CAPACIT'E INFRAPROJECTS LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

PREAMBLE

The Securities and Exchange Board of India ("SEBI") notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") on January 15, 2015, as amended from time to time, which is effective from May 15, 2015. The Board of Directors of Capacit'e Infraprojects Limited (the "Company") had formulated this Code of practices and procedures for Fair Disclosure of Unpublished Price Sensitive Information and adopted the same vide resolution passed by the Board of Directors in March 8, 2017.

Now SEBI vide its Notification dated December 31, 2018 issued the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, which shall come into effect from April 1, 2019 and amended certain Regulations.

Regulation 8 of the PIT Regulations requires the Board of Directors of every listed company to formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow to adhere to each of the principles set out in **Schedule A** of PIT Regulations.

In the above context, Capacit'e Infraprojects Limited (the "Company") has adopted amendments to the Code of practices and procedures for Fair Disclosure of Unpublished Price Sensitive Information during their meeting of the Board of Directors held on March 22, 2019.

1. **Objective of the Code of Fair Disclosures**

   The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the Company's securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

2. **Prompt disclosure of Unpublished Price Sensitive Information**

   The Company shall promptly make public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

3. **Uniform and Universal dissemination of Unpublished Price Sensitive Information**

   The Company shall make uniform and universal dissemination of unpublished Price Sensitive to avoid selective disclosure.

4. Chief Investor Relations Officer

The Company hereby designates the Company Secretary as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

5. Dissemination of Unpublished Price Sensitive Information disclosed selectively

The Company shall prompt disseminate the unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

6. Overseeing and coordinating disclosure

The Chief Investor Relations Officer, for the purpose of these regulations, shall oversee corporate disclosures and deal with dissemination of information and disclosure of unpublished price sensitive information.

The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements and; overseeing and co-ordinating disclosure of unpublished price sensitive information to stock exchanges, on the website of the Company and media.

If information is accidentally disclosed without prior approval of Chief Investor Relations Officer, the person responsible may inform the Chief Investor Relations Officer immediately, even if the information is not considered unpublished price sensitive. In such event of inadvertent, selective disclosure of unpublished price sensitive information, the Chief Investor Relations Officer shall take prompt action to ensure such information is generally available.

7. Appropriate and fair response to queries on news reports and requests for verification of unauthenticated information by regulatory authorities

7.1 Any queries or requests for verification of unauthenticated information by exchanges should be forwarded immediately to the Chief Investor relations Officer who shall decide on the response / clarification.

7.2 The Chief Investor relations Officer shall decide whether a public announcement is necessary for verifying or denying unauthenticated information and then making the disclosure.

7.3 The Company will, subject to non-disclosure obligations, aim to provide appropriate and fair response to the queries on news reports and requests for verification of unauthenticated information by regulatory authorities.

7.4 As a general practice, if the unauthenticated information appears in a responsible media channel which has reasonably wide audience and unauthenticated information can have material impact on pricing of securities, then the Company would immediately make a proper announcement to present the correct position.

8. Timely Reporting of shareholdings / ownership and changes in ownership

Disclosure of shareholdings / ownership by major shareholders and disclosure of changes in ownership as provided under any regulations made under the Act shall be made in a timely and adequate manner.

Disclosure / dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors

The guidelines given hereunder shall be followed while dealing with analysts and institutional investors:-

(i) Only Public information to be provided

Only public information should be provided to the analyst / research persons alternatively, the information given to such persons should be made generally available at the earliest.

(ii) Recording of discussion

In order to avoid misquoting or misrepresentation, it is desirable that at least two representatives of the Company be present at meetings with analysts, brokers or Institutional Investors and discussion should preferably be recorded.

(iii) Handling of unanticipated questions

Sufficient care should be exercised while dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, the same should be promptly made generally available.

(iv) Prompt release of Information

The Company will make transcripts or records of the proceedings of the meetings with Analysts, Investor Relation meetings available on the website of the Company promptly. The Company may also consider live webcasting of analyst meets.

9. Medium of disclosure/ dissemination

a. Disclosure/ dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
b. Chief Investor Relations Officer shall ensure that disclosure to stock exchanges is made promptly.
c. Company may also facilitate disclosure through the use of their dedicated Internet website.
d. Company websites may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.
e. The information filed by the Company with stock exchanges under continuous disclosure requirements may be made available on the Company website.
f.

10. Unpublished price sensitive information on Need-to-Know basis

Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e. unpublished Price Sensitive Information shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

11. Sharing of Price Sensitive Information pursuant to Legitimate Purpose

Legitimate Purpose shall include sharing of unpublished price sensitive information in ordinary course of business by an Insider with Partners, Collaborators / Lenders, Customers, Suppliers, Merchant Banker, Legal Advisors, Auditors, Insolvency Professionals or other advisors or consultants and as required by operation of law, as mandated or directed by courts, judicial, statutory or regulatory authorities provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" and due notice shall be given to such person to maintain confidentiality of such unpublished price sensitive information.

12. Structured digital database

A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to ensure the compliance of maintenance of a digital database for sharing the information for said legitimate purposes.

13. Disclosure of Code on Public Domain

This Code and any amendment thereof will be published on the Company's website www.capacite.in

14. Amendment of the Code

This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchange(s) where the securities of the Company are listed.

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