs/ FIIIs/ Trust/ Mutual Funds/ Banks etc.) are required to send scan (PDF format) of the relevant authorisation in board resolution to the Scrutinizer through e-mail to shreyanscs@gmail.com with a copy to evoting@karvy.com.
- (xi) In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting User Manual for Members available at the download section of <https://evoting.karvy.com> or contact Mr. Raju S.V. of Karvy Fintech Pvt. Ltd. at +91 40 67162222 or at 1800 345 4001 (toll free).
- (xii) This Notice is dispatched/ emailed to Members, whose names appear in the Register of Members/ list of Beneficial Owners as on July 26, 2019. However, the Members, whose names appear in the Register of Members/ list of Beneficial Owners as on August 21, 2019 are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 9.00 a.m. on August 25, 2019 and will end at 5.00 p.m. on August 27, 2019. Members are eligible to cast vote electronically only if they are holding shares as on that date. Members who have acquired shares after the dispatch of the AGM Notice and before the Cut-off Date may approach the Registrar for issuance of the User ID and Password for exercising their right to vote by electronic means.
- (xiii) Members are eligible to cast vote electronically only if they are holding shares as on August 21, 2019.

- (xiv) The voting period shall commence at 9.00 a.m. on August 25, 2019 and will end at 5.00 p.m. on August 27, 2019. The e-voting module shall be disabled by Karvy at 5.00 p.m. on August 27, 2019.
18. Members have the option to vote either through e-voting or through physical postal ballot form. If a Member has opted for e-voting, then he/she should not vote by physical postal ballot form also and *vice-versa*. However, in case Members cast their vote both *via* physical postal ballot form and e-voting, then voting through e-voting shall prevail and voting done by postal ballot shall be treated as invalid.
19. The Scrutinizer will submit his report to the Chairman of the Board after completion of the scrutiny of the postal ballots including e-votes submitted. The Scrutinizer's decision on the validity of the vote (including e-votes) shall be final. The results of the postal ballot including e-voting will be announced latest by August 30, 2019.
20. 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) and also on the website of Karvy (<https://evoting.karvy.com>) besides being communicated to BSE Limited and the National Stock Exchange of India Limited on which the shares of the Company are listed.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 4 to 9 of the accompanying Notice;

Item No. 4:

The term of appointment of Mr. Subir Malhotra, as a Whole-time Director, designated as an Executive Director, expired on October 31, 2018. Pursuant to recommendation of Nomination & Remuneration Committee and consequent approval of the Board during their respective meetings held on November 3, 2018, he is proposed to be appointed as Whole-time Director designated as an Executive Director of the Company for a further term of 5 years commencing from November 1, 2018. The present appointment is subject to approval of the Shareholders’ in terms of the applicable provisions of the Companies Act, 2013.

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

The profile & other details of the Director proposed to be reappointed form part of this explanatory statement. The Board recommends the resolution set forth in Item No. 4 for the approval of the Shareholders.

Item No. 5:

The current term of appointment of Mr. Rohit R Katyal, as a Whole-time Director, designated as an Executive Director, expired on June 24, 2019. Pursuant to recommendation of Nomination & Remuneration Committee and consequent approval of the Board during their respective meetings held on May 13, 2019, he is proposed to be appointed as Whole-time Director designated as an Executive Director of the Company for a term of 5 years commencing from June 25, 2019. The present appointment is subject to approval of the Shareholders’ in terms of the applicable provisions of the Companies Act, 2013.

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.

The profile & other details of the Director proposed to be reappointed form part of this explanatory statement. The Board recommends the resolution set forth in Item No. 5 for the approval of the Shareholders.

Item No. 6:

The Board, on the recommendations of the Audit Committee, has considered and approved appointment of M/s. Y. R. Doshi & Associates, Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020 at the remuneration as mentioned in the relevant item of the Notice.

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

Accordingly, ratification by the shareholders is sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020 by passing an Ordinary Resolution as set out at Item No. 6 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 set forth in Item No. 6 for the approval of the Shareholders.

Item No. 7:

Pursuant to recommendations of the Nomination & Remuneration Committee and the Board of Directors, during their Meetings held on May 13, 2019, the proposed terms of remuneration payable to Mr. Rahul R. Katyal, Managing Director during the financial year 2019-20 are as follows:

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

Perquisites:

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

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

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

The Board of Directors recommends the resolution set forth in Item No. 7 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. 8:

Pursuant to recommendations of the Nomination & Remuneration Committee and the Board of Directors, during their Meetings held on May 13, 2019, the proposed terms of remuneration payable to Mr. Rohit R. Katyal, Executive Director & CFO during the financial year 2019-20 are as follows:

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

Perquisites:

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

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

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

The Board of Directors recommends the resolution set forth in Item No. 8 for the approval of shareholders of the Company.

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

Item No. 9:

Pursuant to recommendations of the Nomination & Remuneration Committee and the Board of Directors, during their Meetings held on May 13, 2019, the proposed terms of remuneration payable to Mr. Subir Malhotra, Executive Director during the financial year 2019-20 are as follows:

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

Perquisites:

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

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

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

The Board of Directors recommends the resolution set forth in Item No. 9 for the approval of shareholders of the Company.

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

Item no. 10:

Pursuant to Company's business expansion and consequent funding requirements, it is proposed to re-classify the Authorised Share Capital of the Company from the existing ₹ 80,00,00,000/- (Rupees Eighty Crore only) divided into 7,66,50,000 (Seven Crore Sixty Six Lakhs Fifty Thousand) Equity shares of ₹ 10/- (Rupees Ten only) each aggregating to ₹ 76,65,00,000/- (Rupees Seventy Six Crore Sixty Five Lakhs only) and 16,75,000 (Sixteen Lakhs Seventy Five Thousand) Compulsory Convertible Cumulative Preference Shares of face value of ₹ 20/- (Rupees Twenty only) each to ₹ 80,00,00,000/- (Rupees Eighty Crore only) divided into 8,00,00,000 (Eight Crore only) Equity shares of ₹ 10/- (Rupees Ten only) each.

Accordingly, the Board commends the Ordinary Resolution set out at Item No. 10 of the Notice of Annual General Meeting for approval of the members of the Company.

None of the Directors/ Key Managerial Personnel of the Company or their relatives, in any way, are concerned or interested, financially or otherwise, in proposed resolution, set out at Item No. 10 of the Notice.

Item No. 11:

Members may note that this special resolution is to enable the Company to create, issue, offer and allot Equity Shares, Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), and / or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and / or convertible preference shares or any security convertible into Equity Shares and such other securities as stated in the resolution ("Securities") or any combination thereof, by way of a public issue or a private placement, including by way of a qualified institutions placement ("QIP") in accordance with Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"). Accordingly, the Board has, subject to approval of the shareholders, approved by its resolution dated July 19, 2019 as stated in the resolution at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions as may be deemed appropriate by the Board at its discretion, taking into consideration market conditions and other relevant factors and wherever necessary in consultation with book running lead manager(s) and / or other advisor(s) appointed in relation to the proposed issue, all in accordance with applicable laws. The Company intends to issue Securities for an aggregate amount not exceeding ₹ 250 Crores (Rupees Two Hundred & Fifty Crore only).

This special resolution seeks to enable the Board (including any duly authorised committee thereof) to undertake the above-mentioned fund raise in accordance with the SEBI ICDR Regulations for the purposes mentioned above, without the need for fresh approval from the members.

Purpose / objects of the fund raise:

Our Company proposes to utilise the funds raised through the proposed issuance to meet, amongst other things, capital expenditure of the Company including any acquisition opportunities, working capital requirements of the Company and general corporate purposes.

Basis or Justification of Price:

The pricing of the Securities to be issued to QIBs pursuant to Chapter VI of the SEBI ICDR Regulations shall be determined by the Board in accordance with the regulations on pricing of securities determined in accordance with Chapter VI of the SEBI ICDR Regulations. In the event the Equity Shares are issued to QIBs by way of QIP, in terms of Chapter VI of the SEBI ICDR Regulations, the "relevant date" for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or a committee of directors duly authorised by the Board decides to open the proposed issue of Equity

Shares, in the event of allotment of eligible convertible securities, the “relevant date” for the purpose of pricing of such convertible securities, shall be the date of the meeting in which the Board or a duly authorised committee thereof decides to open the issue of such securities or the date on which the holders of such securities become entitled to apply for the Equity Shares. In the event the Securities or a combination thereof are offered to QIBs pursuant to a QIP, the resolution enables the Board to, in accordance with applicable laws, offer a discount of not more than 5.00% (five percent) or such other percentage as permitted under applicable law, on such price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations on such price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations. Alternatively, issuances of FCCBs or ADRs / GDRs shall be subject to pricing requirements prescribed under relevant schemes in compliance with applicable law.

The special resolution also enables the Board to issue Securities in tranches, at such times, at such prices and to such person(s) as the Board deems fit, in accordance with applicable law.

The detailed terms and conditions for the offer will be determined by the Board in consultation with the book running lead manager(s) and / or other advisor(s) appointed in relation to the proposed issue, if any, and such other authorities as may be required, taking into consideration market conditions and in accordance with applicable law. The Equity Shares allotted will be listed and traded on Stock Exchanges where Equity Shares of the Company are currently listed, on the National Stock Exchange of India Limited and BSE Limited subject to obtaining necessary approvals. The offer / issue / allotment of the Securities would be subject to obtaining regulatory approvals, if any by the Company. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI LODR Regulations”).

The Company has not allotted any securities on a preferential basis in the current year.

The consent of the members is being sought pursuant to Section 42 and Section 62(1)(c) and other applicable provisions, if any, of the Companies Act and any other law for the time being in force and applicable under the SEBI LODR Regulations.

The Promoters, Directors or KMPs of the Company or their relatives may be deemed to be concerned or interested in the resolution to the extent of shares held by them in the Company.

The Board recommends the Resolution as set out above for your consideration and approval by way of a special resolution.

Item No. 12 & 13:

The Members of the Company at the Annual General Meeting held on June 25, 2014 approved by way of an ordinary resolution under Section 180 (1) (a) of the Companies Act, 2013 and delegated to the Board of Directors power to borrow over and above the aggregate of the paid- up capital and free reserves of the Company provided that total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 2000 Crore (Rupees Two Thousand Crore Only).

The increasing business operations and future growth plans of the Company would necessitate restructuring of the borrowing limits by authorizing the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves but not exceeding ₹ 3000 Crore (Rupees Three Thousand Crore Only).

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid up capital and free reserves, apart from temporary loans obtained from

Company's bankers in the ordinary course of business, except with the consent of the members of the Company accorded by way of a special resolution.

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s). The mortgage and/or charge by the Company of its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the lenders/agent(s)/trustees, with a power to take over the management of the business and concern of the Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013.

The Members of the Company at their Annual General Meeting held on June 25, 2014 approved by way of an ordinary resolution under Section 180(1)(c) of the Companies Act, 2013, consent to the Board of Directors for creating mortgage or charge on its movable or immovable properties for an amount not exceeding ₹2,000 Crore (Rupees Two Thousand Crore Only).

Section 180(1)(a) of the Companies Act, 2013 requires that the Board of Directors shall not create mortgage or charge on its movable or immovable properties, except with the consent of the members of the Company accorded by way of a special resolution.

The Promoters, Directors or KMPs of the Company or their relatives may be deemed to be concerned or interested in the resolution to the extent of shares held by them in the Company.

The Board recommends the Resolution as set out above for your consideration and approval by way of a Special resolutions as stated in .

By order of the Board of Directors

Sai Kedar Katkar
Company Secretary
Membership No. A25463

Date : July 19, 2019
Place : Mumbai

Registered Office:

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

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

| Name of Director | Subir Malhotra | Rohit R. Katyal | Siddharth Parekh |
|--|--|--|--|
| Date of Birth | October 11, 1965 | January 9, 1971 | May 4, 1979 |
| Age (years) | 53 | 48 | 40 |
| Date of Appointment | November 1, 2013 | March 1, 2014 | October 18, 2016 |
| Qualification | Bachlore of Engineering from BITS Pilani. | Bachelor's degree in commerce from University of Mumbai. | Bachelor's degree in economins from University of Pennsylvania. |
| Relation with other Director/ s (Inter-se) | Not applicable | Brother of Mr. Rahul R. Katyal, Managing Director | Not applicable |
| Expertise in specific functional areas | Executive director of the Company | Currently CFO of the Company, other functional areas include Accounts, taxation | Finance & economics |
| Directorship held in other companies as on date | 1. Capacit'e Engineering Pvt Ltd: Managing Director & Member | 1. CIPL PPSL Yongnam Joint Venture Constructions Pvt. Ltd.: Director & Nominee member 2. Capacit'e Engineering Pvt Ltd: Director 3. Katyal Merchandise Pvt Ltd: Director & Member 4. TCC Constructions Pvt. Ltd. : Nominee Director | 1. Maini Precision Pvt. Ltd.: Director 2. Mountain Trail Foods Pvt. Ltd.: Director 3. Eshakti.Com Pvt Ltd.: Director 4. Proud Securities and Credits Pvt Ltd: Additional Director 5. Faraway Foods Pvt Ltd. : Director |
| Chairman/ Member of the Committee of the Board of Directors of the Company | Nil | 2 | Nil |
| Committee positions^ in other Public Companies | Nil | Nil | Nil |
| Number of shares of the Company, held | 25,25,439 Equity Shares | 61,24,930^ Equity Shares as on date of this Notice | Nil |

Note:

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

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

**Form No. MGT-11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CAPACITE INFRAPROJECTS LIMITED

CIN: L45400MH2012PLC234318

Regd. Office: 605-607, Shrikant Chambers, Phase – I, 6th Floor, Adjacent to R. K. Studios,
Sion – Trombay Road, Mumbai - 400 071, Maharashtra, India.

Tel.: +91 22 717 33 717 Fax.: +91 22 71 733 733

Website: www.capacite.in Email: compliance@capacite.in

Name of the Member (s): _____

Registered address: _____

E-mail Id: _____

DP ID- Client ID* / Folio No: _____

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

1.Name:.....Address:.....

.....E-mail Id:

Signature:,

or failing him

2.Name:.....Address:.....

.....E-mail Id:

Signature:,

or failing him

3.Name:.....Address:.....

.....E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 7th Annual General Meeting of the Company, to be held on Wednesday, 28th day of August 2019 at 11: 30 A.M. at Grand Hall, The Acres Club, 411-B, Opp. Bhakti Bhawan, Hemu Kalani Marg, Chembur (East), Mumbai-400071 and at any adjournment thereof in respect of such resolutions as are indicated overleaf

Signed this day of 2019.

Signature of shareholder

Signature of Proxy holder(s)

Affix Re. 1/-
Revenue
Stamp
Here

| Resolution No. as per Notice of the Annual General Meeting | Type of Resolution (Ordinary/Special) | Particulars of the proposed Resolutions | Vote | | |
|--|---------------------------------------|---|---------|---------|---------|
| | | | Consent | Dissent | Neutral |
| Item No 1 | Ordinary | To receive, consider and adopt Financial Statements, Standalone and consolidated, for the Financial year ended March 31, 2019 | | | |
| Item No 2 | Ordinary | Declaration of Dividend of ` 1 per equity share having face value of ` 10 each (10% of the face value) | | | |
| Item No 3 | Ordinary | To appoint Mr. Siddharth Parekh having DIN 06945508, who retires by rotation as a Non- Executive Director, and being eligible, has offered himself for re-appointment | | | |
| Item No 4 | Ordinary | Re-appointment of Mr. Subir Malhotra, as an Executive Director for further term of five years | | | |
| Item No 5 | Ordinary | Re-appointment of Mr. Rohit R. Katyal, as an Executive Director for further term of five years | | | |
| Item No 6 | Ordinary | Ratification of Remuneration of Cost Auditor | | | |
| Item No 7 | Ordinary | Revision in remuneration of Mr. Rahul R. Katyal, Managing Director of the Company | | | |
| Item No 8 | Ordinary | Revision in remuneration of Mr. Rohit R. Katyal, Executive Director & CFO of the Company | | | |
| Item No 9 | Ordinary | Revision in remuneration of Mr. Subir Malhotra, Executive Director of the Company | | | |
| Item No 10 | Ordinary | Re-classification of Authorised Share Capital of the Company | | | |
| Item No 11 | Special | Fund raising through qualified institutional placement/s | | | |
| Item No 12 | Special | Borrowings by the Company and Delegation to the Board thereto | | | |
| Item No 13 | Special | Mortgage and/or create charge on any of the assets of the company | | | |

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of Members up to and not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company. Further, a Member holding more than ten per cent, of the total share capital of the Bank carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

*Applicable for investors holding shares in electronic form.

ATTENDANCE SLIP

DP ID- Client ID* / Folio No. :
Name of Member :
Name of Proxy holder :
No. of Share(s) Held :

I hereby record my presence at the 7th Annual General Meeting of **CAPACIT'E INFRAPROJECTS LIMITED** held on Wednesday, 28th day of August 2019 at 11: 30 A.M. at Grand Hall, The Acres Club, 411-B, Opp. Bhakti Bhawan, Hemu Kalani Marg, Chembur (East), Mumbai-400071.

.....
Signature of Member/Proxy

Notes:

- (1) Members / Proxy-holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.
- (2) Members are requested to bring their copy of Annual Report for reference at the Meeting.

*Applicable for investors holding shares in electronic form.

Location map for the Venue of the Annual General Meeting of the Company

(inserted in print version)