



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

Website: www.capacite.in; **Email ID:** compliance@capacite.in; **Tel:** +91-22-7173 3717; **Fax:** +91-22-7173 3733

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the Shareholders (the "Shareholders" / the "Members") of CAPACIT'E INFRAPROJECTS LIMITED will be held on 26th, May, 2022 at 11.30 a.m. through Video Conference ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1

Issue of Fully Convertible Warrants on preferential basis:

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 Section 23(1)(b), Section 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") read with rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), framed there under as amended and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations") the listing agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") on which the Equity Shares of the Company having face value of Rs.10/- (Ten) each ("Equity Shares") are listed and subject to any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI") and / or any other competent authorities, (hereinafter referred to as "Applicable Regulatory Authorities") from time to time and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the "Board") is hereby authorized to accept, the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer, and allot upto 31,00,000 (Thirty One Lakhs only) Warrants, which shall be convertible into, or exchangeable for 1 (one) fully paid-up Equity Share of the Company having face value of Rs.10/- each at a premium of Rs.150 (Rupees One Hundred and Fifty only), each at a price (including the warrant subscription price and the warrant exercise price) of Rs.160 (Rupees One Hundred and Sixty only), ("**Warrants**") payable in cash aggregating up to Rs. 49,60,00,000/- (Rupees Forty-Nine Crores Sixty Lakhs only) on a preferential basis to

the Proposed Allottees specified here-in-below who belongs to Promoter & Promoter Group of the Company ("**Warrant Holders**")

S. No.	Name of the Allottee	Number of Convertible Warrants	Category
1	Mr. Rahul Ramnath Katyal	15,50,000	Promoter
2	Ms. Sakshi Rohit Katyal Jt. Mr. Rohit Ramnath Katyal	15,50,000	Promoter Group

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the preferential issue of the Equity Shares pursuant to the exercise option of conversion of the Warrants be **26th April, 2022 ("Relevant Date")** being the date 30 days prior to the date on which the meeting of Members of the Company is held to consider the Preferential Issue of Warrants and the issue price determined in accordance with SEBI ICDR Regulations is of **Rs.160/-** per Warrant ("Warrant Issue Price").

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company subject to such applicable terms and conditions of SEBI ICDR Regulations and be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval or permission for such allotment by any Regulatory Authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Warrants, as it may deem expedient, in its discretion.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem expedient and to settle any questions, difficulties or doubts that may arise with respect to the above matter, including utilization of issue proceeds, without requiring the Board to secure any further consent or approval of the Shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant Holder and the equity shares so allotted shall rank **pari-passu** in all respects with the existing equity shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents without being required to seek any fresh approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and utilisation of proceeds of the Warrants and Equity Shares issued upon exercise of such Warrants, take all other steps which may be incidental, consequential, relevant or ancillary to give effect to the aforesaid resolution."

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

Varsha Malkani

Company Secretary
(Membership No:A42637)

April 28, 2022

Registered Office:

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

NOTES:

1. In view of the massive outbreak of COVID-19, social distancing is a norm to be followed, the Ministry of Corporate Affairs (MCA) allowed conducting Extra-Ordinary General Meeting (EGM) through video conferencing (VC) or other audio-visual means (OAVM) and dispensed the requirement of personal presence of the members at the meeting. Accordingly, pursuant to the General Circular numbers 20/2021 dated 8th December, 2021, 10/2021 dated 23rd June, 2021, 39/2020 dated 31st December, 2020, 33/2020 dated 28th September, 2020, 22/2020 dated 15th June, 2020, 17/2020 dated 13th April, 2020, and 14/2020 dated 8th April, 2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January, 2021 issued by the Securities and Exchange Board of India issued ("Circulars") from time to time the procedure and manner for conducting the

EGM through VC / OAVM is prescribed. In terms of the said Circulars, the EGM of the Members will be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

2. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip and route map are not annexed to this Notice.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (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. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts is annexed hereto.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the MCA as aforesaid, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with KFin Technologies Limited for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by KFin Technologies Limited.
7. The Notice calling the EGM has 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 the EGM Notice is also available on the website of KFin Technologies Limited (agency for providing the Remote e-Voting facility) i.e. www.kfintech.com.
8. All documents referred to the Notice and accompanying Explanatory Statement, are open for inspection at the Registered Office i.e. 605-607, Shrikant Chambers, 6th Floor, Sion - Trombay

Road, Phase - I, Adjacent to R.K. Studios, Mumbai, Maharashtra, 400071 of the Company on all working days, excluding Saturday between 10.00 A.M to 5.00 P.M. up-to the date of the EGM and shall also be available for inspection by the Members electronically during the EGM. Members seeking to inspect such documents may send an email to company at cs@capacite.in in at least seven (7) working days before the date of EGM.

9. The Notice of EGM and accompanying Explanatory Statement is being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depositories / Depository Participant(s).
10. 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.
11. The Scrutinizer shall after the conclusion of e-Voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within two working days from the conclusion of the EGM, who shall then countersign and declare the result of the voting forthwith.
12. The results, together with the Scrutinizer's report, will be displayed at the on the website of the Company (www.capacite.in) and also on the website of KFin Technologies Limited <https://evoting.kfintech.com> besides being communicated to BSE Limited and the National Stock Exchange of India Limited on which the shares of the Company are listed.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

PROCEDURE FOR REMOTE E-VOTING

I PROCEDURE FOR REMOTE E-VOTING

- 1) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/ HO/ CFD/ CMD/ CIR/ P/ 2020/ 242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, the shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Limited (Formerly, KFin Technologies Private Limited) (KFintech), on all the resolutions set forth in this Notice.
Instructions for e-voting is provided in Note 9.
- 2) Pursuant to SEBI circular no. SEBI/ HO/ CFD/ CMD/ CIR/ P/ 2020/ 242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts/ websites of Depositories/ Depository Participants in order to increase the efficiency of the voting process.
- 3) Remote e-voting period commences on Monday, May

23, 2022 at 09:00 hrs IST and ends on Wednesday, May 25, 2022 at 17:00 hrs IST.

- 4) Voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, Thursday, May 19, 2022.
- 5) Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their Depository Participants to access e-voting facility.
- 6) Non-individual shareholders, who acquires shares of the Company and becomes a shareholder after sending of the Notice, may obtain the login ID and password by sending a request at evoting@kfintech.com or einward.ris@kfintech.com.

However, if they are already registered with KFintech for remote e-voting, then they can use their existing User ID and password for casting the vote.

- 7) Individual shareholders holding shares of the Company in physical form may obtain the login ID and password by sending a request at evoting@kfintech.com or einward.ris@kfintech.com.

However, if they are already registered with KFintech for remote e-voting, then they can use their existing User ID and password for casting the vote.

- 8) In case of **Individual Shareholders** holding securities in demat mode and who acquires shares of the Company and becomes a shareholder of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in item 9.1 below under "**Login method for remote e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**"
- 9) The details of the process and manner for remote e-voting and e-EGM are explained herein below:

Step 1: Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-voting system in case of shareholders holding shares in physical form and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings (e-EGM) of the Company on KFintech system to participate e-EGM and vote at the EGM.

9.1) Details on Step 1 are mentioned below:

Login method for remote e-voting for Individual shareholders holding securities in demat mode.

Individual Shareholders holding securities in demat mode with NSDL

1. Users already registered for IDeAS facility

- (i) Visit URL: <https://eservices.nsdl.com>
- (ii) Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.
- (iii) On the new page, enter User ID and Password.

Post successful authentication, click on "Access to e-voting"

- (iv) Click on company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period.

2. Users not registered for IDeAS e-Services

- (i) To register click on link: <https://eservices.nsdl.com>
- (ii) Select "Register Online for IDeAS" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- (iii) Proceed with completing the required fields.
- (iv) Follow steps given in point no. 1 above.

3. Users may alternatively vote by directly accessing the e-voting website of NSDL

- (i) Open URL: <https://www.evoting.nsdl.com/>
- (ii) Click on the icon "Login" which is available under 'Shareholder/Member' section.
- (iii) A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
- (iv) Post successful authentication, you will be requested to select the name of the company and the e-voting Service Provider name, i.e., KFintech.
- (v) On successful selection, you will be redirected to KFintech e-voting page for casting your vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for Easi / Easiest

- (i) Visit URL: <https://web.cdslindia.com/myeasi/home/login> or URL: www.cdslindia.com
- (ii) Click on New System Myeasi
- (iii) Login with your registered user id and password.
- (iv) The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFintech e-voting portal.
- (v) Click on e-voting service provider name to cast your vote.

2. Users not registered for Easi/Easiest

- (i) Option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- (ii) Proceed with completing the required fields.
- (iii) Follow the steps given in point no. 1 above.

3. Users may alternatively vote, by directly accessing the e-voting website of CDSL

- (i) Visit URL: www.cdslindia.com

- (ii) Provide your demat Account Number and PAN No.

- (iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.

- (iv) After successful authentication, user will be provided links for the respective ESP, i.e., KFintech where the e- Voting is in progress.

Individual Shareholders login through their demat accounts/ Website of Depository Participant

- (i) Shareholders may login using the login credentials of the demat account through their Depository Participants registered with NSDL /CDSL for e-voting facility.
- (ii) Once logged-in, shareholders will be able to see e-voting option.

On clicking e-voting option, shareholders will be redirected to NSDL / CDSL Depository site after successful authentication, wherein shareholders can see e-voting feature.

- (iii) Click on options available against company name or e-voting service provider – KFintech and shareholders will be redirected to e-voting website of KFintech for casting their vote during the remote e-voting period without any further authentication.

Important note

shareholders who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at above mentioned websites.

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
Securities held with NSDL	Please 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
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

9.2)Details on Step 2 are mentioned below:

Login method for shareholders holding shares in physical form and non-individual shareholders in demat mode

- (A) Shareholders whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i) Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii) After entering these details appropriately, click on "LOGIN".
- iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of 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.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the "EVEN" i.e., "CAPACIT'E- EGM" and click on "Submit"
- vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholders does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii) Shareholders holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the Resolution(s).
- xii) Corporate/ Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF

Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the EGM through VC/ OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id: shreyanscs@gmail.com with a copy marked to evoting@kfintech.com.

The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_EVEN No."

(B) Shareholders whose email IDs are not registered with the Company/ Depository Participant(s), and consequently the Notice of EGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i) Shareholders who have not registered their email address and in consequence, the Notice of EGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link:

<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>

Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, shareholders may write to inward.ris@kfintech.com.

- ii) Alternatively, shareholders may send an e-mail request at the email id inward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of EGM and the e-voting instructions.
- iii) After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

9.3)Details on Step 3 are mentioned below:

Instructions for attending the EGM of the Company through VC/ OAVM and e-voting during the meeting.

- i) Shareholders will be provided with a facility to attend the EGM through VC/ OAVM platform provided by KFintech. Shareholders may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/ KFintech.

After logging in, click on the Video Conference tab and select the EVEN of the Company.

Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the shareholders who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.

- ii) Facility for joining the EGM through VC/ OAVM will be open 30 minutes before the scheduled time for commencement of EGM and shall be closed 30 minutes after such scheduled time.
- iii) Shareholders are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv) Shareholders will be required to grant access to the webcam to enable VC/ OAVM. Further, shareholders connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v) Shareholders who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the EGM. E-voting during the EGM is integrated with the VC/ OAVM platform. The shareholders may click on the voting icon displayed on the screen to cast their votes.
- vi) A shareholder can opt for only single mode of voting i.e., through remote e-voting or e-voting at the EGM.

If a shareholder cast votes by both modes, then voting done through remote e-voting shall prevail and voting at the EGM shall be treated as invalid.
- vii) Facility of joining the EGM through VC/ OAVM shall be available for at-least 1,000 shareholders on first come first served basis.
- viii) However, the above restriction shall not be applicable to shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel(s), the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinisers etc.
- ix) Institutional Shareholders are encouraged to attend and vote at the EGM through VC/ OAVM.

2. OTHER INSTRUCTIONS

1) Speaker Registration

Shareholders who wish to speak during the meeting may register themselves as speakers for the EGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech.

On successful login, select 'Speaker Registration' which will be open from Saturday 21, May, 2022 upto Tuesday 24, May, 2022.

Shareholders shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the EGM to only those shareholders who have registered themselves, depending on the availability of time for the EGM.

2) Post your Question

Shareholders who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>.

Please login through the user id and password provided in the mail received from Kfintech.

On successful login, select 'Post Your Question' option.

- 3) In case of any query and/ or grievance, in respect of voting by electronic means, shareholders may refer to the Help & Frequently Asked Questions (FAQs) and e-voting user manual available at the 'Download' section of <https://evoting.kfintech.com> or may contact to Mr. Raju S.V, Deputy Vice President/ Mr. Mohan Kumar A, Manager of KFin Technologies Private Limited, Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032 or Email at einward.ris@kfintech.com or evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- 4) Only bonafide shareholders of the Company whose names appear on the Register of Shareholders, will be permitted to attend the meeting through VC/ OAVM.

The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-shareholders from attending the meeting.
- 5) Shareholders whose names appear in the Register of Shareholders/ list of Beneficial Owners as on Thursday, May 19, 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice.

In case of Joint Holders attending the EGM, only such Joint Holder who is named first in the order of names will be entitled to vote.

A person who is not a shareholder as on the cut-off date should treat this Notice for information purposes only.

Once the vote on a Resolution(s) is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- 6) In case a person has become a shareholder of the Company after dispatch of EGM Notice but on or before the cut-off date for e-voting, he/ she may obtain the User ID and Password in the manner as mentioned below:
 - i) If the mobile number of the shareholder is registered against Folio No./ DP ID Client ID, the shareholder may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399

Example for NSDL:
MYEPWD <SPACE> IN12345612345678

Example for CDSL:
MYEPWD <SPACE> 1402345612345678

Example for Physical
MYEPWD <SPACE> XXXX1234567890
 - ii) If e-mail address or mobile number of the shareholder is registered against Folio No. / DP ID Client ID, then on the home page of <https://>

evoting.kfintech.com/ , the shareholder may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

- iii) Shareholders who may require any technical assistance or support before or during the EGM are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- 7) Shareholders are requested to apply for consolidation of folios, in case their holdings are maintained in multiple folios.
- 8). As per the provisions of Section 72 of the Act, and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH.13 with KFin. In respect of shares held in dematerialized form, the nomination may be filed with the respective Depository Participants.
- 9). As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or KFin Technologies Limited for assistance in this regard.
- 10). The Securities and Exchange Board of India 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / KFIN.
- 11). Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and KFin. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Share Transfer Agent.

EXPLANATORY STATEMENT PRUSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item No. 1 of the accompanying Notice.

ITEM NO. 1

The Board of Directors of the Company, in its meeting held on April 28, 2022, subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of Warrants upto 31,00,000 (Thirty One Lakhs) which shall be convertible into equal number of equity shares of the Company ("Warrants") on preferential basis to members of Promoters / Promoter group of the Company entitling the Proposed Allottees to exercise the option to convert and get allotted 1 (one) fully paid up Equity Share of the Company having face value of Rs.10/- each against warrant. The proposed Preferential issue is subject to the applicable Regulation issued by SEBI from time to time and any other government / regulatory / approvals as may be required in this regard. The details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder, are set forth below:

a) Objects of the Preferential Issue

The Company proposes to raise funds through issue of Warrants convertible into equity shares on preferential basis to meet working capital requirements, to strengthen financial position and for general corporate purposes.

b) Relevant Date

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for this Preferential Allotment of Warrants is 26th April, 2022 being the date 30 days prior to the date of Extra Ordinary General Meeting.

c) The total number of shares or other securities to be issued:

The Board of Directors in its meeting held on 28th April, 2022 had approved the issue of convertible Warrants and accordingly proposes to issue and allot in aggregate upto 31,00,000 (Thirty One Lacs Only) convertible Warrants, each convertible into 1 (One) Equity Share of the face value of Rs.10/- (Rupees Ten Only) each ("the Equity Shares") to Promoters / Promoter Group of the Company on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations.

d) Pricing of Preferential Issue:

Price of each equity Warrant is Rs.160 (Rupees One Hundred and Sixty only) which will be converted into one equity share of Rs.10/- each at a premium of Rs.150 (Rupees One Hundred and Fifty only).

e) Basis on which the price has been arrived:

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited ("NSE") (together referred to as the "Stock Exchanges"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the said period, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. Further, in terms of Regulation 166A of SEBI (ICDR) Regulations, the said preferential issue, will not result in allotment of more than five per

cent of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, and the same shall not require a valuation report from an independent registered valuer for determining the price.

In terms of the applicable provisions of the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, the minimum price for the preferential issue of each Warrant and each equity shares to be issued in lieu of Warrant shall be a price, **being higher** of the following:

- a) Average of 90 trading days of volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date is Rs.143.74 (Rupees One Hundred and Forty Three and Seventy Four Paise only); or
- b) Average of 10 trading days of volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date is Rs.133.24 (Rupees One Hundred and Thirty Three and Twenty Four Paise only).

Therefore, Rs. 143.74 (Rupees One Hundred and Forty Three and Seventy Four Paise only) shall be the floor price for this issue as it is the highest of the above two prices calculated in terms of the ICDR Regulation and other applicable provisions.

f) Report of a registered valuer:

Not Applicable.

g) Class or Classes of Persons to whom the allotment is proposed to be made

The allotment is proposed to be made to the Promoters / Promoter group as Proposed Allottees as mentioned in point no. (I) below.

h) Proposal / Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the offer

The preferential issue of Warrants is being made to proposed Allottees including to the persons belonging to the Promoters / Promoter Group as mentioned in Point No.(I) below. Except this, none of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to the Offer.

i) Time frame within which the Preferential Issue shall be completed

Pursuant to the SEBI ICDR Regulations, in case of Warrants, it will be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Warrants is pending on account of pendency of any regulatory approvals or permissions, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals or permissions.

j) Change in Control consequent to the Preferential Issue

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

k) Shareholding pattern of the Company before and after the Preferential Issue

	Category of Shareholders	Pre- Issue 31.03.2022		*Post-issue	
		No. of Shares Held	% of share holding	No. of Shares Held	% of share holding
A	Promoters				
1	Indian				
	a) Individual/ HUF	1,71,62,555	25.28	2,02,62,555	28.54
	b) Bodies Corp.	90,72,994	13.36	90,72,994	12.78
	c) Any other				
	Sub Total (A) (1)	2,62,35,549	38.64	2,93,35,549	41.32
2	Foreign	-	-	-	-
	Sub Total (A) (2)	-	-	-	-
	Total [(A) (1)+ (A) (2)]	2,62,35,549	38.64	2,93,35,549	41.32
B	Public Shareholding				
1	Institutions				
	Foreign Portfolio Investors	53,46,926	7.88	53,46,926	7.53
	Mutual Funds	38,22,188	5.63	38,22,188	5.38
	Alternate Investment Funds	60,36,303	8.89	60,36,303	8.50
	Sub Total B(1)	152,05,417	22.40	152,05,417	21.42
2	Central Government/ State Government(s)/ President of India	-	-	-	-
	Sub Total B(2)	-	-	-	-
3	Non- Institutions				
	Individual share capital upto Rs. 2 Lacs	90,16,330	13.28	90,16,330	12.70
	Individual share capital in excess of Rs. 2 Lacs	62,32,990	9.18	62,32,990	8.78
	Non Resident Indian Non Repatriable	3,65,575	0.54	3,65,575	0.51
	Non-Resident Indian (NRI)	5,45,935	0.80	5,45,935	0.77
	Clearing Members	2,17,029	0.32	2,17,029	0.31
	Bodies Corporate / Firms / Trust / LLPs	100,72,672	14.84	100,72,672	14.19
	Sub Total B(3)	2,64,50,531	38.96	2,64,50,531	37.26
	Total [B(1)+ B(2)+ B(3)]	4,16,55,948	61.36	4,16,55,948	58.68
	Total (A) + (B)	6,78,91,497	100.00	7,09,91,497	100.00

**The post issue numbers and % of the equity share capital held by the Proposed Allottees has been calculated on the assumption that all 31,00,000 warrants proposed to be issued to the Proposed Allottees shall be converted into equity shares of the Company.*

- l) (i) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and / or who ultimately control the proposed allottees, (ii) the percentage of post Preferential Issue capital that may be held by Proposed Allottees and Change in Control if any; (iii) Current and Proposed status post the preferential issue of the Promoter and Promoter Group;

Sr. No	Name of the Proposed Allottee	Ultimate Beneficial Owner of the proposed (allotte)s	Pre Issue			Post Issue		
			No. of Shares Held	% of Share Holding	Status	No. of Shares Held	% of Share Holding	Status
1.	Mr. Rahul Ramnath Katyal	Not Applicable	73,80,953	10.87	Promoter	89,30,953	12.58	Promoter
2.	Ms. Sakshi Rohit Katyal Jt. Mr. Rohit Ramnath Katyal	Not Applicable	22,56,093	3.32	Promoter Group	38,06,093	5.36	Promoter Group

Note: No change in control consequent to the Proposed Preferential Issue.

m) Lock-in Period

The entire pre-preferential allotment shareholding of the allottees and Equity Shares arising on conversion of said warrants shall be under lock-in as per the requirements of Chapter V of SEBI ICDR Regulations, 2018.

n) Undertaking

The Company hereby undertakes that:

- (i) It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- (ii) If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above warrants/shares shall continue to be locked-in till the time such amount is paid by the allottees.

o) Certificate from Practising Company Secretaries

The certificate from Mr. Shreyans Jain of M/s. Shreyans Jain & Co, Practising Company Secretaries certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection by the members during the meeting and will also be made available on the Company's website and will be accessible at link [www. Capacite.in](http://www.Capacite.in).

p) Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

None of other Directors or any Key Managerial Personnel or their relatives are in any way concerned or interested in passing of this resolution except Mr. Rohit R. Katyal and Mr. Rahul R. Katyal to the extent of their shareholding in the Company.

q) Other disclosures

In accordance with SEBI ICDR Regulations,

- a) No person belonging to the Promoter / Promoter group of the Company have sold or transferred any Equity Shares during the 90 trading days preceding the Relevant Date.
- b) during the period from 1st April, 2022 till the date of notice of this EGM, the Company has not made any preferential allotment.

- c) Neither the Company nor any of its Promoters and Directors has been declared as a wilful defaulter or fraudulent borrower or a fugitive economic offender as defined under SEBI ICDR Regulations.
- d) The Company is eligible to make the Preferential Issue to its Promoter (including Promoter Group) under Chapter V of the SEBI ICDR Regulations.
- e) Since the Equity Shares of the Company are listed on the Stock exchanges and the Preferential Issue is not more than 5%, report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue.
- f) The pre- preferential allotment of the person belonging to the Promoter / Promoter group of the Company are in dematerialized form.

The issue of warrants and resultant Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized format only.

The Board of Directors of the Company recommends passing of the resolution as set out at Item no.1 as a Special Resolution.

None of other Directors or any Key Managerial Personnel or their relatives are in any way concerned or interested in passing of this resolution except Mr. Rohit R. Katyal and Mr. Rahul R. Katyal to the extent of their shareholding in the Company.

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

Varsha Malkani
Company Secretary
(Membership No:A42637)

April 28, 2022

Registered Office:

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