



Date : July 18, 2023

To,

The Secretary, BSE Limited Corporate Relation Dept, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001	The Secretary, National Stock Exchange of India Limited Plot No. C/1, G Block, Bandra Kurla Complex Bandra (East), Mumbai – 400 051
Scrip Code / Scrip Id: 540710/CAPACITE	Scrip Symbol: CAPACITE

Dear Sir/ Madam,

Sub: Submission of Certificate from Statutory Auditor in terms of Regulation 169(5) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations")

Pursuant to Regulation 169(5) of the ICDR Regulations, please find enclosed herewith, a Certificate issued by S R B C & Co LLP, Chartered Accountants, Statutory Auditors of the Company, certifying that the issuer (i.e. Company) is in compliance with Regulation 169(4) of ICDR Regulations and the relevant documents thereof are maintained by the issuer as on the date of the Certificate.

You are requested to kindly take the same on your record.

Yours Sincerely

For **Capacit'e Infracapacite Limited**

Dinesh Ladwa
Compliance Officer



Encl: as above

Mumbai (Head Office) :

605-607, Shrikant Chambers, Phase-I, 6th Floor, Adjacent to R. K. Studios, Sion-Trombay Road, Chembur,
Mumbai- 400071. Maharashtra, India Tel: 022 7173 3717 • Fax.: 022 7173 3733 • Email: info@capacite.in

NCR | Bangalore

CIN : L45400MH2012PLC234318

www.capacite.in

Independent Auditor's Certificate on receipt of consideration towards preferential allotment of share by Capacit'e Infraprojects Limited pursuant to requirement of Regulation 169(5) of Part VI of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended)

To

The Board of Directors
Capacit'e Infraprojects Limited
605 Shrikant Chambers, Phase I, 6th Floor,
Adjacent to R.K. Studios, Sion - Trombay Road,
Chembur, Mumbai - 400 071

Dear Sirs/Madam,

1. This Certificate is issued in accordance with the terms of our service scope letter dated July 11, 2023, and master engagement agreement dated October 10, 2022, with Capacit'e Infraprojects Limited (hereinafter the "Company").
2. We S R B C & CO LLP, Chartered Accountants, are Statutory Auditors of the Company. The accompanying annexure (the 'Statement') containing details of receipt of consideration towards allotment of equity share and confirming compliance with the requirements of Regulation 169(4) of Part VI of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (the 'ICDR Regulations'), to the extent applicable, in respect of the preferential issue of equity share (the 'securities') on a private placement basis as approved by the Board of directors of the Company in its meeting dated June 08, 2023, has been prepared by the Company's management for the purpose of submission along with this certificate to National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') (the 'stock exchange') pursuant to the requirements of Regulation 169(5) of the ICDR Regulations. We have initialed the Statement for identification purposes only.

Management's Responsibility for the Statement

3. The preparation of the accompanying Statement is the responsibility of the management of the Company including the preparation and the maintenance of all accounting and other relevant supporting records and documents. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Annexure, applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.
4. The Management is responsible for:
 - a) ensuring that the consideration for the specified securities is received from the respective allottee's bank account;
 - b) maintenance of relevant records and documents in relation to point (a) above;
 - c) compliance with the requirements of the ICDR Regulations; and
 - d) providing all relevant information to Securities and Exchange Board of India (the 'SEBI') and the stock exchange.



Auditor's Responsibility

5. Pursuant to the requirements of regulation 169(5) of Part VI of Chapter V of SEBI ICDR Regulations, it is our responsibility to provide limited assurance and conclude as to whether the consideration received towards allotment of Equity Shares from Allottees provided in the Annexure are in compliance with regulation 169(4) of part VI Chapter V of SEBI ICDR Regulations.
6. We have conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Reports in Company Prospectuses (Revised 2019) both issued by the Institute of Chartered Accountants of India (jointly referred as 'the Guidance Note'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
8. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial results of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial results, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.
9. A limited assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable criteria mention in paragraph 5 above. The procedures performed vary in nature and timing from, and are less extent than for, a reasonable assurance and consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the applicable criteria. We have performed the following procedures in relation to the statement:
 - (a) Obtained and read the certified copy of the Special resolution passed at the Extra Ordinary General meeting held on July 05, 2023, in respect of the preferential issue;
 - (b) Obtained and read the certified copy of the resolution passed at the meeting of the Board of Directors held on June 08, 2023, in respect of the preferential issue;
 - (c) Obtained details of allotment of shares including details of allottees from the management. Also, obtained details of the consideration received against the aforementioned allotments;
 - (d) Obtained bank statement of the allottees as provided by the management and verified that the consideration has been received from the respective allottee's bank account. Further, we have only relied on the information obtained from the management in this regard, and have not performed any independent confirmation procedures in this regard;



SRBC & CO LLP

Chartered Accountants

Capacit'e Infraprojects Limited

Page 3 of 3

- (e) Obtained and verified the amount of consideration received towards preferential issue with the bank statement of the Company and traced it to the respective receipt dates as mentioned in the accompanying Statement. Further, we have only relied on the information obtained from the management in this regard, and have not performed any independent confirmation procedures in this regard;
- (f) Obtained and read certified true copies of PAS 3 (return of allotment) filed by the Company on July 06, 2023, with Registrar of Companies for allotment of 56,65,000 equity shares on July 06, 2023 of Rs. 10 each at a premium of Rs. 160 per share to Allottee.
- (g) Conducted relevant management inquiries and obtained necessary representations from the management of the Company.

Conclusion

10. Based on our examination as above, and the information, explanations and management representations provided to us, nothing has come to our attention that causes us to believe that the details of the consideration received towards allotment of Equity Shares from allottees provided in the Statement are not in compliance with the requirements of Regulation 169(4) of Part VI of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

Restriction on Use

11. This report is addressed to and provided to the Board of Directors of the Company and for the purpose of submission to National Stock Exchange of India Limited and BSE Limited and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For SRBC & CO LLP

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

Jai Prakash Yadav

per Jai Prakash Yadav
Partner

Membership Number: 066943

UDIN: 23066943BGZVCT5978

Place of Signature: Mumbai

Date: July 17, 2023





Statement on consideration received towards allotment of Equity Shares and confirming compliance with the requirements of Regulation 169(4) of the Part VI of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

Consideration received:

Sr. No.	Name of Allottee	No. of shares allotted	Date of Receipt	Amount (Rs.)
1	Param Value Investments	29,50,000	July 6, 2023	50,15,00,000
2	Vikas Vijaykumar Khemani	14,70,000	July 6, 2023	24,99,00,000
3	Capri Global Holding Private Limited	3,00,000	July 6, 2023	5,10,00,000
4	Vijay Ramvallabh Khetan	1,00,000	July 6, 2023	1,70,00,000
5	Parag Chandulal Mehta	1,00,000	July 6, 2023	1,70,00,000
6	Value Prolific Consulting Services Private Limited	1,00,000	July 6, 2023	1,70,00,000
7	Premium Estates Private Limited	1,00,000	July 6, 2023	1,70,00,000
8	Sparsh Broking Private Limited	1,00,000	July 6, 2023	1,70,00,000
9	Chetan Mansukhlal Kothari	1,00,000	July 6, 2023	1,70,00,000
10	Jaya Haresh Thakkar	50,000	July 6, 2023	85,00,000
11	Prajakta Sushil Patil	50,000	July 6, 2023	85,00,000
12	Rishi Kedia	50,000	July 6, 2023	85,00,000
13	Sangeeta Mahavirprasad Agarwal	50,000	July 6, 2023	85,00,000
14	Snehlata Ashok Kumar Todi	50,000	July 6, 2023	85,00,000
15	Sushil Anant Patil	50,000	July 6, 2023	85,00,000
16	Chaitali K Shah	25,000	July 6, 2023	42,50,000
17	Hemant Jasvantrai Desai	20,000	July 6, 2023	34,00,000
	Total:	56,65,000		96,30,50,000

Notes:

1. The Company realized 100% upfront money amounting to Rs.96,30,50,000 (Rupees Ninety-Six Crore Thirty Lakh Fifty Thousand) against allotment of 56,65,000 Equity Shares from the bank of the respective allottees
2. We further confirm that the Company is in compliance with the requirements of Regulation 169(4) of Part VI of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

Thanking you,

Yours Truly

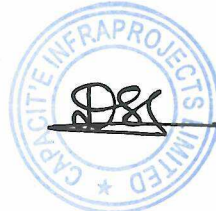
For CAPACIT'E INFRAPROJECTS LIMITED



DINESH LADWA

COMPLIANCE OFFICER

Mumbai, July 17, 2023



Mumbai (Head Office) :

605-607, Shrikant Chambers, Phase-I, 6th Floor, Adjacent to R. K. Studios, Sion-Trombay Road, Chembur, Mumbai- 400071. Maharashtra, India Tel: 022 7173 3717 • Fax.: 022 7173 3733 • Email: info@capacite.in