



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	138940
3.	Cut-off Date for E-voting	Friday, March 20, 2026
4.	E-Voting start date	Saturday, March 28, 2026
5.	E-voting end date	Sunday, April 26, 2026
6.	Day, Date of declaration of results	Tuesday, April 28, 2026
7.	E-voting Website	https://www.evoting.nsdl.com
8.	Helpdesk details for technical issues related to login	NSDL Email Id: evoting@nsdl.com Contact no.- 022 4886 7000 CDSL Email Id: helpdesk.evoting@cdslindia.com Toll Free no.- 1800-21-09911
9.	Registrar and Transfer Agent Contact Details	Contact Person: Ms. Anil Dalvi Senior Manager Address: KFin Technologies Limited 301, The Centrium, 3 rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai- 400070, Maharashtra Toll Free no- 1800-309-4001 Email Id: inward.ris@kfintech.com Website: www.kfintech.com
10.	Company Contact Details	Contact Person: Rahul Kapur Company Secretary and Compliance Officer Registered Office: 605-607, 6 th Floor, Shrikant Chambers, Phase – I, Adjacent to R K Studios, Sion-Trombay Road, Chembur, Mumbai – 400071, Maharashtra, India Tel: +91 22 71733717 Email Id: cs@capacite.in
11.	Scrutinizer Contact Details	Contact Person: CS Shreyans Jain Registered Office: Shreyans Jain & Co., Company Secretaries, 603, Ashok Height, Opposite Saraswati Apartment, Near Nicco Circle, Niklaswadi Road, Gundavali, Andheri (East), Mumbai– 400 069, Maharashtra Tel: 98704 92079; Email Id: shreyanscs@gmail.com

Quick Links:

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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: cs@capacite.in, **Tel:** 022 7173 3717 **Website:** 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

Saturday, March 28, 2026

VOTING ENDS ON

Sunday, April 26, 2026

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 (**"LODR"**), 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 circulars issued by Ministry of Corporate Affairs ('MCA') no. 20/2020 dated May 5, 2020, 14/ 2020 dated April 8, 2020, read with other relevant subsequent circulars, including General Circular No. 03/2025 dated 22nd September, 2025 (**'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 related party transactions 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"**), read with SEBI Circular dated June 26, 2025 on the Industry Standards on Minimum Information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions, other applicable circulars on Related Party Transactions, the provisions of Companies Act, 2013 (**"Act"**) and the rules made thereunder, the Memorandum and Articles of Association of the Company, and the Policy on Related Party Transactions of the Company, and based 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 continuing related party transactions 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 LODR) for an value upto ₹600 crore (excluding GST) (Rupees Six Hundred Crores only) for a period effective from April 01, 2026 till March 31, 2027, in the ordinary course of business of the Company and at arm's length basis in accordance with the provisions of the Act and SEBI LODR, 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.



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.”

2. Appointment of Mr. Chilakamarri Lakshmi Narasimha Charyulu (DIN: 09376516) as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and 178 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) and rules made thereunder, and Regulation 17, 17A, 19 and 25 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 (**‘SEBI LODR’**) including any statutory modification(s) or re-enactment thereof for the time being in force and upon recommendation of Nomination and Remuneration Committee, Mr. Chilakamarri Lakshmi Narasimha Charyulu (DIN: 09376516), who was appointed as an Additional Independent Director by the Board of Directors (hereinafter referred to as the **‘Board’**) w.e.f. March 25, 2026, 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 LODR, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three (3) consecutive years with effect from the original date of appointment i.e. from March 25, 2026 to March 24, 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.”

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

Rahul Kapur

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

Place: Mumbai

Date: March 25, 2026

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 resolutions, is annexed herewith.
2. As per the provisions of Sections 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 with 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, March 20, 2026 (**‘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. 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 inward.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:** Saturday, March 28, 2026
 - **End of remote e-voting:** Sunday, April 26, 2026

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 with a copy marked to evoting@nsdl.com.
 11. The Board of Directors has appointed M/s. Shreyans Jain & Co. Practicing Company Secretary, (FCS: 8519 and COP No.: 9801), as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his 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 Board. The Chairman or the authorized person shall declare the voting results on or before Tuesday, April 28, 2026. 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.nsd.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 Sunday, April 26, 2026 (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 Sunday, April 26, 2026 at 5:00 p.m. (IST). 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:



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

Visit www.cdslindia.com

Visit www.eservices.nsdl.com

Visit 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


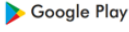


Cast your Vote

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"> For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.nsd.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	<ol style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
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.



Type of shareholders	Login Method
	<p>3. 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.</p> <p>4. 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.</p>
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 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. 1800-21-09911

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 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 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 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 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 **"Upload Board Resolution / Authority Letter"** displayed under **"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 shareholder
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 SECTION 102 OF THE COMPANIES ACT, 2013

Resolution No. 1

1. Approval for continuing related party transactions with TPL-CIL Construction LLP

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 Pvt. Ltd. ("TCC"), with shareholding as follows: TPL – 37%, CIL – 37%, and Citic – 26%. TCC subcontracted the work to TPL-CIL Construction LLP (the "LLP"), where TPL holds 65% and CIL 35%. The LLP further sublet portions of the work to CIL.

In terms of Regulation 2(zc) read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), transactions between CIL and LLP qualify as Material Related Party Transactions and requires the approval of 1) Audit Committee and 2) Board and Shareholders' (where the aggregate value of the transactions in a Financial Year exceeds 10% of the annual consolidated turnover of the Company (CIL) as per the last audited financial statement).

Accordingly, on the basis of the 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) upto March 31, 2025 and subsequently, shareholder approval was obtained via Postal Ballot on March 31, 2025 via ordinary resolution, for ₹ 600 Crores excluding GST (Rupees Six Hundred Crores) for FY 25-26

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, 2026.

Proposal

The Company now seeks shareholder approval for continuing related party transactions with TPL-CIL Construction LLP for a value upto **₹600 crore** (Rupees Six Hundred Crore only) excluding GST, for a period effective from **April 01, 2026 till March 31, 2027**, to ensure project continuity.

These transactions shall be undertaken:

- In the ordinary course of business, and
- On an arm's length basis

Information pursuant to SEBI Master Circular dated January 30, 2026 and Industrial Standards dated June 26, 2025

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

Sr. No.	Particulars of the information	Details
a.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Refer below table titled as "Annexure – 1"
b.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	Refer below table titled as "Annexure – 1"
c.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificates issued by the Managing Director & CEO and CFO of the Company, as required under the RPT Industry Standards
d.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The material RPT has been approved by the Audit Committee, and the Board recommend the proposed transaction(s) to the shareholders for approval.



Sr. No.	Particulars of the information	Details
e.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable
f.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.	Not Applicable
g.	Any other information that may be relevant.	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act.

Annexure-1

A (1)- Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	TPL CIL Construction LLP
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Execution of project awarded by MHADA for redevelopment of BDD chawls Mumbai (For details, refer the above mentioned Background)

A (2)- Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/ (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	<ol style="list-style-type: none"> 1. TPL CIL Construction LLP is an Associate Company of Capacit'e Infraprojects Limited. 2. Mr. Rahul Katyal, Managing Director and CEO of the Company, is designated Partner of TPL CIL Construction LLP
a)	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	CIL holds 35% partnership interest in TPL CIL Construction LLP.
b)	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Not Applicable
c)	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable

Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.

While calculating indirect shareholding, shareholding held by relatives shall also be considered.

A (3)- Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the management																					
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	Following are the details of materials/services availed by CIL MMEPL (Subsidiary of CIL) from MMEPL (Related Party)																					
	<table border="1"> <thead> <tr> <th>Sr. no.</th> <th>Nature of Transaction</th> <th>FY 2024-2025 (INR)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td></td> <td></td> </tr> <tr> <td>2.</td> <td></td> <td></td> </tr> </tbody> </table> <p><i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary</i></p>	Sr. no.	Nature of Transaction	FY 2024-2025 (INR)	1.			2.			<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transaction</th> <th>FY 2024-2025 (INR)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Construction Contract revenue</td> <td>3,41,46,71,000</td> </tr> <tr> <td>2.</td> <td>Purchase of Material/Service</td> <td>31,58,03,000</td> </tr> <tr> <td>3.</td> <td>Reimbursement of Expenses</td> <td>1,68,53,000</td> </tr> </tbody> </table>	Sr. No.	Nature of Transaction	FY 2024-2025 (INR)	1.	Construction Contract revenue	3,41,46,71,000	2.	Purchase of Material/Service	31,58,03,000	3.	Reimbursement of Expenses	1,68,53,000
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2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transaction</th> <th>December 31, 2025 (INR)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Construction Contract revenue</td> <td>82,26,44,636</td> </tr> <tr> <td>2.</td> <td>Purchase of Material/Service</td> <td>22,87,71,467</td> </tr> <tr> <td>3.</td> <td>Reimbursement of Expenses</td> <td>1,49,06,727</td> </tr> </tbody> </table>	Sr. No.	Nature of Transaction	December 31, 2025 (INR)	1.	Construction Contract revenue	82,26,44,636	2.	Purchase of Material/Service	22,87,71,467	3.	Reimbursement of Expenses	1,49,06,727									
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3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable																					

A (4)- Amount of the proposed transaction (s)

Sr. No.	Particulars of the information	Information provided by the management																
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 6,00,00,00,000/- (Rupees Six Hundred Crores)																
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes																
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	25.54%																
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable																
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	77%																
6.	Financial performance of the related party for the immediately preceding financial year:	The Financial performance of TPL- CIL Construction LLP for financial year 2024-25 are as follows:																
	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-2025 (INR)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td></td> </tr> <tr> <td>Profit After Tax</td> <td></td> </tr> <tr> <td>Net Worth</td> <td></td> </tr> </tbody> </table>	Particulars	FY 2024-2025 (INR)	Turnover		Profit After Tax		Net Worth		<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-2025 (INR lakhs)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>78,100.34</td> </tr> <tr> <td>Profit After Tax</td> <td>3,045.57</td> </tr> <tr> <td>Net Worth</td> <td>3,115.68</td> </tr> </tbody> </table>	Particulars	FY 2024-2025 (INR lakhs)	Turnover	78,100.34	Profit After Tax	3,045.57	Net Worth	3,115.68
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Net Worth	3,115.68																	

Explanations:

The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.

A (5)- Basic Details of the proposed transactions

Sr. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	“Refer Annexure A”
2.	Details of each type of the proposed transaction	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	
4.	Whether omnibus approval is being sought?	
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The project, namely redevelopment of BDD Chawls at Worli awarded by Maharashtra Housing and Area Development Authority (MHADA), is being executed through a structured consortium agreement as mentioned in the above background, wherein the work has been subcontracted to TPL-CIL Construction LLP and shall thereafter be further sublet to the Company in line with execution framework. Accordingly, the transactions between the Company and TPL-CIL Construction LLP are integral and operationally necessary for execution of the project and enable the Company to undertake and execute a substantial portion of the work.</p> <p>This project has positioned the Company as one of the leading companies specializing in super high-rise building construction with Lock Key, enabling it to acquire the necessary technical qualifications for such projects.</p> <p>At Capacit'e, it is a continuous endeavour to add quality orders from existing and new clients, and the Company is confident in its growing execution capabilities.</p> <p>These transactions facilitate revenue generation, efficient project execution, and continuity of operations for the Company in relation to this large-scale project.</p> <p>The proposed transactions are in the ordinary course of business and on an arm's length basis, and are in the best interest of the Company.</p>
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Rahul Katyal, Managing Director and CEO of CIL, 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.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Not Applicable

B (1)- Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2	Basis of determination of price.	1. Arm length basis 2. Market Standards
3	In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	Not Applicable
	b. Tenure	Not Applicable
	c. Whether same is self-liquidating?	Not Applicable

Annexure-A

Details of proposed purchases of goods, services and reimbursements

Details of Purchases of Goods or services	Tenure	Whether Omnibus approval obtained?	Value of the Transaction (Financial year wise)
a) Sale, purchase, lease or supply of goods, business assets or property or equipment;			
Purchase of Material/ Service	April 01, 2026 to March 31, 2027	Yes	₹ 122 crore
b) Availing or rendering of services;			
Construction Contract Revenue	April 01, 2026 to March 31, 2027	Yes	₹ 475 crore
c) Reimbursement of expenses, if any:			
Reimbursement of expenses	April 01, 2026 to March 31, 2027	Yes	₹ 3 crore

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, basis 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 and CEO of CIL, 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.

Save as disclosed above, neither of the Directors or Key Managerial Personnel of the Company or their respective relatives has any concern or interest, financial or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company. In terms of Regulation 23 of the SEBI LODR, all related parties (whether or not they are parties to the Transaction) shall abstain from voting on the resolution.

Resolution No. 2

Appointment of Mr. Chilakamarri Lakshmi Narasimha Charyulu (DIN: 09376516) as an Independent Director

To further strengthen the composition of the Board and Audit Committee and bring in enhanced domain expertise, Mr. Rohit Ramnath Katyal, Executive Chairman of the Company, has

proposed the appointment of Mr. Chilakamarri Lakshmi Narasimha Charyulu (DIN: 09376516) as an Independent Director of the Company for a period of three (3) years, subject to approval of the shareholders by way of Special Resolution.

Mr. Charyulu has furnished requisite disclosures and declarations pursuant to the provisions of the Act and SEBI LODR, including:

- (i) consent in writing 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 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 SEBI LODR;
- (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) declaration that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective of independent judgment and without any external influence;
- (vi) a confirmation 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.



Brief Profile

Mr. Charyulu has been a seasoned banking professional with over 34 years of experience at the State Bank of India, where he held senior leadership positions including Chief General Manager. He possesses extensive expertise in corporate credit, credit risk assessment, policy formulation, International banking and Retail banking. He has led large credit portfolios, driven strategic initiatives and contributed to strengthening risk and governance frameworks.

Justification

Based on his extensive experience in banking and financial services, including expertise in corporate credit, risk management and policy formulation, along with his proven leadership in handling large credit portfolios and guiding teams, the Board, on the recommendation of the Nomination and Remuneration Committee, is of the view that his appointment would be beneficial to the Company as he will be able to bring lot of value addition towards the future growth path of Company.

Other required details pursuant to Regulation 36(3) of SEBI LODR, the Act, and SS-2 issued by the Institute of Company

Secretaries of India are set out in the **Annexure– B** to the Explanatory Statement.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the SEBI LODR, the approval of the Members is sought for the appointment of Mr. Chilakamarri Lakshmi Narasimha Charyulu as an Independent Director of the Company, as a special resolution as set out above.

In the opinion of the Board, Mr. Charyulu fulfils the conditions specified in the Act, rules made thereunder and SEBI LODR for appointment as an Independent Director of the Company and is independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director.

Save and except Mr. Charyulu 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.

**Annexure-B****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**

Sr. No	Name of Director	Mr. Chilakamarri Lakshmi Narasimha Charyulu
1.	DIN	09376516
2.	Date of Birth	13-07-1965
3.	Age (years)	60 Years
4.	Date of Appointment	25-03-2026
5.	Qualification	Bachelor of Science- Osmania University, Certified Associate of Indian Institute of Bankers, Master of Arts – Public Administration, Master of Business Administration- Indira Gandhi National Open University
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 2024-25 (till the date of this notice)	None
11.	Remuneration drawn during FY 2025-26	Nil
12.	Remuneration proposed to be paid	As a Non-Executive Independent Director, Mr. Chilakamarri Lakshmi Narasimha Charyulu 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	Forward Finance Private 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	Nil
16.	Equity listed entities in India from which the person has resigned as Director in the past three years	Nil

By order of the Board of Directors

Place: Mumbai
Date: March 25, 2026

Rahul Kapur
Company Secretary
Membership No. ACS52093