



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 37<sup>TH</sup> MEETING OF THE BOARD OF DIRECTORS OF CAPACIT'E INFRAPROJECTS LIMITED HELD ON SATURDAY, NOVEMBER 03, 2018 AT REGISTERED OFFICE OF THE COMPANY, AT 605-607, SHRIKANT CHAMBERS, PHASE-I, 6TH FLOOR, ADJACENT TO R. K. STUDIOS, SION-TROMBAY ROAD, MUMBAI- 400 071.

**To consider draft and approve Scheme of Amalgamation amongst the Company (transferee), CIPL-PPSL-Yongnam Joint Venture Constructions Private Limited (transferor) wholly-owned subsidiary of the Company, respective shareholders and creditors:**

Mr. Rohit Katyal informed the Board that the Company is considering the Scheme of Amalgamation of CIPL-PPSL-Yongnam Joint Venture Constructions Private Limited (Transferor Company) with Capacit'e Infraprojects Limited (Transferee Company) which is a Holding Company of Transferor Company.

He briefed the rationale of the Scheme stating that the Transferee Company has incorporated a Special Purpose Vehicle (SPV) named as CIPL-PPSL-Yongnam Joint Venture Constructions Private Limited (Transferor Company) for exclusive construction of the projects "One Altamount" at Mumbai. The said project is substantially completed. Being Holding company, Company intends to utilize the technical qualification of this project for prospective biddings for various projects as substantial technical, execution, operational matters are carried out by the Holding company. The Transferee Company also intends to acquire assets, especially construction equipments held / owned by Transferor Company and to use its resources more effectively at various other sites once the above mentioned project is completed.

The Board discussed the matter and passed the following resolutions unanimously:

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with the relevant Rules of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the National Company Law Tribunal Rules, 2016, including any statutory modification(s) or re-enactment or amendment thereof to the extent notified and in effect and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to requisite approvals, consents, sanctions of the National Company Law Tribunal (NCLT) and / or such other appropriate authority, as may be applicable, the approval of the Board of Directors of the Company ('Board') be and is hereby accorded to the draft Scheme of Amalgamation of CIPL-PPSL-Yongnam Joint Venture Constructions Private Limited ('CIPL-PPSL' or 'the Transferor Company') with Capacit'e Infraprojects Limited ("CIL" or "the Company") ('the Scheme' or 'this Scheme') as per the draft Scheme of Amalgamation circulated herewith."

**"RESOLVED FURTHER THAT** as the entire issued, subscribed and paid-up share capital of CIPL-PPSL is directly or indirectly held by Capacit'e Infraprojects Limited, no shares shall be issued by Capacit'e Infraprojects Limited to the shareholders of CIPL-PPSL, and the shares of CIPL-PPSL-Yongnam Joint Venture Constructions Private Limited held by the Transferee Company shall stand cancelled and extinguished pursuant to the said Scheme becoming effective."

**"RESOLVED FURTHER THAT** the report explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the share exchange ratio under the provisions of Section 232(2)(c) of the Companies Act, 2013, be and is hereby adopted and taken on record."



**Mumbai (Head Office) :**

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**“RESOLVED FURTHER THAT** Mr. Rahul R. Katyal, Managing Director; Mr. Rohit R. Katyal, Executive Director & CFO; Ms. Sai Kedar Katkar, Company Secretary of the Company (hereinafter “Authorised Signatories”) be and are hereby individually and severally authorized to implement, review and monitor the regulatory procedures and process connected with the implementation of the scheme and to deal with all matters connected, consequential and incidental to obtain sanction, implementation and execution of the scheme and in particular take all the necessary steps including:

1. To file the scheme and/ or any other information/ details with the concerned Stock Exchanges, Securities and Exchange Board of India (‘SEBI’) or any other body or regulatory authority or agency in order to obtain approval or sanction of the Scheme or for giving effect thereto;
2. To file the application(s) with National Company Law Tribunal (‘NCLT’) or such other appropriate Authority seeking directions as to convening / dispensing with the requirement of the meeting of the Shareholders and / or meetings as per the directions of the NCLT or such other appropriate Authority to give effect to the Scheme;
3. To prepare, sign and file affidavits, petitions, pleadings, applications or other documents incidental or necessary in connection with the above proceedings and to engage counsels, advocates, solicitors, pleaders, Chartered Accountant/s, Company Secretary and other professionals to sign and execute Vakalatnama whenever necessary and sign and issue public advertisements and notices;
4. Obtaining approval from such other authorities and parties including the Shareholders, lenders, financial institution, creditors as may be considered necessary, to the said scheme;
5. To settle any question or difficulty that may arise with regards to the implementation of the Scheme and to give effect to the above resolution;
6. To make alteration/s, amendment/s to the scheme as may be expedient or necessary which does not materially change the substance of the Scheme;
7. To delegate authority to another person(s) by a valid Power of Attorney;
8. To do all acts, deeds, matters and things as may be considered necessary and expedient in relation thereto.
9. Incur such expenses as may be necessary with regard to the Scheme, including payment of fees to solicitors, advocates, attorneys, pleaders, advisors, valuers, auditors, accountants, registrars and other agencies and such other expenses that may be incidental to the above, as may be decided by them.

**“RESOLVED FURTHER THAT** the "Authorised Signatories" be and are hereby severally authorized to do all further acts, deeds, matters and things and to take all steps necessary, incidental and expedient or proper, for and on behalf of the Company, with respect to the above applications or petitions, implementation of this resolution, the Scheme or the orders passed thereon and also to take all other decisions as they may, in their absolute discretion, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing this resolution, the Scheme or the orders passed thereon.”

**“RESOLVED FURTHER THAT** this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board of Directors.



**"RESOLVED FURTHER THAT** a copy of this resolution duly certified as true by any of the Executive Director or Company Secretary of the Company be furnished to the concerned persons and/ or authorities as may be necessary."

**CERTIFIED TRUE COPY  
FOR CAPACIT'E INFRAPROJECTS LIMITED**



**Sai Kedar Katkar  
Company Secretary  
Memb. No. ACS-25463**



**Place : Mumbai  
Date : 03.11.2018**