



Date: Sep 3, 2018

To

**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**

**Subject: Proceedings of the 6<sup>th</sup> Annual General Meeting of Capacit'e Infraprojects Limited held on September 3, 2018**

Pursuant to Regulation 30 read with Part A of Schedule III SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to provide hereunder the Proceedings of 6<sup>th</sup> Annual General Meeting (AGM) of the Company, held on Monday, September 3, 2018 at Emerald Hall, The Acres Club, 411-B, Opp. Bhakti Bhawan, Hemu Kalani Marg, Chembur East, Mumbai-400071. The meeting commenced at 11:30 am and concluded at 12:45 pm.

**Proceedings of the Annual General Meeting:**

Mr. Rohit R. Katyal, Chairman & Executive Director of the Company, chaired the proceedings of the Meeting.

The requisite quorum being present, the Chairman called the meeting to order.

The Chairman addressed the shareholders. Copies of the Chairman's Statement were circulated to the shareholders who requested for the same at the meeting and was submitted to the BSE Limited and National Stock Exchange Limited after conclusion of the Meeting.

The Company had provided remote e-voting facilities to the eligible shareholders holding shares as on Cut-off date i.e. August 27, 2018 to cast their votes electronically. Accordingly, remote e-voting was kept open for 3 days i.e. from August 31, 2018 (9:00 a.m.) to September 02, 2018 (5:00 p.m.). The Chairman requested to the shareholders who had not casted their vote by remote e-voting process on Ordinary and Special Business as set out in the Notice of AGM dated July 30, 2018, to electronically vote through Insta-poll facility provided by Karvy Computershare Private Limited at the venue of the AGM.

The Chairman also informed the shareholders that the Company has appointed CS Shreyans Jain Practising Company Secretary, as Scrutiniser for the purpose of scrutinising the voting of remote e-voting process.

The Chairman informed the shareholders that the consolidated report on total votes casted in favour and against would be submitted by the Scrutiniser within 48 hours of the conclusion of the AGM and the same shall be disseminated to the stock exchanges and also uploaded on the website of the Company (viz. [www.capacite.in](http://www.capacite.in)) and Karvy Computershare Private Limited (viz. [www.karvy.com](http://www.karvy.com)), the agency providing e-voting facility.





The following items of businesses as set out in the Notice convening the 6<sup>th</sup> Annual General Meeting were commenced for shareholders' consideration and approval:

**Ordinary Business**

1. Consideration and adoption of:
  - a. The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the reports of the Board of Directors and the Auditors thereon, and
  - b. The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the report of the Auditors thereon.
2. Declaration of dividend on Equity Shares at the rate of Rs. 1/- (One rupee only) per equity share of Rs. 10/- each for the Financial Year ended March 31, 2018.
3. Appointment of Mr. Rohit R. Katyal (DIN: 00252944), Executive Director, retiring by rotation and offers himself for re-appointment.
4. Ratification of the appointment of S R B C & Co. LLP, Chartered Accountants, Statutory Auditors and fix their remuneration for the financial year 2018-2019.

**Special Business:**

5. Ratification of Remuneration of the Cost Auditor, M/s Y. R. Doshi & Associates, Cost Accountants for the financial year 2018-2019.
6. Appointment of Ms. Farah Nathani Menzies (DIN: 06610782), as a Non-Executive Independent Director of the Company for a period of 3 (three) consecutive years from the date of her appointment i.e. November 09, 2017.
7. Change in designation of Mr. Siddharth D. Parekh (DIN: 06945508) from Nominee Director to Non-Executive Director on the Board of the Company with effect from September 25, 2017.
8. Change in designation of Mr. Sumeet S. Nindrajog (DIN: 00182873) from Nominee Director to Non-Executive Director on the Board of the Company with effect from September 25, 2017.
9. Appointment of Mr. Suryakant Balkrishna Mainak (DIN: 02531129), as a Non-Executive Independent Director of the Company for a period of 3 (three) consecutive years from the date of his appointment i.e. March 29, 2018
10. Appointment of Mr. Arun Vishnu Karambelkar (DIN: 02151606), as a Non-Executive Independent Director of the Company for a period of 3 (three) consecutive years from the date of her appointment i.e. May 18, 2018.





11. Revision in remuneration of Mr. Rahul R. Katyal (DIN: 00253046), Managing Director of the Company with effect from April 1, 2018 on the terms & conditions as detailed in the letter of appointment.
12. Revision in remuneration of Mr. Rohit R. Katyal (DIN: 00252944), Executive Director & CFO of the Company with effect from April 1, 2018 on the terms & conditions as detailed in the letter of appointment.
13. Revision in remuneration of Mr. Subir Malhotra (DIN: 05190208), Executive Director of the Company with effect from April 1, 2018 on the terms & conditions as detailed in the letter of appointment.
14. Remuneration by way of commission to the eligible Independent Directors.
15. Alteration of Articles of Association of the Company.

This is in due compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on your records and oblige.

**For CAPACIT'E INFRAPROJECTS LIMITED**

**Sai Kedar Katkar**  
**Company Secretary & Compliance Officer**

