



Ref: CIL/STEX30/FY23-24
Date: August 30, 2023

To

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| The Secretary, BSE Limited Corporate Relationship 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 Notice of the 11th Annual General Meeting (AGM) to be held through Video conferencing ("VC") / Other Audio Visual Means ("OAVM") pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015

This is with reference to Notice of 11th AGM of the Company, which is scheduled to be held on Thursday, September 21, 2023 at 11:00 A.M. (IST) through Video conferencing ("VC") / Other Audio Visual Means ("OAVM"). A copy of the notice of the Annual General Meeting is being sent to all the shareholders through electronic mode whose e-mail id's are registered with the Company. The notice of the Annual General Meeting is also available on the website of the Company i.e. www.capacite.in and a copy of which is attached herewith.

Kindly take the same on your records and oblige.

Thanking you,

Yours faithfully,

For Capacit'e Infraprojects Limited



Dinesh Ladwa
Company Secretary & Compliance Officer

Encl: As Above

NOTICE

NOTICE is hereby given that the 11th Annual General Meeting of the Members of **CAPACIT'E INFRAPROJECTS LIMITED** ("the Company") will be held on Thursday, **21st Day of September, 2023 at 11.00 A.M.** through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

A. ORDINARY BUSINESS:

1. To consider and adopt:

- (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with the reports of the Auditor's thereon and Board of Directors; and
- (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the reports of the Auditor's thereon.

2. To resolve not to re-appoint and not fill the vacancy caused due to retirement by rotation of Mr. Siddharth Parekh, Non-Executive Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Siddharth Parekh (DIN:06945508), who was appointed as a Director of the Company liable to retire by rotation, and who does not seek re-appointment upon expiry of his term at this Annual General Meeting, be not re-appointed a Director of the Company;

RESOLVED FURTHER THAT the vacancy, so created on the Board of Directors of the Company, be not filled."

B. SPECIAL BUSINESS:

3. Remuneration payable to Mr. Subir Malhotra, (DIN: 05190208) Executive Director of the Company for the remaining tenure of his appointment (i.e., from April 1, 2023 to October 31, 2023).

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

"RESOLVED THAT pursuant to the recommendation from Nomination and Remuneration Committee and the Board during their respective meetings held on August 11, 2023 and subject to the provisions of Sections 196, 197, 198 and other applicable provisions read with Schedule V of

the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification or re-enactment(s) thereof), consent of the members of the Company be and are hereby accorded to the Company for payment of remuneration to Mr. Subir Malhotra, (DIN: 05190208) Executive Director of the Company with effect from April 1, 2023 to October 31, 2023 including the remuneration to be paid in the event of loss or inadequacy of profits during any financial year, upon the principal terms and conditions as set out in the explanatory statement annexed hereto. The other terms of his appointment including designation, duties & responsibilities remains the same.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to vary, alter or modify the terms of remuneration specified above from time to time to the extent it may deem appropriate, provided that such variation/s, alteration/s or modification/s, as the case may be, shall not exceed the aggregate managerial remuneration payable to all such Executive / Whole-time Directors of the Company pursuant to the provisions of Section 197, 198 of the Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT no sitting fees be paid to Mr. Subir Malhotra, (DIN: 05190208) Executive Director for attending meetings of the Board of Directors or any committee thereof.

RESOLVED FURTHER THAT the Board of Directors and / or the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, things and matters as they may deem fit necessary, expedient or desirable for giving effect to the foregoing resolution."

4. Re-appointment of Mr. Subir Malhotra (DIN: 05190208), as an Executive 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 196, 197, 198, and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Article 88 of Articles of Association of the Company and Regulation 17 and other applicable regulations of the

SEBI Listing Regulations, as amended from time to time and pursuant to the recommendation of the Nomination & Remuneration Committee and Board of Directors, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Subir Malhotra (DIN: 05190208), as Whole-time Director designated as Executive Director of the Company for a further period of 3 (Three) years with effect from November 1, 2023 to October 31, 2026, subject to the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as may be approved and with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Subir Malhotra, subject to the ceiling on remuneration of ₹ 1,20,00,000/- (Rupees One Crore Twenty Lakhs Only) per annum.

RESOLVED FURTHER THAT the remuneration payable to Mr. Subir Malhotra, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other rules as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, things and matters as they may consider necessary, expedient or desirable for giving effect to the aforesaid resolution."

5. Ratification of remuneration payable to M/s Y R Doshi & Associates, Cost Auditor of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 2,00,000/- (Rupees Two Lakhs only) plus applicable taxes thereon and reimbursement of out-of-pocket expenses at actuals as approved by the Board of Directors based on the recommendations of Audit Committee of the Company, to be paid to M/s. Y. R. Doshi & Associates, Cost Accountants (Firm Registration No. 000286), Cost Auditor appointed by the Board of Directors of the Company for conducting audit of the cost records for the financial year ending March 31, 2024 be and is hereby ratified."

6. Increase in Authorised Share Capital and Consequent Alteration of Memorandum of Association:

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

"RESOLVED THAT pursuant to Sections 13, 14, 61 of the Companies Act, 2013, Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions of the Act read with Rules thereunder (including any statutory modification or re-enactment thereof for the time being in force) and applicable provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing ₹ 80,00,00,000 divided into 8,00,00,000 Equity Shares of ₹ 10/- each to ₹ 90,00,00,000 comprising of 9,00,00,000 Equity Shares of ₹ 10/- each, ranking pari-passu in all respect with the existing shares of the Company.

RESOLVED FURTHER THAT the Clause V of Memorandum of Association of the Company be and is hereby amended by substituting the existing Clause V thereof by the following new Clause V as under:

"V. (a) The Authorised Share Capital of the Company is ₹ 90,00,00,000 (Rupees Ninety Crore) divided into 9,00,00,000 (Nine Crore) Equity Shares of ₹ 10/- (Rupee Ten) each"

RESOLVED FURTHER THAT any one of the Executive Directors or Company Secretary of the Company be and is hereby authorised, severally, to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to sign / digitally sign, submit the relevant e-Forms with Ministry of Corporate Affairs and take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."

7. To approve revision in remuneration payable to Independent Directors by way of Commission.:

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

"RESOLVED THAT in supersession of all the earlier resolutions passed for payment of remuneration to Independent Directors and pursuant to the provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder

and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to pay remuneration by way of commission or otherwise to the Independent Directors of the Company for 3 (Three) Financial Years, i.e., Financial Year 2023-24, 2024-25 and 2025-26, at an amount not exceeding 1.00% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013, subject to maximum of ₹ 5,00,000 per Independent Director and the said remuneration is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time;

RESOLVED FURTHER THAT the total overall managerial remuneration payable to all the directors of the Company in any financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Act;

RESOLVED FURTHER THAT the Board of Directors, Key Managerial Personnel and any other person authorized by the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

By order of the Board of Directors

Rohit Katyal

Executive Director & CFO

DIN: 00252944

Registered Office:

605-607, 6th Floor, Shrikant Chambers, Phase – I,
Adjacent to R K Studios,
Sion-Trombay Road, Chembur, Mumbai – 400071,
Maharashtra, India

Place: Mumbai

Date: August 11, 2023

Notes:

1. In terms of the General Circulars No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 02/2021 dated January 13, 2021 and General Circular No.2/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") read with Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular number SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular number SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "the Circulars"), companies are permitted to conduct the Annual General Meeting through Video Conferencing / Other Audio Visual Means ("VC" / "OAVM") without the physical presence of members at a common venue. Hence, in accordance with the Circulars, provisions of the Companies Act, 2013 ("the Act"), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Annual General Meeting ("AGM") of the members of the Company is being held through VC /OAVM on September 21, 2023 at 11.00 a.m. (IST). The venue of the meeting shall be deemed to be the Registered Office of the Company.
2. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Act read with the relevant rules made thereunder, setting out the material facts concerning the business mentioned in the accompanying Notice is annexed and forms part of this Notice. The Board of Directors of the Company at its meeting held on August 11, 2023 considered that the special business being considered unavoidable, be transacted at the eAGM of the Company.
3. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM.
4. Since the AGM will be held through VC/OAVM facility, the attendance slip, proxy form and Route Map are not annexed to this Notice.
5. Pursuant to the provisions of Section 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the AGM through e-voting facility.
6. The Company has appointed M/s. KFin Technologies Limited, Registrars and Share Transfer Agent of the Company (hereinafter called "KFinTech"), for conducting the AGM and for voting through remote e-voting or through e-voting at the AGM. The procedure for participating in the meeting through VC/ OAVM is explained in these notes and is also available on the website of the Company at www.capacite.in.
7. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM have been uploaded on the website of the Company at www.capacite.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of KFinTech i.e. e-voting agency at <https://evoting.kfintech.com>.
8. Pursuant to the provisions of the MCA Circulars on convening AGM through VC / OAVM:

Members can attend the meeting through log in credentials provided to them to connect to Video Conference. Physical attendance of the Members at the Meeting venue is not required.

 - a. Facility for appointment of proxy to attend and cast vote on behalf of the member is not available.
 - b. Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
9. The facility to join the meeting shall be opened 15 minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM. The meeting may be joined by following the procedure mentioned in this Notice.
10. Members may note that the VC/OAVM facility, provided by KFinTech, allows participation of at-least 1,000 Members on a first-come-first-served basis ("FIFO"). The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of FIFO principle.

11. The attendance of the Members (members logins) attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Remote e-voting: Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings ("SS-2") issued by the ICSI and Regulation 44 of the Listing Regulations, as amended read with circular of SEBI on e-voting facility provided by Listed entities and the MCA Circulars, the Company is providing facility to its Members to exercise their right to vote on the resolutions proposed to be passed at the AGM through remote e-voting facility being provided by KFintech.
13. Voting at the e-AGM: Members who could not vote through remote e-voting may avail the e-voting facility which will be made available at the Meeting ("e-voting"), facility to be provided by KFintech.
14. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
15. The institutional members are encouraged to attend and vote at the AGM.
16. SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent ("RTA"). The Company had earlier already sent notices to the shareholders through the RTA for submission of their PAN and Bank Account details for registration / updations.
17. Securities of listed companies would be transferred in dematerialized form only w.e.f. April 1, 2019. In view of the same, Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company's RTA for assistance in this regard.
18. CS Shreyans Jain of M/s. Shreyans Jain & Co. Company Secretaries, Practicing Company Secretaries have been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the e-Voting (instapoll) system during the meeting in a fair and transparent manner.
19. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him/her in writing, who shall countersign the same.
20. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company, i.e., www.capacite.in and on the website of KFintech at <https://evoting.kfintech.com> immediately after the declaration of result by the Chairperson or any person authorized by him / her in writing and the same shall be communicated to the BSE Limited and the National Stock Exchange of India Limited. The result will also be displayed on the Notice Board of the Company at its Registered Office. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e. September 21, 2023.
21. The relevant documents referred to in this Notice and the Explanatory Statement will be available for inspection electronically without any fees by the Members. Members seeking to inspect such documents can send an email to compliance@capacite.in
22. The Company has designated an exclusive Email ID compliance@capacite.in for redressal of shareholders complaints/grievances. For any investor related queries, you are requested to please write to us at the above Email ID.
23. **Procedure for Login for E-voting and Attending AGM through VC/OAVM for Individual Shareholders holding securities in Demat mode.**

In terms of SEBI circular dated December 09, 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 to access e-Voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

Individual shareholders holding securities in Demat mode with National Securities Depository Limited ("NSDL")

A. User already registered for IDeAS facility:

1. Open <https://eservices.nSDL.com>
2. Click on the "Beneficial Owner" icon under 'IDeAS' section.
3. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"
4. Click on Bank Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period.

B. User not registered for IDeAS e-Services:

1. To register, open <https://eservices.nSDL.com> either on a Personal Computer or on a mobile.
2. Select "Register Online for IDeAS "Portal or click on <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>.
3. Proceed with completing the required fields

C. By visiting the e-Voting website of NSDL:

1. Open <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile.
2. 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 (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.
4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.
5. Click on Bank name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")

1. 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 to Easi / Easiest are requested to visit cdsI website www.cdslindia.com and click on login icon & New System Myeasi Tab.
2. 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 or joining virtual meeting & voting during the meeting. 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.
3. If the user is not registered for Easi/Easiest, option to register is available at cdsI website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
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.

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| 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. Once login, you will be able to see e-Voting option. Once you 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 Bank Name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| 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 |

Instructions for members for remote e-voting:

Cut-off date for e-Voting: Friday, 15th September, 2023

Time period for remote e-Voting:

Commencement of remote e-Voting: 9.00 a.m. on Monday, 18th September, 2023 End of remote e-Voting: 5:00 p.m. on Wednesday, 20th September, 2023

Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- i. Initial password is provided in the body of the e-mail.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the correct details, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. "Capacit'e Infraprojects Limited – AGM
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed.

Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

- xi. Corporate / institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF / JPG format) of certified true copy of relevant board resolution / authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is / are authorised to vote, to the Scrutinizer through email at shreyanscs@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BFL_EVENT No.
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).
 - A. Voting at e-AGM
 - i. Only those members/shareholders, who will be present in the e-AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.
 - ii. Members who have voted through remote e-voting will still be eligible to attend the e-AGM.
 - iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
 - iv. Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 minutes. Members viewing the e-AGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.
 - B. Instructions for members for attending the e-AGM
 - i. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFin at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected.
 - ii. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.
 - iii. Further, members registered as speakers will be required to allow camera during e-AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
 - iv. Members may join the meeting using headphones for better sound clarity.
 - v. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio / video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
 - vi. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' during the period starting from 18th September, 2023 (10.00 a.m.) up to 20th September 2023 (5.00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views / ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.
 - vii. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>, under the "How It Works" tab placed on top of the page.
 - viii. Members who need technical assistance before or during the e-AGM can contact KFin at emeetings@kfintech.com or Helpline: 1800 309 4001.

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number:

SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

| Name | KFIN Technologies Limited |
|---------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| Address | Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032. |

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

OTHER INSTRUCTIONS

1. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off Date i.e. September 15, 2023 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and e-voting thereat.
2. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFin Technologies Website) or contact Mr. S V Raju of KFin Technologies Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032 at 1800 309 4001 (Toll Free).

You can also update your mobile number and e-mail id in the user profile details to get e- voting confirmation and which may be used for further communications.

By order of the Board of Directors

Rohit Katyal

Executive Director & CFO
DIN: 00252944

Registered Office:

605-607, 6th Floor, Shrikant Chambers, Phase – I, Adjacent to R K Studios, Sion-Trombay Road, Chembur, Mumbai – 400071, Maharashtra, India

Place: Mumbai

Date: August 11, 2023

ADDITIONAL INFORMATION IN RESPECT OF ITEM NO. 2 OF THIS NOTICE

ITEM NO. 2

To resolve not to re-appoint and not fill the vacancy caused due to retirement by rotation of Mr. Siddharth Parekh, Non-Executive Director of the Company

Mr. Siddharth Parekh (DIN:06945508) has been serving as Non-Executive (Non-Independent) Director on the Board of your Company since October 18, 2016

Pursuant of Section 152(6) of the Companies Act, 2013 ("the Act"), Mr. Siddharth Parekh is liable to retire by rotation at 11th AGM of the Company. Although being eligible for re-appointment, he has expressed his unwillingness to be re-appointed and not offered himself for re-appointment at the 11th AGM, owing to his pre-occupation. Accordingly, Mr. Siddharth Parekh would cease to hold office as a Director of the Company at the conclusion of the 11th AGM of the Company.

The Board of Directors ("Board") places on record their earnest appreciation to the invaluable contributions, leadership and guidance extended by Mr. Siddharth Parekh to the Board and the Management of the Company during his association. He has immensely contributed in channelizing the Company towards high governance standards and practices.

The Board of your Company comprises of eight Directors as on August 11, 2023 with an optimal mix of Executive and Non-Executive Directors and Independent Directors. Considering the current composition of Board being adequate with diverse mix of experience, skills, expertise and acumen and in compliance

with the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, the Board of your Company, basis the recommendation of the Nomination and Remuneration Committee, at its respective meetings held on August 11, 2023, has decided that the vacancy caused in the position of Mr. Siddharth Parekh be not filled for the time being. The composition of the Board would continue to remain statutorily compliant.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice.

The Board recommends passing of the ordinary resolution as set out at Item No. 2 of the accompanying Notice for approval by the Members of the Company.

All relevant documents and papers relating to Item No. 2 and referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members of the Company. Members can request inspection of such documents by sending an e-mail to cs@capacite.in.

In conformity with the provisions of Section 102 of the Companies Act, 2013 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the following Explanatory Statement and annexure thereto setting out all material facts relating to the Special Businesses at Item Nos. 3 to 7 mentioned in the accompanying Notice, should be taken as forming part of this Notice.

Explanatory Statement

(pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 3 to 7 of the accompanying Notice;

Item No.3

Increase in remuneration payable to Mr Subir Malhotra, Executive Director of the Company:

In the 7th Annual General Meeting held on August 28, 2019, Mr. Subir Malhotra had been appointed as Whole-time Director designated as Executive Director of the Company, w.e.f., November 1, 2018 for a period of 5 (Five) years pursuant to the approval of members. The term of office of Mr. Subir Malhotra as Executive Director of the Company is due to expire on October 31, 2023.

In view of the increase in the job responsibilities and scope of work in the Company, the Nomination and Remuneration Committee and Board of Directors at its separate meetings held on August 11, 2023 has recommended an increase in the remuneration of Mr. Subir Malhotra with effect from 1st April 2023 for the remaining tenure of his appointment (i.e., effective from April 1, 2023 to October 31, 2023), remuneration up to a maximum amount of ₹ 1,20,00,000/- (Rupees One Crore Twenty Lakh) per annum.

Minimum Remuneration:

The terms and conditions of the remuneration in the event of any inadequacy or absence of profits during the financial year, the aforementioned remuneration approved herein be continued to be paid as minimum remuneration.

All other existing terms and conditions pursuant to designation, role, duties, responsibilities with respect to the appointment shall remain unchanged.

Pursuant to Regulation 17(6)(e), the remuneration payable to executive directors who are members of the promoter group, shall be subject to the approval of the shareholders by special resolution if the remuneration exceeds the limits as mentioned in the aforesaid regulation. As Mr. Subir Malhotra fall under the category of promoters and as it is recommended to revise his terms of appointment (remuneration). In terms of Rule 7 (2) of Companies (Appointment and Remuneration of Managerial

Personnel) Rules, 2014, the Company, is not required to obtain approval of the Central Government, Ministry of Corporate Affairs, as the remuneration proposed to be paid to its Executive Director does not exceed the limits specified under Section 196, 197 read with Schedule V and applicable rules of the Companies Act, 2013.

Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, 1961, Gratuity payable as per the rules of the Company and encashment of leave at the end of his tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

The Board of Directors recommends the Special Resolution as set forth in Item No.3 for the approval of shareholders of the Company.

Except Mr. Subir Malhotra, none of the Directors and / or Key Managerial Personnel of the Company are concerned or interested, financially or otherwise in the above resolution.

Item No.4

To Re-appoint Mr Subir Malhotra as Executive Director of the Company:

In the 7th Annual General Meeting held on August 28, 2019, Mr. Subir Malhotra had been appointed as Whole-time Director designated as Executive Director of the Company, w.e.f., November 1, 2018 for a period of 5 (Five) years pursuant to the approval of members. The term of office of Mr. Subir Malhotra as Executive Director of the Company is due to expire on October 31, 2023. The present proposal is to seek the Shareholders' approval for the re-appointment of Mr. Subir Malhotra as a Whole-time Director designated as the Executive Director in terms of the applicable provisions of the Companies Act, 2013. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company (the 'Board'), at its meeting held on August 11, 2023 has, subject to the approval of the Shareholders, approved reappointment of Mr. Subir Malhotra for a further period of 3 years from November 1, 2023.

Remuneration of Mr. Subir Malhotra, will be so fixed by the Board of Directors from time to time after taking into account the recommendations of the Nomination & Remuneration

Committee, such that the salary and the aggregate value of all perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs; bonus; medical reimbursement, club fees and leave travel concession for himself and his family, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Subir Malhotra, shall not exceed the overall ceiling on remuneration approved by the Members in General Meeting. Your Directors have recommended a ceiling on remuneration of ₹ 1,20,00,000/- (Rupees One Crore Twenty Lakhs Only) per annum.

For the purposes of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Act, 1961 wherever applicable. In the absence of any such provision in the Act, perquisites shall be evaluated at actual cost.

Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long-distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, 1961, Gratuity payable as per the rules of the Company and encashment of leave at the end of his tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

Minimum Remuneration:

The terms and conditions of the remuneration in the event of any inadequacy or absence of profits during the financial year, the aforementioned remuneration approved herein be continued to be paid as minimum remuneration.

All other existing terms and conditions pursuant to role, duties, responsibilities with respect to the appointment shall remain unchanged.

Pursuant to Regulation 17(6)(e), the remuneration payable to executive directors who are members of the promoter group, shall be subject to the approval of the shareholders by special resolution if the remuneration exceeds the limits as mentioned in the aforesaid regulation. As Mr. Subir Malhotra falls under the category of promoters and as it is recommended to approve his re-appointment the proposed approval is by Special Resolution. In terms of Rule 7 (2) of Companies (Appointment

and Remuneration of Managerial Personnel) Rules, 2014, the Company, is not required to obtain approval of the Central Government, Ministry of Corporate Affairs, as the remuneration proposed to be paid to its Executive Director does not exceed the limits specified under Section 196, 197 read with Schedule V and applicable rules of the Companies Act, 2013.

Disclosures under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Institute of Company Secretaries of India are set out in the Annexure – A to the Explanatory Statement. Additional Information relating to appointment pursuant to Section II, Part II of Schedule V of the Companies Act, 2013 are set out in the Annexure – B to the Explanatory Statement.

The Board of Directors recommends the Special Resolution as set forth in Item No. 4 for the approval of shareholders of the Company.

Except Mr. Subir Malhotra, none of the Directors and Key Managerial Personnel of the Company are concerned or interested, financially or otherwise in the above resolution.

ITEM NO. 5:

To ratify remuneration payable to Cost Auditors of the Company:

The Board, on the recommendations of the Audit Committee during their meetings held on May 26, 2023 has considered and approved appointment of M/s. Y. R. Doshi & Associates, Cost Accountants as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024 at the remuneration as mentioned in the relevant item of the Notice.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board, has to be ratified by the shareholders of the Company.

Accordingly, ratification by the shareholders is sought to the remuneration of ₹ 2,00,00,000 (Rupees Two Lakh) payable to the Cost Auditor for the financial year ending March 31, 2024 by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

None of the Directors and / or Key Managerial Personnel of the Company and / or their relatives, in any way, are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution as set forth in Item No. 5 for the approval of the Shareholders.

ITEM NO. 6:

To increase Authorized Share Capital of the Company:

Pursuant to Company's business expansion and consequent funding requirements, it is proposed to increase the Authorised Share Capital of the Company from the existing ₹ 80,00,00,000/- (Rupees Eighty Crore) divided into 8,00,00,000 (Eight Crore) equity shares of ₹ 10/- (Rupees Ten) each to ₹ 90,00,00,000 (Rupees Ninety Crore) divided into 9,00,00,000 (Nine Crore) Equity Shares of ₹ 10/- (Rupee Ten) each.

Pursuant to the provisions of Section 13, 61 & 64 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association of the Company.

Accordingly, the Board commends the Ordinary Resolution set out at Item No. 6 of the Notice of Annual General Meeting for approval of the members of the Company.

None of the Directors / Key Managerial Personnel of the Company or their relatives, in any way, are concerned or interested, financially or otherwise, in proposed resolution.

ITEM NO. 7:

To approve payment of commission to Independent Directors of the Company:

The Company's Independent Directors are leading professionals with high level of expertise and rich experience in functional areas such as business strategy, business development, corporate governance, risk management, research & innovation amongst others.

The Company's Independent Directors have been shaping and steering the long-term strategy and made invaluable contributions towards business development, governance, long term strategy and compliances.

During the year, the Board has discussed benchmarking the remuneration payable to Independent Directors. They discussed

about industry, size, effective governance and expected contribution by them in the growth of the Company. In line with the recommendations made by the members of Nomination and Remuneration Committee and Board of Directors at their meetings held on August 11, 2023, proposal to pay commission was decided @ 1.00% (One percent) net profits of the Company, subject to a maximum of ₹ 5,00,000/- per Independent Director calculated in accordance with the provisions of the Act, effective from the financial year 2023-24 and thereafter for financial year 2024-25 and financial year 2025-26, i.e., 3 (three) Financial Years

The payment of such remuneration shall be in addition to the sitting fees for attending Board/Committee meetings. This commission will be distributed to all the Independent Directors in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Act.

Accordingly, the Board recommends the resolution set forth in Item No. 7.

All Independent Directors are deemed to be concerned or interested, financially or otherwise, in this resolution to the extent of commission that may be received by them. None of the other Directors / Key Managerial Personnel of the Company or their relatives, in any way, are concerned or interested, financially or otherwise, in proposed resolution.

By order of the Board of Directors

Rohit Katyal

Executive Director & CFO

DIN: 00252944

Registered Office:

605-607, 6th Floor, Shrikant Chambers, Phase – I,
Adjacent to R K Studios,
Sion-Trombay Road, Chembur, Mumbai – 400071,
Maharashtra, India

Place: Mumbai

Date: August 11, 2023

ANNEXURE- A

Details of Directors seeking Appointment/ Re-appointment as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard – 2 issued by the Institute of Company Secretaries of India:

| Name of Director | Mr. Subir Malhotra |
|-----------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| Date of Birth | October 11, 1965 |
| Age (years) | 57 |
| Date of Appointment | November 1, 2013 |
| Qualification | Bachelor's Degree in Civil Engineering from Birla Institute of Technology & Science (BITS),Pilani. |
| Relation with other Director/ s (Inter-se) | Not applicable |
| Terms and Conditions of appointment /reappointment | Re-appointment as a Whole- time Director designated as Executive Director, liable to retire by rotation. |
| Expertise in specific functional areas | Business development and Operations |
| Directorship held in other companies as on date | NIL |
| Chairman/ Member of the Committee of the Board of Directors of the Company* | NIL |
| Committee positions in other Public Companies | NIL |
| Number of shares of the Company, held | 2525439 Equity Shares |

Note:

- i. *Audit Committee, Shareholders'/ Investors' Grievance Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee are considered.

For Details such as Number of Board Meetings attended during the financial year 2022-23 by the above Director and remuneration drawn in respect of the above Director, please refer the Corporate Governance Report which is the part of this Annual Report

ANNEXURE – B

Annexure referred in item No 3 Disclosure Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 is given hereunder:

| I. General information: | | |
|--------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| (1) | Nature of industry | Construction of Buildings |
| (2) | Date or expected date of commencement of commercial production | The Company was incorporated on August 09, 2012 and as in operation since then |
| (3) | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not applicable |
| (4) | Financial performance based on given indicators | (a) Standalone Financial Performance |

(₹ In Lakhs)

| Particulars | Standalone | |
|-------------------------|------------------------------|------------------------------|
| | Year Ended March 31, 2023 | Year Ended March 31, 2022 |
| Revenue from operations | 179075.84 | 1,33,982.81 |
| Other income | 916.76 | 1,307.72 |
| Total Income | 179992.60 | 1,35,290.53 |
| Profit before tax | 13494.13 | 6583.75 |
| Net Profit after Tax | 9433.16 | 4845.69 |

(b) Consolidated Financial Performance

(₹ In Lakhs)

| Particulars | Consolidated | |
|-------------------------|------------------------------|------------------------------|
| | Year Ended March 31, 2023 | Year Ended March 31, 2022 |
| Revenue from operations | 179858.70 | 1,33,982.81 |
| Other income | 951.86 | 1,313.59 |
| Total Income | 180810.56 | 1,35,296.40 |
| Profit before tax | 13595.34 | 6513.79 |
| Net Profit after Tax | 9529.68 | 4775.73 |

| | | |
|-----|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (5) | Foreign investments or collaborations, if any. | The Company has not entered into any material foreign collaboration; an investment made in the Company is received from One Country under Foreign Direct Investment Scheme. |
|-----|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

II. Information About the Appointee:

(1) Background details Mr. Subir Malhotra aged 57 years, joined the Company as a Director with effect from November 1, 2013 and further he was re-appointed on November 1, 2018. He holds Bachelor's degree in Civil Engineering (honours) from the Birla Institute of Technology & Science, Pilani and his expertise in specific functional areas includes MAS Designs specialized in providing design, project management and execution of services viz. Electrical, HVAC, Hydraulics, data, and voice and building finishes. He has thorough knowledge and vast exposure to all related latest technologies.

(2) Past remuneration

| Sr. No | Particulars | Linked to | % / Fixed | Amount (in ₹) | |
|--------|----------------------|-----------|-----------|-----------------|------------------|
| | | | | Per Month | Per Annum |
| 1 | Salary & Allowances | | | | |
| 1.1 | Basic | N.A. | Fixed | 2,87,333 | 34,47,996 |
| 1.2 | HRA | N.A. | Fixed | 0 | 0 |
| 1.3 | Management Allowance | N.A. | Fixed | 4,31,000 | 51,72,000 |
| | Total | | | 7,18,333 | 86,19,996 |

(3) Recognition or awards

Under the directorship of Mr. Subir Malhotra the Company has won various awards and accolades namely in the field of operational excellence and safety.

Under his direction / management the company has won numerous notable awards in the last decade, like...

- HSE Excellence Award 2017;
- Company won the emerging construction company of the year 2017;
- Appreciation for 1.6 million injury free person-hours between 2014 and 2018;
- India Book of Records Certificate for Largest Cancer Care Hospital Built in Least Time by a Philanthropic Organization;
- Award for 12th CIDC Vishwakarma Awards under category Construction Health, Safety & Environment by Construction Industry Development Council and Construction World Global Award among others;
- The GOLDEN Peacock award for excellence in HSE was also conferred to Company in 2018
- Company won the award for Contribution to Permanent Health Infrastructure by Govt of Maharashtra in 2021.

Some major awards / accolades in the Environmental, Social and Governance (ESG) achieved are:

- Golden Peacock occupational health and safety award 2018
- Suraksha Puraskar (Bronze Trophy) by NSCI Safety awards – 2018 (Construction sector) presented on 27 February 2019.
- National safety week awards for safe man hours' completion in 2017, 2018, 2019, 2021, 2022, 2023
- CIDC Vishwakarma Awards 2017, 2018, 2019, 2021, 2022 –
- Achievement award for Construction Health, Safety & Environment
- Construction times award – Emerging construction company of the year 2017
- Construction world global awards – India's Top challenger awards 2022
- Zee 24 Taas awards – Health & safety award for contribution towards permanent healthcare infrastructure.

| | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (4) | Job profile and his suitability | Taking into consideration the size of the Company, the complex nature of its operations, the strategic and operational restructuring of the Company and transformations undertaken, Mr. Subir Malhotra's broad functional and general management skills, his rich experience and vast knowledge of the Company's Business and his guidance on technology that can be used for improving performance in the activities of the Company. |
| (5) | Remuneration proposed | As stated in the Explanatory Statement under Item No. 3 |
| (6) | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | The remuneration as proposed of Mr. Subir Malhotra is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and its group and diverse nature of its businesses, in his position as Executive Director of the Company, Mr. Subir Malhotra devotes his substantial time in overseeing the operations of the Company. |
| (7) | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | Besides the remuneration proposed Mr. Subir Malhotra does not have any pecuniary relationship with the Company. Mr. Subir Malhotra is one of the Promoters and he holds 25,25,439 equity shares in the share capital of the Company. |
| III. Other Information: | | |
| (1) | Reasons of loss or inadequate profits | The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 for re-appointment of Mr. Subir Malhotra Company for a further period of 3 years with effect from November 1, 2023 to October 31, 2026 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment and the limits specified u/s 197 may be exceeded during the said period. |
| (2) | Steps taken or proposed to be taken for improvement | The Company has embarked on a series of strategic and operational measures that are expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium construction company undertaking several prestigious projects in hands across the country. |
| (3) | Expected increase in Productivity and profits in measurable terms | The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to maintain and improve financial performance. |
| IV. Disclosures | | |
| <ul style="list-style-type: none"> all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc.: Details are mentioned in the explanatory statement; Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2022-23: The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2022-23 of the Company. | | |

By order of the Board of Directors

Rohit Katyal

Executive Director & CFO

DIN: 00252944

Registered Office:

605-607, 6th Floor, Shrikant Chambers, Phase – I,
Adjacent to R K Studios,
Sion-Trombay Road, Chembur, Mumbai – 400071,
Maharashtra, India

Place: Mumbai

Date: August 11, 2023

FOR EASE OF PARTICIPATION BY MEMBERS, PROVIDED BELOW ARE KEY DETAILS REGARDING THE AGM FOR REFERENCE:

| S r . No. | Particulars | Details of access |
|--------------|----------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Link for participation through Video Conferencing (VC) at the AGM | https://emeetings.kfintech.com by using e-Voting credentials and clicking on video conference |
| 2 | Link for posting AGM queries and speaker registration and period of registration | https://emeetings.kfintech.com by using e-Voting credentials and clicking on "post your queries" / "Speaker registration" as the case may be. Period of registration: From Monday, September 18, 2023 to Wednesday, September 20, 2023 |
| 3 | Link for remote e-Voting | Members may refer to the instructions provided under "Procedure and Instructions" for E-Voting" section in the subsequent pages of this Notice |
| 4 | Username and password for VC | Members may attend the AGM through VC by accessing the link https://emeetings.kfintech.com by using the remote e-Voting credentials. Please refer the instructions provided in the Notice |
| 5 | Helpline number for VC participation and e-Voting | Contact KFin Technologies Limited at 1800 309 4001 or write to them at emeetings@kfintech.com |
| 6 | Cut-off date for e-Voting | Friday, September 15, 2023 |
| 7 | Time period for remote e-Voting | Commencement of remote e-Voting: 9:00 a.m. on Monday, September 18, 2023 End of remote e-Voting: 5:00 p.m. on Wednesday, September 20, 2023 |
| 8 | Link for Members to update email ID | KFinTech website: https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx/ |
| 9 | Last date for publishing results of remote e-Voting and e-Voting during the AGM | Saturday, September 23, 2023 |
| 10 | Registrar and Transfer Agent - Contact details | M/s KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) Unit: Capacite Infracapacite Limited. Selenium Building, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad - 500 032 Tel: +91 40 6716 1611 Toll Free no- 1800-309-4001 E-mail Id- einward.ris@kfintech.com Website: www.kfintech.com |
| 11 | Capacite Infracapacite Limited - Contact details | 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: cs@capacite.in |

