

CIL/SE/2023-24/106

February 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,

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.

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 Infraprojects Limited

Rahul Kapur
Company Secretary and Compliance Officer

Encl: as above

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 ₹40,000 (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 | February 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 or continuation 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>The Company wish to 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 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. |

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| | <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 the Postal ballot notice has already been dispatched dated February 06, 2024 for shareholders' approval.</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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