

CIL/SE/2023-24/95
February 06, 2024

BSE Limited
P.J. Towers
Dalal Street
Mumbai- 400 001

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Scrip code: 540710

Symbol: CAPACITE

Sub: Postal Ballot Notice

Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of Notice of Postal Ballot. The Notice seeks the approval of members of the Company by way of Special Resolution through Postal Ballot ("**Notice**") via only remote e-voting for appointment of Dr. Rukmani Krishnamurthy as an Independent Director of the Company. Detailed explanatory statement setting out the material facts concerning the resolution and instructions for remote e-voting are specified to the Notice.

Following are the relevant details of the Notice:

Proposed Resolution in the Notice	Appointment of Dr. Rukmani Krishnamurthy as an Independent Director of the Company by way of Special Resolution
E-Voting agency	National Securities Depository Limited (NSDL)
Cut-off date for sending notice or reckoning members entitled for e-voting	Friday, January 26, 2024
E-Voting starts on	Wednesday, February 07, 2024 at 9:00 a.m. (IST)
E-Voting ends on	Thursday, March 07, 2024 at 5:00 p.m. (IST)
Result of Notice/ E-Voting	Saturday, March 09, 2024 before 5:00 p.m.(IST)

A copy of the Notice is also being made available on the on website of the Company at www.capacite.in and NSDL at www.evoting.nsdl.com.

Please take same on record.

For any correspondence/ queries/ clarifications, please write to cs@capacite.in.

Thanking you

Yours faithfully,
For Capacit'e Infraprojects Limited

Rahul Kapur
Compliance Officer

Encl.: As above

Mumbai (Head office):

605-607, Shrikant Chambers, Phase - 1, 6th Floor, Adjacent to R.K. Studios, Sion - Trombay Road, Chembur, Mumbai - 400 071. Maharashtra, India. Tel.: 022 7173 3717 • Fax : 022 7173 3733 • E-mail : info@capacite.in



CAPACIT'E INFRAPROJECTS LIMITED

CIN: L45400MH2012PLC234318

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

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

POSTAL BALLOT NOTICE

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

VOTING STARTS ON

Wednesday, 7 February, 2024 at 9:00 a.m. (IST)

VOTING ENDS ON

Thursday, 7 March, 2024 at 5:00 p.m. (IST)

Dear Member(s),

Pursuant to the provisions of Section 110 of the Companies Act, 2013 (**"the Act"**), Rule 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. 09/2023 dated September 25, 2023 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 and the latest one being General Circular number 9/2023 dated 25th September, 2023 ('MCA Circulars'), this Postal Ballot Notice is being sent by email only, to the members 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. Items of businesses requiring approval of members through Postal Ballot by 'e-voting' are given below:

Resolution No: 1

Appointment of Dr. Rukmani Krishnamurthy as an Independent Director of the Company

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

"Resolved that pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies(Appointment and Qualification of Directors) Rules, 2014 along with Regulation 17, Regulation 25 and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') including any statutory modification(s) or re-enactment thereof for the time being in force and upon recommendation of Nomination and Remuneration Committee, Dr. Rukmani Krishnamurthy (DIN:03488433), who was appointed as an Additional Director (in the capacity of an Independent Director) by the Board of Directors (herein after referred to as the 'Board') w.e.f. December 12, 2023 and has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and the rules made thereunder and SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from the original date of appointment i.e. from December 12, 2023 to December 11, 2028.

Resolved further that pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the shareholders be and is hereby granted for appointment as well as continuing the directorship of Dr. Rukmani Krishnamurthy as an Independent Director of the Company who has attained the age of 75 years.

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

Resolved further that the Board, be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts,

deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors

Mumbai
February 05, 2024

Rohit Katyal

Whole Time Director
DIN: 00252944

NOTES

1. An explanatory statement pursuant to the provisions of Section 102(1) and section 110 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 and sending the Notice is January 26, 2024 ("Cut-off date").** All the members of the Company as on the Cut-off date (including those members who may not have received this Notice due to non-registration of their email ID with 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 sending the Annual Reports, Notice of General Meetings and other shareholders' communications. In case of queries with respect to the above, members are requested to write to einward.ris@kfintech.com or call at the toll free number 1800 309 4001.
6. The Notice is available on the Company's website at www.capacite.in and on the website of at www.evoting.nsdl.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: Wednesday, 7 February, 2024 at 9:00 a.m. (IST)**
 - **End of remote e-voting: Thursday, 7 March, 2024 at 5:00 p.m. (IST)**

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

8. The voting rights of members for remote e-voting shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as at close of business hours on the Cut-off date.
9. **Pursuant to the provisions of Sections 112 and 113 of the Act, 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 CS Shreyans Jain of M/s. Shreyans Jain & Co. Company Secretaries, 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 before 5:00 P.M. (IST) on Saturday, 09 March, 2024. The voting results and scrutinizer's report shall be available on the website of the Company (www.capacite.in) and on the website of NSDL at www.evoting.nsdl.com and shall also be displayed at the registered office of the Company. The results shall simultaneously be communicated to the Stock Exchanges viz. NSE and BSE.
13. The resolution, if passed, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf on the date of end of remote e-voting facility, i.e. on Thursday, 07, March, 2024.
14. All documents referred to in the Notice, will be available for inspection electronically, without any fee, by the members from the date of circulation of this Notice up till the date of end of remote e-voting facility i.e. Thursday, 07, March, 2024. Members seeking to inspect such document(s) can send an email to CS@capacite.in.
15. Shareholders are requested to read the following instructions to cast their votes electronically from their respective locations:

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

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

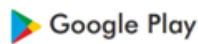
Step 1: Access to NSDL e-Voting system

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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 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.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

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

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in 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 and 022 - 2499 7000 or send a request to Ms. Megha Malviya at evoting@nsdl.com

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

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 and SECTION 110 OF THE COMPANIES ACT, 2013

Mr. Sumeet Singh Nindrajog (DIN: 00182873) has resigned from the Capacit'e Infraprojects Limited ("the Company") w.e.f. December 11, 2023 due to other professional pre-occupation.

Post his resignation to broad base the Board of Directors and to ensure the compliance with the provisions of Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements), 2015 ("LODR Regulations") that is having at least six directors in the composition of Board of Directors ("Board") and not less than fifty per cent of the Board shall comprise of non-executive directors and in the best interest of the Company, based on the recommendations of Nomination & Remuneration Committee (NRC), the Board approved the appointment of Dr. Rukmani Krishnamurthy (DIN: 03488433) as an Additional Director (in the capacity of Non-Executive Independent Director) of the Company w.e.f. December 12, 2023 and to hold office as an Independent Director for a term of five (5) consecutive years i.e. up to December 11, 2028, subject to approval of the members of the Company through Special Resolution.

The Company has received:

- (i) consent in writing from Dr. Rukmani Krishnamurthy to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules');
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Dr. Rukmani Krishnamurthy to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations;
- (iv) a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority;
- (v) a declaration from Dr. Rukmani Krishnamurthy that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective of independent judgment and without any external influence;
- (vi) a confirmation from Dr. Rukmani Krishnamurthy that she has successfully registered herself in the Independent Director's Databank maintained by the Indian Institute of Corporate Affairs in terms of the requirement of the Act;
- (vii) a notice in writing by a member proposing her candidature under Section 160(1) of the Act;

Brief profile of Mrs. Rukmani Krishnamurthy is as follows:

"Dr. Rukmani Krishnamurthy, India's first Lady Forensic Scientist, has a remarkable five-decade career. As the former Director of Forensic Science Laboratories, Govt. of Maharashtra (2002-2008), she not only achieved the top position in the National Forensic field but also created six world-class Forensic labs across Maharashtra. Her pioneering efforts introduced advanced techniques like DNA analysis, Cyber Forensics, and Speaker Identification to combat Hi-Tech crime.

Dr. Krishnamurthy's impact extends globally, as she has been a guest speaker at international Forensic conferences and chaired numerous sessions. Her role in solving high-profile cases such as the 1993 Mumbai Blasts, Telgi Stamp Scam, and the 26/11 terrorist attack at Taj has been pivotal. In 2012, she founded Helik Advisory Ltd., the first private Indian organization with ISO certification in Forensic and Allied services, comparable to the FBI.

Apart from her significant contributions to the field, Dr. Krishnamurthy is an Academic Council Member of the National Forensic Science University, guiding Ph.D. students and actively contributing to academic forensic science. Her engagement with senior Judges and officials from various government and public agencies, including Income-Tax and Enforcement Directorate, further exemplifies her influence in the forensic domain.

Dr. Krishnamurthy continues to break barriers, with recurring publications in global newspapers, a podcast on her forensic journey, and collaborations with Harper Collins for a book on "The Journey of Fifty Years in Forensics." Her dedication to taking forensic science to new frontiers is evident in Helik Advisory Ltd.'s expanded services globally, making her a true trailblazer in the realm of forensic science."

The draft letter of appointment of Independent Directors, setting out terms & conditions of their appointment and all other material documents referred to in the Notice and Explanatory Statement is available for inspection without any fees at the Registered Office of the Company on all working days from the date of dispatch of Notice till the last date of e-voting i.e. March 07, 2024. Members seeking to inspect such document(s) can send an email to cs@capacite.in

As a Non-Executive Independent Director, Dr. Rukmani Krishnamurthy 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.

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

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Dr. Rukmani Krishnamurthy as Independent Director of the Company, as a special resolution as set out above.

Further, as per the Regulation 17 (1A) of LODR Regulations, the approval of the shareholders is also required by way of special resolution for continuing the Directorship of any non-executive Independent Director who have attained the age of 75 years.

In the opinion of the Board, Dr. Rukmani Krishnamurthy fulfils the conditions specified in the Act, rules made thereunder and SEBI Listing Regulations for appointment as an Independent Director of the Company and is independent of management of the Company. She has excellent understanding of business dynamics and possesses diversified experience in Forensic field. The Board considers that her experience and skills would

be of immense benefit to the Company and it is desirable to appoint Mrs. Krishnamurthy as an Independent Director and therefore, though she has completed the age of 75 years, the Board recommends the Special Resolution set out in Notice for approval of the members of the Company.

Save and except Dr. Rukmani Krishnamurthy and her relatives, to the extent of their shareholding, if any, in the Company, none of the Directors or Key Managerial Personnel of the Company other relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

By order of the Board of Directors

Mumbai
February 05, 2024

Rohit Katyal
Whole Time Director
DIN: 00252944

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

S.No	Name of Director	Mrs. Rukmani Krishnamurthy
1.	DIN	03488433
2.	Date of Birth	December 05, 1948
3.	Age (years)	75 years
4.	Date of Appointment	December 12, 2023
5.	Qualification	<ul style="list-style-type: none"> Master of Science (Chemistry) from University of Nagpur; Doctor of Philosophy (Science) in Analytical Chemistry from University of Mumbai;
6.	Experience and Expertise in specific functional areas	Leadership and Administration Entrepreneurship Innovative Techniques Corporate and Global Expansion Media Presence and Collaborations
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 Company's policy on 'Terms of Appointment of Independent Directors'
10.	No. of Board Meetings attended during FY 2023-24 (till the date of this notice)	None
11.	Remuneration drawn during FY 2023-24	Nil
12.	Directorship held in other companies as on date	Director in Helik Advisory Limited
13.	Chairman/ Member of the Committee of the Board of Directors of Capacit'e Infraprojects Limited	<ul style="list-style-type: none"> Member of Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and Corporate Social Responsibility Committee Chairman of Stakeholder's Relationship Committee
14.	Committee positions in other Public Companies	NIL
15.	Equity listed entities in India from which the person has resigned as Director in past three years	Nil