

CIL/SE/2024-25/12

May 23, 2024

BSE Limited
P.J. Towers
Dalal Street
Mumbai- 400 001

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Scrip code: 540710

Symbol: CAPACITE

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

In continuation to our letter dated and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, we hereby enclosed requisite details as **Annexure 1**.

Please take same on record.

This disclosure will also be hosted on Company's website viz. www.capacite.in.

For any correspondence/ queries/ clarifications, please write to cs@capacite.in.

Thanking you

Yours faithfully,
For Capacit'e Infracapacite Limited

Rahul Kapur
Company Secretary and Compliance Officer

Encl: a/a

Mumbai (Head office):

605-607, Shrikant Chambers, Phase - 1, 6th Floor, Adjacent to R.K. Studios, Sion - Trombay Road, Chembur, Mumbai - 400 071. Maharashtra, India. Tel.: 022 7173 3717 • Fax : 022 7173 3733 • E-mail : info@capacite.in

Annexure 1

Particulars	Details
Name of the authority	BSE and NSE
Nature and details of the action(s) taken, initiated or order(s) passed	Fine of ₹1,32,000 (excl. GST) each by BSE and NSE
Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	May 22, 2024
Details of the violation(s) / contravention(s) committed or alleged to be committed	Regulation 17(1A) of the SEBI (Listing Obligations & Disclosure Requirements), 2015, pertaining to approval for appointment of Non-Executive Director who attained the age of seventy-five years
Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible	NIL except the fine mentioned above if not waived or reversed.
Company's Remark	<p>These fines are continuation to our letter dated February 23, 2024, regarding levy of fines by NSE and BSE (calculated upto quarter ended December 31, 2023) on same matter.</p> <p>While our waiver application in the same matter is still under consideration by NSE and BSE. They have issued further communication levying fine, calculated for the period from January 01, 2024 to March 07, 2024.</p> <p>As clarified under letter February 23, 2024, the Company wish to again clarify that the Company has relied on the following orders passed by Securities Appellate Tribunal (SAT):</p> <ul style="list-style-type: none"> a) Nectar Life Sciences Ltd. vs. SEBI and NSE in Appeal no. 185 of 2023 dated 27th April 2023 b) 20 Microns Ltd. vs. BSE & SEBI in Appeal no. 845 of 2023 dated 28th November 2023 c) 20 Microns Ltd. vs. NSE & SEBI in Appeal no. 846 of 2023 dated 28th November 2023 <p>It was held in the orders that:</p> <ul style="list-style-type: none"> i) the word “unless” as depicted in Regulation 17(1A) does not mean “prior approval” nor the requirement of passing a special resolution was a qualificatory condition for appointment as a director, and

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	<p>ii) Regulation 17(1A) and 17(1C) has to be read harmoniously with the provisions of Section 152(2) and 161(1) of the Companies Act which will make it clear that a person above the age of 75 years can be appointed by the Board of directors. Such appointment is required to be approved subsequently within the prescribed period by a special resolution in the next general meeting by the members of the Company.</p> <p>Hence, the appointment of director despite his/ her age exceeding 75 years on the date of appointment, is in compliance with the provisions of SEBI (Listing Obligations & Disclosure Requirements), 2015 and the company needs to obtain the Special Resolution from the members within 3 months from the date of her / his appointment.</p> <p>Further, the Company would like to mention that Special Resolution has been passed by the Company on March 07, 2024 (within 3 months from the date of appointment of Director).</p> <p>Further, the Company would like to clarify that the recent appointment followed the intention of Company to have best corporate governance practices and diversity.</p> <p>The Company is in process of evaluation of BSE and NSE's decisions of these fines and will decide next course of action.</p>
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