



CAPACIT'E INFRAPROJECTS LIMITED

CIN: L45400MH2012PLC234318

Registered Office: 605-607, Shrikant Chambers, Phase - 1, 6th Floor, Adjacent to RK Studios, Sion - Trombay Road, Chembur, Mumbai – 400071, Maharashtra, India

Email: info@capacite.in, Website: www.capacite.in;

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 and Regulation 44 of SEBI (Listing Obligations & Disclosures Requirements, 2015)]

VOTING STARTS ON

Sunday, 30 June, 2024 at 9:00 a.m. (IST)

VOTING ENDS ON

Monday, 29 July, 2024 at 5:00 p.m. (IST)

Dear Member(s),

Pursuant to the provisions of Section 110 of the Companies Act, 2013 (**"the Act"**), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**) and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time, **the members as on Friday, June 21, 2024 ("cut-off") of Capacit'e Infraprojects Limited ("the Company") are hereby requested to give their approval in respect of the resolutions as appended below by way of remote e-voting only ('Postal Ballot' or 'e-voting')**).

In compliance with the circular issued by Ministry of Corporate Affairs ('MCA') no. 20/2020 dated May 5, 2020, 14/ 2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 and the latest one being General Circular number 9/2023 dated 25th September 2023 (**'MCA Circulars'**), this Postal Ballot Notice is being sent by email only, to the members as on **Friday, June 21, 2024** whose e-mail addresses are registered with the Company/ Depository Participants ('DP')/ Depository/ Registrar & Share Transfer Agent of the Company. If your e-mail address is not registered with the Company/Depositories/ RTA, please follow the process provided in Note No. 5 to receive this Postal Ballot Notice, login ID, and password for remote e-voting.

Detailed explanatory statements setting out the material facts concerning the resolution and instructions for e-voting are annexed to this Notice.

Resolution No: 1

Appointment of Mr. Kartik Jayantilal Rawal (DIN: 00436076) as an Independent Director of the Company

To consider and, if thought fit, pass the following resolution as a **Special Resolution**:

"Resolved that pursuant to the provisions of Sections 149, 150, 152 and 161 and Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with rules framed thereunder, and Regulation 17(1C), 17A, Regulation 25 and other applicable provisions, if any, SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**) including any statutory modification(s) or re-enactment thereof for the time being in force and upon recommendation of Nomination and Remuneration Committee, Mr. Kartik Jayantilal Rawal (DIN: 00436076), who was appointed as an Additional Independent Director by the Board of Directors (hereinafter referred to as the 'Board') w.e.f. May 03, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from the original date of appointment i.e. from May 03, 2024 to May 02, 2029.

Resolved further that the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and / or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.

Resolution No.2

Re-appointment of Mr. Rohit Ramnath Katyal (DIN 00252944) as a Whole-time Director of the Company

To consider and, if thought fit, pass the following resolution as a **Special Resolution**:

"Resolved that pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder and applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law applicable to the Company for time being in force (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with relevant provisions of the Articles of Association of the Company, and upon recommendations of Nomination and Remuneration Committee and Board of Directors of the Company (hereinafter referred to as the 'Board') and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the Members be and are hereby accorded for re-

appointment of Mr. Rohit Ramnath Katyal (DIN: 00252944) as Whole Time Director designated as Executive Director, for a further period of five (5) years with effect from June 25, 2024 till June 24, 2029, not liable to retire by rotation, on such other terms and conditions as detailed in the explanatory statement attached hereto.

Resolved further that the consent of members, be and is hereby accorded for payment of Maximum Remuneration of ₹ 3,00,00,000 (Rupees Three crores) per annum to Mr. Katyal as Whole Time Director with authority to the Board to regulate the payment of remuneration from time to time, during the period of his appointment as detailed in the explanatory statement attached hereto.

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 to give effect to the aforesaid resolution.”

By order of the Board of Directors

Rahul Kapur

Company Secretary
ACS52093

Mumbai
Date: June 28, 2024

NOTES

1. An explanatory statement pursuant to the provisions of Section 102, 110 of the Act and Regulation 36(3) of the Listing Regulations, stating all material facts and the reason/ rationale for the proposed resolution is annexed herewith.
2. As per the provisions of Sections 108 and 110 of the Act and Regulation 44 Listing Regulations, members are provided the facility to cast their vote on the resolution outlined in this Notice, through remote e-voting facility only ('remote e-voting'). The Company has engaged the services of National Securities Depositories Limited ("NSDL") to provide a remote e-voting facility to the members.
3. As per the applicable MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot form and pre-paid business reply envelope are not being sent to members for this Postal Ballot.
4. The cut-off date for the purpose of reckoning the voting rights and sending the Notice is Friday, June 21, 2024 ("Cut-off date"). All the members of the Company as on the Cut-off date including those members who may not have received this Notice due to non-registration of their email ID with Company/ Depository Participants ('DP')/ Depository/ Registrar & Share Transfer Agent, shall be entitled to vote by way of remote e-voting in accordance with the process laid down in note no. 15 below. A person who is not a member as on the Cut-off date, should treat this Postal Ballot Notice for information purpose only.
5. Those members who have not yet registered their email addresses and consequently, have not received the Notice, are requested to get their email addresses and mobile numbers registered by following the guidelines mentioned below:
 - i. Members holding shares in physical mode are hereby notified that pursuant to SEBI's general circular no. SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023, all holders of physical shares can update/ register their contact details including the details of e-mail address by submitting the requisite Form ISR-1 along with the supporting documents with Registrar & Share Transfer Agent ('RTA') of the Company viz. KFin Technologies Limited. Form ISR-1 can be downloaded at https://karisma.kfintech.com/downloads/2Form_ISR-1.pdf. Detailed FAQs in this regard can be found at <https://ris.kfintech.com/faq.html>
 - ii. Members holding shares in dematerialized form are requested to register/ update their e-mail addresses with their respective DPs.
 - iii. In order to participate in the Corporate Governance Green initiative, members are requested to register their email addresses in respect of shares held in electronic form with their DPs permanently for sending the Annual Reports, Notice of General Meetings and other shareholders' communications. In case of queries with respect to the above, members are requested to write to einward.ris@kfintech.com or call at the toll-free number 1800 309 4001.
6. The Notice is available on the Company's website at www.capacite.in and on the website of NSDL at www.evoting.nsd.com and on the website of National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com, in compliance with the MCA Circulars.
7. The remote e-voting facility will be available during the following period:
 - Commencement of remote e-voting Sunday, 30 June, 2024 at 9:00 a.m. (IST)
 - End of remote e-voting: Monday, 29 July, 2024 at 5:00 p.m. (IST)

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of aforesaid period. Once the vote on the resolution is casted by the member, he/ she shall not be allowed to change it subsequently.

8. The voting rights of members for remote e-voting shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as at close of business hours on the Cut-off date.
9. Pursuant to the provisions of Sections 112 and 113 of the Act, Body corporates/ Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint authorized representative(s) to cast their votes through remote e-voting.
10. In this regard, such shareholders are required to send a latest certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney authorizing their representative(s) to vote on their behalf through remote e-voting. The said resolution/ letter/ power of attorney shall be sent through registered email ID to the Scrutinizer at shreyanscs@gmail.com with a copy marked to evoting@nsdl.co.in and evoting@nsdl.com.
11. The Board of Directors has appointed Mr. Shreyans Jain, (Membership No. FCS 8519), Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
12. The Scrutinizer, after scrutinizing the remote e-voting, shall make a report of the votes cast in favour or against, if any, and submit the same to the Chairman or any other person authorised by the Chairman. The Chairman or the authorized person shall declare the voting results on Wednesday, 31 July, 2024. The voting results and scrutinizer's report shall be available on the website of the Company (www.capacite.in) and on the website of NSDL at www.evoting.nsdl.com and shall also be displayed at the registered office of the Company. The results shall simultaneously be communicated to the Stock Exchanges viz. NSE and BSE.
13. The resolution, if passed, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened on that behalf on the date of the end of the remote e- voting facility, i.e. on Monday, 29 July, 2024.
14. All documents referred to in the Notice, will be available for inspection electronically, without any fee, by the members from the date of circulation of this Notice up till the date of end of remote e-voting facility i.e. Monday, 29 July, 2024. Members seeking to inspect such document(s) can send an email to cs@capacite.in.
15. Shareholders are requested to read the following instructions to cast their votes electronically from their respective locations:

How do I vote electronically using the NSDL e-Voting system?

The way to vote electronically on the NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. 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. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. |

NSDL Mobile App is available on



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

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

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

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in a demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in a demat account with CDSL. | 16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on the NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of the company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shreyanscs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter, etc. by clicking on the "Upload Board Resolution / Authority Letter" displayed under the "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct

password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@capacite.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@capacite.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory statement pursuant to the provisions of Section 102, 110 of the Act and Regulation 36(3) of the Listing Regulations

Resolution No. 1

To well diversified Board and to bring more competence to the Board, the Board of Directors, upon the recommendations of the Nomination & Remuneration Committee (NRC), approved the appointment of Mr. Kartik Jayantilal Rawal (DIN: 00436076) as an Additional Independent Director of the Company w.e.f. May 03, 2024, to hold office for a term of five (5) consecutive years i.e. up to May 02, 2029, subject to the approval of the members of the Company through Special Resolution.

The Company has received:

- (i) consent in writing from Mr. Kartik Jayantilal Rawal to act as Independent Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules');
- (ii) intimation in Form DIR -8 in terms of the Appointment Rules from Mr. Kartik Jayantilal Rawal to the effect that he is or was not disqualified under Section 164 of the Act;
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Listing Regulations;
- (iv) a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/02 dated June 20, 2018, that he has not been debarred from holding the office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority;
- (v) a declaration from Mr. Kartik Jayantilal Rawal that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective of independent judgment and without any external influence;
- (vi) a confirmation from Mr. Kartik Jayantilal Rawal that he has successfully registered himself in the Independent Director's Databank maintained by the Indian Institute of Corporate Affairs in terms of the requirement of the Act and
- (vii) a notice in writing by a member proposing her candidature under Section 160(1) of the Act

A brief profile of Mr. Kartik Jayantilal Rawal is as follows:

Mr. Kartik Jayantilal Rawal holds an Engineer's Degree with distinction in Civil Engineering from Birla Vishwakarma Mahavidyalaya, Sardar Patel University, Vallabh Vidyanagar, Gujarat, India.

He has over 39 years of extensive industry expertise to the table, with 15 years of dedicated service at the senior executive level, including roles as Chief Operating Officer, Executive Director, and

Managing Director. He has consistently demonstrated exceptional capabilities in overseeing large-scale, complex projects across diverse sectors within the construction industry.

Throughout his career, Mr. Rawal has successfully managed the execution of a wide range of construction projects encompassing Civil, Structural, and Mechanical works for heavyweight engineering endeavours such as Steel, Power, Cement, Refineries, Petrochemicals, as well as diverse industries including Automobile, Fertilizer, Paper, and Tyre manufacturing. His expertise extends to public and residential buildings, infrastructure development, railway projects, and water and irrigation initiatives. Notably, he has a track record of delivering successful EPC projects for government and private sectors, including contributions to some of India's most significant endeavours in the Refinery, Steel, Power, and Cement sectors.

In his role as Managing Director, he expertly managed an organization with a workforce of 4000 employees and an impressive \$500 million in annual turnover. His leadership skills were instrumental in turning around underperforming divisions and re-establishing customer trust. He also possesses valuable experience in project execution and bidding within the Middle East and Africa regions.

Presently, Mr. Rawal serves as a Strategic Consultant and Advisor to various construction companies, where he leverages his wealth of experience to support boards in achieving organic growth for their organizations.

His commitment to excellence and proven track record makes him a valuable asset in the field of construction and project management.

Other required details pursuant to Regulation 36(3) of SEBI Listing Regulations, the Act, and SS-2 issued by the Institute of Company Secretaries of India are set out in the Annexure–A to the Explanatory Statement.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the approval of the Members is sought for the appointment of Mr. Kartik Jayantilal Rawal as an Independent Director of the Company, as a special resolution as set out above.

In the opinion of the Board, Mr. Kartik Jayantilal Rawal fulfils the conditions specified in the Act, rules made thereunder and SEBI Listing Regulations for appointment as an Independent Director of the Company and is independent of management of the Company.

Save and except Mr. Kartik Jayantilal Rawal and his relatives, to the extent of their shareholding, if any, in the Company, none of the Directors or Key Managerial Personnel of the Company's other relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

Resolution No. 2

Mr. Rohit Ramnath Katyal (DIN: 00252944) was re-appointed as the Whole Time Director of the Company w.e.f. June 25, 2019 for a period of 5 years i.e. upto June 24, 2024 pursuant to the resolution passed by the Members at their 7th AGM of the Company held on August 28, 2019 and his re- appointment is due for another term of five years.

Based on the strong performance of the Company under the leadership of Mr. Katyal and to secure the continuity and stability of the current leadership to ensure the best interests of the Company and its stakeholders, the Nomination and Remuneration Committee (NRC) considered it appropriate to recommend to the Board the re-appointment of Mr. Katyal as Whole Time Director of the Company. Further, on the basis such recommendation the Board of Directors of the Company (the 'Board'), at its meeting held on May 28, 2024, has, subject to approval of the Shareholders, approved the re- appointment of Mr. Katyal as Whole Time Director of the Company w.e.f. June 25, 2024, to hold office for a term of five (5) consecutive years i.e. up to June 24, 2029. The Board also on recommendation of the NRC approved following remuneration subject to approval of shareholders, during period commencing from April 1, 2024 and ending on March 31, 2029.

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

Remuneration of Mr. Katyal will be so fixed by the Board of Directors from time to time after taking into account the recommendations of the NRC, 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 Ramnath Katyal, shall not exceed the overall ceiling on remuneration approved by the Members in General Meeting or by mean of postal ballot. Your Directors have recommended a ceiling on remuneration of ₹3,00,00,000/- (Rupees Three Crore only) per annum. For the purposes of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Act, 1961 wherever applicable. In the absence of any such provision in the Act,

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

Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, 1961, Gratuity payable as per the rules of the Company and encashment of leave at the end of his tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

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

Other required details pursuant to Regulation 36(3) of SEBI Listing Regulations, the Act, and SS-2 issued by the Institute of Company Secretaries of India are set out in the Annexure- A to the Explanatory Statement.

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

The Company has received the requisite documents from Mr. Katyal that he is not disqualified from being re-appointed as Director in terms of Section 164 of the Act and has given his consent to act as Whole Time Director of the Company. He is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority.

The Company has not defaulted in payment of dues to any bank or public financial institution or non- convertible debenture holders or other secured creditor, if any.

The Board of Directors recommends the Special Resolution as set forth in Item No.2 for the approval of shareholders of the Company.

Except Mr. Rahul Ramnath Katyal, who is brother of Mr. Rohit Ramnath Katyal, none of the Directors and / or Key Managerial Personnel of the Company are in any way concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

By order of the Board of Directors

Mumbai

Date: June 28, 2024

Rahul Kapur
Company Secretary
ACS52093

Additional information on the director recommended for appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and applicable secretarial standards

| S.No | Name of Director | Mr. Kartik Jayantilal Rawal |
|------|--|--|
| 1. | DIN | 00436076 |
| 2. | Date of Birth | 30-05-1963 |
| 3. | Age (years) | 61 Years |
| 4. | Date of Appointment | 03-05-2024 |
| 5. | Qualification | Bachelor of Technology with distinction in Civil Engineering from Birla Vishwakarma Mahavidyalaya, Sardar Patel University, Vallabh Vidyanagar, Gujarat, India. |
| 6. | Brief Resume/ Experience and Expertise in specific functional areas/ skills and capabilities required for the role and the manner in which the proposed person meets such requirements | As mentioned above in explanatory statement |
| 7. | Shareholding in the Company including shareholding as a beneficial owner. | Nil |
| 8. | Relation with other Director, Managers and Key Managerial Personnel | None |
| 9. | Terms and Conditions of appointment and remuneration | As per the Company's policy on 'Terms of Appointment of Independent Directors' |
| 10. | No. of Board Meetings attended during FY 2023-24 (till the date of this notice) | 3(Three) |
| 11. | Remuneration drawn during FY 2023-24 | Nil except Setting Fees |
| 12. | Remuneration proposed to be paid | As a Non-Executive Independent Director, Mr. Kartik Jayantilal Rawal shall be entitled to remuneration in the form of commission and sitting fee for attending Board & Committee meeting(s) as approved by the Board and shareholders (as applicable) from time to time. |
| 13. | Directorship held in other companies as on date | <ul style="list-style-type: none"> • Adyaant Tech Platforms Private Limited • Adyaant Investment and Holding Private Limited |
| 14. | Chairman/ Member of the Committee of the Board of Directors of Capacit'e Infraprojects Limited | Chairman of the Audit Committee of the Company |
| 15. | Committee positions in other Public Companies | Nil |
| 16. | Equity listed entities in India from which the person has resigned as Director in past three years | NA |

Additional information on the director recommended for appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and applicable secretarial standards

| S.No | Name of Director | Mr. Rohit Ramnath Katyal |
|------|--|--|
| 1. | DIN | 00252944 |
| 2. | Date of Birth | 09-01-1971 |
| 3. | Age (years) | 53 Years |
| 4. | Date of Appointment | March 01, 2014 |
| 5. | Qualification | He holds a bachelor's degree in commerce from the University of Mumbai with a specialization in financial accounting and auditing |
| 6. | Brief Resume/ Experience and Expertise in specific functional areas/ skills and capabilities required for the role and the manner in which the proposed person meets such requirements | He has over 27 years of invaluable experience in the field of civil construction and Finance to the table. Initially, he used to lead financial planning, budgeting, and compliance ensuring adherence to the highest standards of governance and transparency but now has broadened his responsibilities to encompass business development and operational management. His leadership cultivates accountability and excellence, bolstering the Company's reputation as an industry-trusted partner. |
| 7. | Shareholding in the Company including shareholding as a beneficial owner. | He holds 50,00,000 equity shares which is equivalent to 5.91% of the share capital of the Company. Further, he holds 38,06,093 jointly with Mrs. Sakshi Rohit Katyal which is equivalent to 4.50% of the share capital of the Company. |
| 8. | Relation with other Director, Managers and Key Managerial Personnel | Brother of Mr. Rahul Ramnath Katyal, Managing Director and Chief Executive officer of the Company |
| 9. | Terms and Conditions of appointment and remuneration | As mentioned above in the Explanatory statement and Remuneration policy of the Company |
| 10. | No. of Board Meetings attended during FY 2023-24 (till the date of this notice) | 3(Three) |
| 11. | Remuneration drawn during FY 2023-24 | ₹2,40,00,000/-(Two Crore Forty Lakhs only). Maximum Remuneration as per Special resolution dated Sep 07, 2021 is ₹ 3 crores per financial year |
| 12. | Remuneration proposed to be paid | As mentioned above in the Explanatory statement and Remuneration policy of the Company |
| 13. | Directorship held in other companies as on date | CIPL-PPSL-Yongnam Joint Venture Constructions Private Limited |
| 14. | Chairman/ Member of the Committee of the Board of Directors of Capacit'e Infraprojects Limited | Chairman of the Company with effect from June 3, 2024; Chairman of Corporate Social Responsibility Committee and Member of the following Committee <ul style="list-style-type: none"> • Audit Committee • Risk Management Committee • Stakeholder Committee |
| 15. | Committee positions in other Public Companies | NIL |
| 16. | Equity listed entities in India from which the person has resigned as Director in past three years | NA |