

# CAPACIT'E INFRAPROJECTS LIMITED



# CAPACIT'E INFRAPROJECTS LIMITED

Our Company was originally incorporated as a private limited company at Mumbai under the name of "Capacit'e Infraprojects Private Limited" under the Companies Act, 1956 and received a certificate of incorporation dated August 9, 2012, issued by the Registrar of Companies, Maharashtra at Mumbai ("RoC"). Subsequently, upon conversion from a private limited company to a public limited company, the name of our Company was changed to "Capacit'e Infraprojects Limited" and it received a fresh certificate of incorporation dated March 21, 2014 from the RoC.

**Registered and Corporate Office:** 605-607, Shrikant Chambers, Phase-I, 6th Floor, Adjacent to R. K. Studios, Sion-Trombay Road, Mumbai 400 071, Maharashtra, India. **Telephone:** +91 (22) 7173 3717; **Facsimile:** +91 (22) 7173 3733. For details regarding changes to the name of our Company and address of the registered office of our Company, please see "History and Certain Corporate Matters" on page 151 of the Red Herring Prospectus ("RHP"). **Contact Person:** Ms. Sai Kedar Katkar, Company Secretary and Compliance Officer; **Email:** compliance@capacite.in; **Website:** www.capacite.in; **Corporate Identity Number:** U45400MH2012PLC234318

## PROMOTERS OF OUR COMPANY: MR. ROHIT R. KATYAL, MR. RAHUL R. KATYAL AND MR. SUBIR MALHOTRA

**INITIAL PUBLIC OFFERING OF UP TO [-] EQUITY SHARES OF FACE VALUE ₹ 10 EACH ("EQUITY SHARES") OF CAPACIT'E INFRAPROJECTS LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹ [-] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [-] PER EQUITY SHARE, AGGREGATING UP TO ₹ 4,000 MILLION, (THE "ISSUE"). THE ISSUE SHALL CONSTITUTE UP TO [%] OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

**Price Band: ₹245 to ₹250 per Equity Share of face value of ₹10 each.**

**The Floor Price is 24.5 times the face value and the Cap Price is 25.0 times the face value.**

**Bids can be made for a minimum of 60 Equity Shares and in multiples of 60 Equity Shares thereafter.**

## Risks to Investors:

- The 3 BRLMs associated with the Issue have handled 28 public issues in the past three years out of which 9 issues closed below the issue price on listing date.
- Average cost of acquisition of Equity Shares for the Promoters ranges from ₹ 2.69 to ₹ 11.86 and Issue Price at upper end of the Price Band is ₹250.
- Net Asset Value of the Issuer as on March 31, 2017 is ₹ 74.24 on standalone basis and ₹ 74.36 on consolidated basis as against highest NAV in the peer group of ₹ 309.32 on standalone basis and ₹ 309.75 on a consolidated basis as disclosed in RHP.

## BASIS FOR ISSUE PRICE

The Issue Price will be determined by our Company in consultation with the BRLMs on the basis of an assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the following qualitative and quantitative factors. The face value of the Equity Shares of our Company is ₹10 each and the Issue Price is 24.5 times of the face value at the lower end of the Price Band and 25.0 times the face value at the higher end of the Price Band.

Investors should also see "Our Business", "Risk Factors" and "Financial Statements" on pages 129, 17 and 186 of the RHP, respectively, to have an informed view before making an investment decision.

### Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for the Issue Price are:

- Exclusive focus on construction of buildings in major cities; 2. Large Order Book with marquee client base and repeat orders; 3. Experienced Promoters, Directors and management team; 4. Ownership of state-of-the-art system formworks and other Core Assets; 5. Access to skilled workforce; 6. Strong financial performance.

For further details, see "Our Business" and "Risk Factors" on pages 129 and 17 of the RHP, respectively.

### Quantitative Factors

Certain information presented below relating to us is based on the Restated Consolidated Summary Statements and Restated Standalone Summary Statements prepared in accordance with Indian GAAP, the Companies Act, 1956 and the Companies Act, 2013 and restated in accordance with the SEBI Regulations.

For details, see section "Financial Statements" on page 186 of the RHP.

Some of the quantitative factors which may form the basis for computing the Issue Price are as follows:

### 1. Basic and Diluted Earnings/Loss per Share ("EPS")

#### As per our Restated Standalone Summary Statements:

Year/Period ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2017	17.20	14.00	3
March 31, 2016	12.03	10.83	2
March 31, 2015	10.56	9.52	1
Weighted Average	14.37	12.20	

#### As per our Restated Consolidated Summary Statements:

Year/Period ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2017	17.22	14.01	3
March 31, 2016	12.27	11.05	2
March 31, 2015	10.86	9.80	1
Weighted Average	14.51	12.32	

Notes: 1. Earnings per share calculations are done in accordance with Accounting Standard 20 Earnings Per Share ("AS 20"), notified under Section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014. 2. The face value of each Equity Share is ₹ 10. 3. Basic Earnings per share = Profit/Loss after tax (as restated) attributable to equity shareholders for the periods/Weighted average number of equity shares. 4. Diluted Earnings per share = Profit/Loss after tax (as restated) attributable to equity shareholders for the periods (after adjustments for diluted earnings)/Weighted average number of diluted equity shares.

### 2. Price Earning Ratio (P/E) in relation to the Price Band of ₹ 245 to ₹ 250 per Equity Share of the face value of ₹10 each.

Particulars	P/E at the lower end of price band (no. of times)	P/E at the higher end of price band (no. of times)
Based on basic EPS for the financial year ended March 31, 2017 on a consolidated basis	14.23	14.52
Based on basic EPS for the financial year ended March 31, 2017 on a standalone basis	14.24	14.53
Based on diluted EPS for the financial year ended March 31, 2017 on a consolidated basis	17.49	17.84
Based on diluted EPS for the financial year ended March 31, 2017 on a standalone basis	17.50	17.86

### Industry P/E ratio

	P/E (Standalone)	P/E (Consolidated)
Highest	22.57	22.57
Lowest	20.19	17.75
Average	21.16	20.16

Note: The industry high and low has been considered from the industry peer set provided later in this chapter. The industry composite has been calculated as the arithmetic average of positive P/E peers of the industry peer set disclosed in this section. For further details, see "Comparison with listed industry peers" from page 101 of the RHP.

For further details, please see the section titled "Basis for Issue Price" on page 99 of the RHP.

## ISSUE PROGRAMME \*

## ISSUE OPENS ON: SEPTEMBER 13, 2017 | ISSUE CLOSES ON: SEPTEMBER 15, 2017

\*Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Issue Opening Date i.e. September 12, 2017.

## ASBA \*

Simple, Safe, Smart way of application - Make use of it !!!

\*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For details, check section on ASBA below.

**Mandatory in public issues from January 01, 2016. No cheque will be accepted.**

In case of a revision in the Price Band, the Issue Period will be extended by at least three additional Working Days after revision of the Price Band, subject to the Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Issue Period, if applicable, will be widely disseminated by notification to BSE and NSE, by issuing a press release and also by indicating the changes on the websites of the BRLMs and at the terminals of the Syndicate Members.

In terms of Rule 19(2)(b) of the Securities Contracts Regulations Rules, 1957, as amended, read with Regulation 41 of the ICDR Regulations, the Issue is being made through the Book Building Process, in reliance on Regulation 26(1) of the ICDR Regulations, wherein not more than 50% of the Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIB Portion"). Provided that our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors, in accordance with the ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All Bidders, other than Anchor Investors, are required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process providing details of their respective bank accounts which will be blocked by the Self Certified Syndicate Banks ("SCSBs"), to participate in the Issue. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, please see "Issue Procedure" on page 367 of the RHP.

Bidders should ensure that DP ID, PAN and the Client ID are correctly filled in the ASBA Form. The DP ID, PAN and Client ID provided in the ASBA Form should match with the DP ID, PAN and Client ID available in the Depository database, otherwise, the ASBA Form is liable to be rejected. Bidders should ensure that the beneficiary account provided in the ASBA Form is active. Bidders should note that on the basis of the PAN, DP ID and Client ID as provided in the ASBA Form, the Bidder may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder as available on the records of the depositories. These Demographic Details may be used, among other things, for giving Allotment Advice or unblocking of ASBA Account or for other correspondence(s) related to the Offer. Bidders are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders sole risk.

**CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY AS REGARDS ITS OBJECTS:** For information on the main objects and other objects of our Company, investors are requested to see "History and Certain Corporate Matters" on page 151 of the RHP and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our Company is a material document for inspection in relation to the Issue. For further details, see "Material Contracts and Documents for Inspection" on page 451 of the RHP.

**LIABILITY OF THE MEMBERS OF OUR COMPANY:** Limited by shares.

**AMOUNT OF SHARE CAPITAL OF OUR COMPANY AND CAPITAL STRUCTURE:** As on the date of the RHP, the authorised share capital of our Company is ₹800,000,000 comprising ₹766,500,000 divided into 76,650,000 Equity Shares of ₹10 each and ₹33,500,000 divided into 1,675,000 preference shares of ₹20 each. The issued, subscribed and paid-up share capital of our Company before the Issue is ₹518,914,970 divided into 51,891,497 Equity Shares of ₹10 each. For details of the Capital Structure, see "Capital Structure" on the page 76 of the RHP.

**NAMES OF THE SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY AND THE NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM:** Given below are the names of the signatories of the Memorandum of Association of our Company and the number of Equity Shares subscribed by them at the time of signing of the Memorandum of Association of our Company – Ms. Renu Katyral and Mr. Rahul Katyral holding 50,000 Equity Shares each aggregating to ₹1,000,000, respectively. For details of the main objects of the Company as contained in the Memorandum of Association, see "History and Certain Corporate Matters" on page 151 of the RHP. For details of the share capital and capital structure of the Company see "Capital Structure" on page 76 of the RHP.

**LISTING:** The Equity Shares, when offered through the RHP, are proposed to be listed on BSE and NSE. Our Company has received "in-principle" approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters dated April 28, 2017 and May 2, 2017, respectively. For the purposes of the Issue, the Designated Stock Exchange shall be BSE. A copy of the RHP and the Prospectus shall be delivered to the RoC for registration in accordance with the Companies Act, 2013. For details of the material contracts and documents that will be available for inspection from the date of the RHP up to the Issue Closing Date, please see "Material Contracts and Documents for Inspection" on page 451 of the RHP.

**DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"):** SEBI only gives its observations on the offer documents and this does not constitute approval of either the Issue or the specified securities or the offer document. Investors are advised to refer to page 343 of the RHP for the full text of the "Disclaimer Clause of SEBI".

**DISCLAIMER CLAUSE OF BSE (The Designated Stock Exchange):** "It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the RHP has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the RHP. The investors are advised to refer the RHP for the full text of the Disclaimer clause of the BSE Limited" on page 351 of the RHP.

**DISCLAIMER CLAUSE OF NSE:** "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Offer Document for the full text of the "Disclaimer clause" of the NSE" on page 351 of the RHP.

**GENERAL RISKS:** Investment in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Bidders are advised to read the Risk Factors carefully before taking an investment decision in the Issue. For taking an investment decision, Bidders must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the RHP. Specific attention of the Bidders is invited to the section "Risk Factors" on page 17 of the RHP.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
 <b>Axis Capital Limited</b> 1st Floor, Axis House, C-2, Wadia International Centre, P.B. Marg, Worli, Mumbai 400 025. Maharashtra, India Telephone: + 91 (22) 4325 2183 Facsimile: + 91 (22) 4325 3000 Email: capacite ipo@axiscap.in Investor grievance email: complaints@axiscap.in Website: www.axiscapital.co.in Contact Person: Mr. Lohit Sharma SEBI registration number: INM000012029	 <b>IIFL Holdings Limited</b> 10th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West) Mumbai 400 013. Maharashtra, India Telephone: +91 (22) 4646 4600; Facsimile: +91 (22) 2493 1073 E-mail: capacite ipo@iiflcap.com Investor Grievance email: lg.ilb@iiflcap.com Website: www.iiflcap.com Contact Person: Mr. Sachin Kapoor/Mr. Ankur Agarwal SEBI Registration Number: INM000010940	 <b>Vivro Financial Services Private Limited</b> 607/608, 6th Floor, Marathon Icon, Veer Santaji Lane, Off Ganpatrao Kadam Marg, Opp. Peninsula Corporate Park, Lower Parel, Mumbai 400 013. Maharashtra, India Telephone: +91 (22) 6666 8040/42; Facsimile: +91 (22) 6666 8047 Email: capacite ipo@vivro.net Investor grievance email: investors@vivro.net Website: www.vivro.net Contact Person: Mr. Harish Patel/Mr. Yogesh Malpani SEBI Registration Number: INM000010122	 <b>Karvy Computershare Private Limited</b> Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda Hyderabad 500 032 Telangana, India Telephone: +91 (40) 6716 2222, Facsimile: +91 (40) 2343 1551 Email: einward.ris@karvy.com Investor Grievance email: capacite ipo@karvy.com Website: http://karisma.karvy.com/ Contact Person: Mr. M. Murali Krishna SEBI Registration No. INR000002218	<b>Ms. Sai Kedar Katkar</b> , 605-607, Shrikant Chambers, Phase – I, 6th Floor, Adjacent to R.K. Studios, Sion - Trombay Road, Mumbai 400 071. Maharashtra, India. Telephone: +91 (22) 7173 3717 Facsimile: +91 (22) 7173 3733 Email: compliance@capacite.in Website: www.capacite.in  Bidders can contact the Company Secretary and Compliance Officer, the BRLMs and the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of Allotment Advice, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode.

**AVAILABILITY OF RHP:** Investors are advised to refer to the RHP and the Risk Factors contained therein before applying in the Issue. A copy of the RHP is available on the website of the SEBI at www.sebi.gov.in, the websites of the BRLMs at www.axiscapital.co.in, www.iiflcap.com and www.vivro.net and the Stock Exchanges at www.bseindia.com and www.nseindia.com, respectively.

**AVAILABILITY OF ASBA FORM:** ASBA form can be obtained from the Registered Office of Company, **CAPACIT'E INFRAPROJECTS LIMITED**, Telephone: +91 (22) 7173 3717; Facsimile: +91 (22) 7173 3733; BRLMs: **Axis Capital Limited**, Telephone: + 91 (22) 4325 2183, Facsimile: + 91 (22) 4325 3000; **IIFL Holdings Limited**, Telephone: +91 (22) 4646 4600, Facsimile: +91 (22) 2493 1073; **Vivro Financial Services Private Limited**, Telephone: +91 (22) 6666 8040/42, Facsimile: +91 (22) 6666 8047; and Syndicate Member: **India Infoline Limited**, Telephone: +91 22 4249 9000, Facsimile: +91 22 2495 4313; at selected locations of Sub-Syndicate Members (as given below), Registered Brokers, designated RTA locations and designated CDP locations for participating in the Issue. ASBA Forms will also be available on the websites of the Stock Exchanges and all the Designated Branches of SCSBs, the list of which is available on the websites of the Stock Exchanges and SEBI.

**SUB-SYNDICATE MEMBERS:** Axis Securities Limited; Achievers Equities Limited; Acon Global Services Limited; Almond Global Securities Limited; Amit Jasani Financial Services Pvt Limited; Amrapali Capital & Finance Services Limited; Anand Rathi Share & Stock Brokers Limited; Anand Share Securities; Anil Dhulia; ANS Pvt Limited; Ashika Stock Broking Limited; Ashwani Dandia & Co; Asit C Mehta Investment Intermediates Limited; Centrum Marg Ltd.; Dalal & Broacha Stock Broking Pvt Limited; DB (International) Stock Brokers Ltd.; Edelweiss Broking Ltd.; Eureka Stock & Share Broking Services Limited; G Raj & Co. (Consultants) Limited; Guinness Securities Limited; Hitesh Shah; ICICI Securities Limited; IDBI Capital Market Services Ltd.; Indiabulls Ventures Limited; Inventure Growth & Securities Limited; Javeri Securities; JM Financial Services Limited; Jobanputra Fiscal Services Pvt. Ltd.; Kalpataru Multiplier Limited; Kamlesh D Joshi; Karvy Stock Broking Limited; Keynote Capitals Limited; KJMC Capital Market Services Limited; Kotak Securities Limited; Lakshminshree Investment & Securities Pvt Limited; LKP Securities Limited; Marwadi Shares & Finance; Matalla Stock Broking Pvt. Limited; Mehta Equities Limited; Motilal Oswal Securities Ltd; MPSE Securities Limited; MSM Enterprise; Mudra Om Securities Pvt Limited; Mukesh D Joshi; NDA Securities Limited; Nimal Bang Securities Pvt Limited; O J Financial Services Limited; Ohm Securities Limited; Patel Wealth Advisors Pvt Limited; Prabhudas Lilladher Pvt Limited; Pravin Ratilal Share & Stock Brokers Limited; PRL Stock & Share Brokers Pvt Limited; Pune e Stock Broking Pvt Limited; Reliance Securities Limited; Religare Securities Limited; RR Equity Brokers Pvt Limited; RSG Share & Stock Brokers Limited; SBI Cap Securities Ltd.; Share Khan Ltd.; Shri Parasram Holdings Pvt. Ltd.; SMC Global Securities Limited; SS Corporate Securities Limited; Standard Chartered Securities (India) Limited; Systematix Shares & Stocks (I) Limited; Tanna Financial Services; Tradebulls Securities (P) Limited; VCK Share & Stock Broking Services Limited; Viren M. Shah; Way2wealth Brokers Pvt Limited.

**APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA):** Investors have to apply through the ASBA process. ASBA has to be availed by all the investors except Anchor Investors. For details on the ASBA process, please refer to the details given in the ASBA Form and Abridged Prospectus and also please refer to "Issue Procedure" on page 367 of the RHP. ASBA Forms can also be downloaded from the websites of the Stock Exchanges. ASBA Forms can be obtained from the list of banks that is available on the website of SEBI at www.sebi.gov.in. ASBA Form can be obtained from Syndicate Member, SCSBs, Registered Brokers, RTAs and CDPs, the list of which is available on the website of SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=34>.

**ESCROW COLLECTION BANK AND PUBLIC OFFER ACCOUNT BANKS AND REFUND BANK:** Axis Bank Limited.

All capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

For **CAPACIT'E INFRAPROJECTS LIMITED**  
On behalf of the Board of Directors

Sd/-  
Company Secretary & Compliance Officer

Place: Mumbai

Date: September 4, 2017

**CAPACIT'E INFRAPROJECTS LIMITED** is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public issue of its Equity Shares and has filed the RHP with the RoC, Mumbai, Maharashtra. The RHP is available on the website of the SEBI at www.sebi.gov.in, the websites of the Book Running Lead Managers at www.axiscapital.co.in, www.iiflcap.com and www.vivro.net and the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com respectively. Any potential investor should note that investment in Equity Shares involves a high degree of risk, for details potential investors should see "Risk Factors" on page 17 of the RHP.

The securities described in this advertisement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from our Company and that will contain detailed information about our Company and management, as well as financial statements.

CONCEPT

Size: 32.9x50cm