



**Capacit'e Infraprojects Limited**  
**Postal Ballot Notice**





## POSTAL BALLOT NOTICE

### Information at a Glance:

Sr. No.	Particulars	Details
1.	Mode of Voting	Remote E-voting
2.	Event no. of Postal Ballot	133226
3.	Cut-off Date for E-voting	Friday, February 21, 2025
4.	E-Voting start date	Sunday, March 02, 2025 at 9:00 a.m. (IST)
5.	E-voting end date	Monday, March 31, 2025 at 5:00 p.m. (IST)
6.	Day, Date of declaration of results	Wednesday, April 02, 2025
7.	E-voting Website	<a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>
8.	Helpdesk details for technical issues related to login	<b>NSDL</b> Email Id: <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> Contact no.- 022 48867000 <b>CDSL</b> Email Id: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> Toll Free no.- 1800-21-09911
9.	Registrar and Transfer Agent Contact Details	<b>Contact Person:</b> Ms. Rajitha C Vice President <b>Address:</b> KFin Technologies Limited Selenium Building, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad- 500 032 Toll Free no- 1800-309-4001 E-mail Id- <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> Website: <a href="http://www.kfintech.com">www.kfintech.com</a>
10.	Company Contact Details	<b>Contact Person:</b> Rahul Kapur Company Secretary and Compliance Officer <b>Registered Office:</b> 605-607, 6 <sup>th</sup> Floor, Shrikant Chambers, Phase – I, Adjacent to R K Studios, Sion-Trombay Road, Chembur, Mumbai – 400071, Maharashtra, India Tel: +91 22 71733717 Email: <a href="mailto:cs@capacite.in">cs@capacite.in</a>
11.	Scrutinizer Contact Details	<b>Name:</b> Shreyans Jain <b>E-mail:</b> <a href="mailto:shreyanscs@gmail.com">shreyanscs@gmail.com</a>

### Quick Links:

Sr. No.	Index	Page Nos.
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2.	<a href="#">Statutory Notes</a>	<a href="#">4</a>
3.	<a href="#">Procedure for E-voting</a>	<a href="#">6</a>
4.	<a href="#">Explanatory Statement</a>	<a href="#">10</a>



## 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:** [cs@capacite.in](mailto:cs@capacite.in), **Website:** [www.capacite.in](http://www.capacite.in)

### POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

#### VOTING STARTS ON

Sunday, March 02, 2025 at 9:00 a.m. (IST)

#### VOTING ENDS ON

Monday, March 31, 2025 at 5:00 p.m. (IST)

Dear Member(s),

Pursuant to the provisions of Section 110 of the Companies Act, 2013 (“**the Act**”), Rule 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, **members of Capacit'e Infraprojects Limited (“the Company”)** are hereby requested to give their approval in respect of the special business as stated in this Notice via Postal Ballot by way of remote e-voting only (**‘Postal Ballot’ or ‘e-voting’**).

In compliance of circular issued by Ministry of Corporate Affairs (‘MCA’) no. 09/2024 dated September 19, 2024 read with general circular 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, September 09./2023 and the latest one being General Circular number 9/2024 dated September 19, 2024 (**‘MCA Circulars’**), this Postal Ballot Notice is being sent by email only, to the members 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 Notes to receive this Postal Ballot Notice, login ID, and password for remote e-voting. Further, the assent/ dissent of the members on the resolution proposed in this Notice will be considered only through the remote e-voting system.

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

#### Special Business

##### 1. Approval for continuing to enter into various transactions/ undertakings with TPL-CIL Construction LLP

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

**“Resolved That** pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR**”) and any applicable provisions of it, the Companies Act, 2013 (“**Act**”) and rules made thereunder and any other applicable provisions of any other law; the Memorandum and Articles of Association of the Company, the Company’s Policy on Related Party Transactions (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company, be and is hereby accorded for entering into or continuing to entering into various undertaking/ transaction(s) by the Company with TPL-CIL Construction LLP (a “**Related Party**” within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, 2015) for an value of ₹600 crore (excluding GST) (Rupees Six Hundred Crores only) for a period effective from April 01, 2025 till March 31, 2026, in the ordinary course of business of the Company and at arm’s length basis in accordance with the provisions of Section 188, 177 and other applicable provisions, if any, of the Act and the rules made thereunder on such terms and conditions as detailed in the explanatory statement to this Resolution, and as may be determined by the Board of Directors (including any Committee of Directors thereof being authorized in this behalf) of the Company as deemed fit from time to time.



**Resolved Further That** the Board of Directors (including any Committee of Directors thereof being authorized in this behalf), be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.”

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

**Rahul Kapur**

**Place: Mumbai  
Date: February 27, 2025**

**Company Secretary & Compliance Officer  
Membership No. ACS52093**

## NOTES

1. An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (**the 'Act'**), read with relevant Rules made thereunder, setting out the material facts and reasons, in respect of the proposed resolution, is annexed herewith.
2. As per the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, members are provided the facility to cast their vote on resolution set forth in this Notice, through remote e-voting facility ('remote e-voting').
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. Members are requested to provide their assent or dissent through remote e-voting only. The Company has engaged the services of National Securities Depositories Limited ("NSDL") to provide remote e-voting facility to the members.
4. The cut-off date for the purpose of reckoning the voting rights is **Friday, February 21, 2025 ("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 the Company or DPs) 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](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 Notice of General Meetings/Notice of General Meeting/ Postal Ballot 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.nsdl.com](http://www.evoting.nsdl.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:** Sunday, March 02, 2025 at 9:00 a.m. (IST) 9:00 a.m. (IST)
  - **End of remote e-voting:** Monday, March 31, 2025 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, representatives of the Corporate members may be appointed for the purpose of voting through remote e-voting. In view of the above, 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.com](mailto:evoting@nsdl.com).
11. The Board of Directors has appointed CS Shreyans Jain of M/s. Shreyans Jain & Co. Company Secretaries, (Membership No. FCS 8519), 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 or before Wednesday, April 02, 2025. The voting results and scrutinizer's report shall be available on the website of the Company at [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 in that behalf on the date of end of remote e-voting facility, i.e. on Monday, March 31, 2025 at 5:00 p.m. (IST)
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. on Monday, March 31, 2025 at 5:00 p.m. (IST). 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:



## Prcoedure for E-voting

### CDSL

### NSDL

#### CDSL Easi Facility-Registered User

#### CDSL Easi Facility-Unregistered User

#### NSDL IDeAS Facility-Registered User

#### NSDL IDeAS Facility-Unregistered User

Visit [www.cdslindia.com](http://www.cdslindia.com)

Visit [www.cdslindia.com](http://www.cdslindia.com)

Visit [www.eservices.nsdl.com](http://www.eservices.nsdl.com)

Visit [www.eservices.nsdl.com](http://www.eservices.nsdl.com)



Click on Login icon

Click on Login icon

Click on Login icon

Click on Login icon



Select New Myeasi Tab

Select New Myeasi Tab

Select IDeAS Tab-Beneficial Owner

Select "Register Online for IDeAS Tab



Login through existing user id and password

Click on the registration option

Click on the "Shareholders/Beneficial Owner"

Click on the Log In



Enter details for Log In

Register yourself and Log In

Enter details for Log in

Authentication by using 16 Digit demat



E-voting page will be opened

E-voting page will be opened

E-voting page will be opened

E-voting page will be opened



Select Company "Capacit'e"

Select Company "Capacit'e"

"Access to e-voting" and select "Capacit'e"

Select Company "Capacit'e"



Cast your Vote

Cast your Vote

Cast your Vote

Cast your Vote



**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>Existing IDeAS 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 “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.</li> <li>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 “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see 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.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” 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> </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
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 21 09911

### 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*****.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.
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.

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

#### How to cast your vote electronically on 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 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](mailto:shreyanscs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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 “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

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 or send a request to Ms. Pallavi Mhatre 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 shareholder 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 SECTION 102 OF THE COMPANIES ACT, 2013

### Background

Tata Projects Limited ("TPL"), Capacit'e Infraprojects Limited ("CIL or Company"), and Citic Construction Co. Ltd. (collectively, the "Consortium") were awarded a ₹11,744.26 crore (Rupees Eleven Thousand Seven Hundred Forty-Four Crores and Twenty Six Lakhs Only) contract by Maharashtra Housing and Area Development Authority ("MHADA") on June 21, 2018, for the redevelopment of BDD Chawls, Worli.

To execute the project, the Consortium incorporated TCC Construction Private Limited ("TCC"), which subcontracted work to TPL-CIL Construction LLP (the "LLP"). The LLP further sublet portions of the work to CIL.

Considering that CIL and the LLP are related parties within the meaning of Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the transactions between them necessitate compliance with Regulation

23 of SEBI LODR, including prior approval of the Audit Committee and shareholders. Accordingly, based on the approval approval of the Audit Committee and Board of Directors, Shareholders approval was obtained in the 10th AGM held on September 26, 2022 via ordinary resolution, for ₹1,474 crore including GST (Rupees One Thousand Four Hundred and Seventy-Four Crore Only).

### Status

As of now, the Company has executed the transactions within these approved limits. The validity of the approved limit is getting expired on March 31, 2025.

### Proposal

The Company now seeks shareholder approval for a contract value of ₹600 crore excluding GST (Rupees Six Hundred Crore only), till 31st March 2026, to ensure project continuity. These transactions will be on an arm's length basis and in the ordinary course of business and going to be material in nature.

### Information pursuant to SEBI Master Circular dated November 11, 2024

As per the SEBI Master Circular, certain information is required to be placed before the shareholders for consideration. The relevant details, as mandated, include:

Particulars	Details
Type, material terms and particulars of the proposed transaction	<p><b>Type of Transaction</b></p> <ul style="list-style-type: none"> <li>a) Sale, purchase, lease or supply of goods, business assets or property or equipment.</li> <li>b) Availing or rendering of services;</li> <li>c) Transfer or exchange of any resources, services or obligations to meet its business objectives/ requirements.</li> <li>d) Providing Company Guarantee</li> <li>e) Reimbursement of Expenses</li> </ul> <p><b>Material terms and particulars of the proposed transaction</b></p> <ul style="list-style-type: none"> <li>a) Construction of buildings and related services as part of the BDD Chawls redevelopment project at Worli for TPL-CIL Construction LLP.</li> <li>b) During the course of work, the Company may procure the Aluminium Formwork/ major equipment required from the LLP for the Company's scope of work, basis of the request made by the company. This entire cost of material, so procured and supplied to the company, shall be recovered from interim RA bills.</li> </ul>
Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	TPL CIL Construction LLP, Associate
Tenure of the proposed transaction (particular tenure shall be specified)	Till 31 <sup>st</sup> March, 2026
Value of the proposed transaction	Rs. 600 crores



Particulars	Details
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	31.06%
Justification as to why the RPT is in the interest of the listed entity	This is our maiden project from Public Sector. Our single segment focus has positioned us as one of the leading companies specializing in Super High Rise building construction, which has helped us in acquiring technical qualification for such type of projects. At Capacit'e, it is our continuous endeavor to add quality orders from existing and new clients and we are confident on the growing execution capabilities of the Company.
A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Not Applicable
Other Relevant Information	All relevant information mentioned in the explanatory setting out material facts, pursuant to section 102(2) of the act, forming part of this notice.

### Recommendation of the Audit Committee and Board of Directors

The Company has provided the Audit Committee with the relevant details, as required under law, of the proposed RPTs. The Audit Committee, after reviewing all necessary information, has granted approval for entering into the above-mentioned material related party transactions with TPL-CIL Construction LLP. The Committee has further noted that the above-mentioned transactions will be on an arms' length basis and are in the ordinary course of business of the Company.

Accordingly, on the basis of the approval of the Audit Committee, the Board of Directors recommend the resolution to the shareholders for approval via Ordinary Resolution.

### Interest of Directors and Key Managerial Personnel

Mr. Rahul Katyal, Managing Director & CEO of the Company, is interested in the proposed resolution in his capacity as a Designated Partner at TPL CIL Construction LLP, a related party. Additionally, Mr. Rohit Katyal, Executive Chairman of the Company, being the brother of Mr. Rahul Katyal, is also deemed to be interested.

Except for the above, no other Directors, Key Managerial Personnel of the Company, or their relatives have any concern or interest in the said resolution.

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

**Place: Mumbai  
Date: February 27, 2025**

**Rahul Kapur  
Company Secretary & Compliance Officer  
Membership No. ACS52093**