



## CAPACIT'E INFRAPROJECTS LIMITED

CIN: L45400MH2012PLC234318

**Registered Office:** 605-607, Shrikant Chambers, Phase - 1, 6<sup>th</sup> 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

Wednesday, May 01, 2024 at 9:00 a.m. (IST)

#### VOTING ENDS ON

Thursday, May 30, 2024 at 5:00 p.m. (IST)

Dear Member(s),

Pursuant to the provisions of Section 110 of the Companies Act, 2013 (**"the Act"**), Rule 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 Tuesday, April 23, 2024 ("cut-off") of Capacit'e Infraprojects Limited ("the Company") are hereby requested to give their approval in respect of the resolution as appended below by way of remote e-voting only ('Postal Ballot' or 'e-voting').**

In compliance of 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 Tuesday, April 23, 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 the 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. Ankit Vikram Paleja (DIN 06975564) 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. Ankit Vikram Paleja (DIN:06975564), who was appointed as an Additional Independent Director by the Board of Directors (hereinafter referred to as the 'Board') w.e.f. March 02, 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 March 02, 2024 to March 01, 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.

**Resolved further that** the Board, be and is hereby authorized to delegate all or any of the powers to any committee of directors with the power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors

Mumbai  
Date: April 25, 2024

**Rahul Kapur**  
Company Secretary

## 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 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 **Tuesday, April 23, 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. 14 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](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](mailto: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](http://www.capacite.in) and on the website of NSDL at [www.evoting.nsd.com](http://www.evoting.nsd.com) and on the website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and BSE Limited at [www.bseindia.com](http://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: Wednesday, May 01, 2024 at 9:00 a.m. (IST)**
  - **End of remote e-voting: Thursday, May 30, 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](mailto:shreyanscs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [evoting@nsdl.com](mailto: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 **Saturday, June 01, 2024**. The voting results and scrutinizer's report shall be available on the website of the Company ([www.capacite.in](http://www.capacite.in)) and on the website of NSDL at [www.evoting.nsdl.com](http://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 Thursday, May 30, 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. Thursday, May 30, 2024. Members seeking to inspect such document(s) can send an email to [cs@capacite.in](mailto: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 NSDL e-Voting system?

The way to vote electronically on 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"> <li>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDEAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDEAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

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"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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?

- 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, 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.nsd.com.
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsd.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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Megha Malviya at [evoting@nsdl.com](mailto: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](mailto: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](mailto: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](mailto: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

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. Ankit Vikram Paleja (DIN: 06975564) as an Additional Independent Director of the Company w.e.f. March 02, 2024 to hold office for a term of five (5) consecutive years i.e. up to March 01, 2029, subject to approval of the members of the Company through Special Resolution.

### The Company has received:

- (i) consent in writing from Mr. Paleja 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. Paleja to the effect that he is or was not disqualified under Section 164 of the Act and
- (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 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. Paleja that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective of independent judgment and without any external influence;
- (vi) a confirmation from Mr. Paleja 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;
- (vii) a notice in writing by a member proposing her candidature under Section 160(1) of the Act;

### A brief profile of Mr. Paleja is as follows:

Mr. Ankit Vikram Paleja is a qualified lawyer. He holds a double degree of Bachelor in Legal Science and Bachelor of Law. With over fifteen years of work experience, he is presently a designated Partner in the law firm Crawford Bayley & Co.

(advocates & solicitors). In the year 2018, he has been awarded the Under 40 Rising Star Award by Legal Era. He is also India's National Representative of AIJA "Young Lawyers Association". His previous engagement was with the law firm Little & Co.

The draft letter of appointment of Independent Director, setting out terms & conditions of their appointment and all other material documents referred to in the Notice and Explanatory Statement is available for inspection without any fees at the Registered Office of the Company on all working days from the date of dispatch of Notice till the last date of e-voting i.e. May 30, 2024. Members seeking to inspect such document(s) can send an email to [cs@capacite.in](mailto:cs@capacite.in)

The profile and specific areas of expertise pursuant to Regulation 36(3) of SEBI Listing Regulations, the Act, and Secretarial Standards, as of the date of Notice, are appended below.

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. Paleja as Independent Director of the Company, as a special resolution as set out above.

In the opinion of the Board, Mr. Paleja 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.

His extensive knowledge and experience of legal and educational background would be of immense benefit to the Company and it is desirable to appoint Mr. Ankit Vikram Paleja as an Independent Director and therefore, the Board recommends the Special Resolution set out in the Notice for approval of the members of the Company.

Save and except Mr. Ankit Vikram Paleja 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.

By order of the Board of Directors

Mumbai

Date: April 25, 2024

**Rahul Kapur**  
Company Secretary

## 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. Ankit Vikram Paleja
1.	DIN	06975564
2.	Date of Birth	25-SEP-1983
3.	Age (years)	41 years
4.	Date of Appointment	March 02, 2024
5.	Qualification	Double degree in <ul style="list-style-type: none"> <li>Bachelor in Legal Science and</li> <li>Bachelor of Law</li> </ul>
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	Mr. Ankit Vikram Paleja is a qualified lawyer. He holds a double degree of Bachelor in Legal Science and Bachelor of Law. With over fifteen years of work experience, he is presently a designated Partner in the law firm Crawford Bayley & Co. (advocates & solicitors). In the year 2018, he has been awarded the Under 40 Rising Star Award by Legal Era. He is also India's National Representative of AIJA "Young Lawyers Association". His previous engagement was with the law firm Little & Co.
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)	1(One)
11.	Remuneration drawn during FY 2023-24	Nil except Setting Fees
12.	Remuneration proposed to be paid	As a Non-Executive Independent Director, Mr. Ankit Vikram Paleja 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	Aarti Drugs Limited
14.	Chairman/ Member of the Committee of the Board of Directors of Capacit'e Infraprojects Limited	NIL
15.	Committee positions in other Public Companies	Member of following committees of Aarti Drugs Limited: <ul style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination and Remuneration Committee</li> <li>Stakeholders Relationship Committee</li> <li>Risk Management Committee</li> </ul>
16.	Equity listed entities in India from which the person has resigned as Director in past three years	Nil