

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Capacit'e Infraprojects Limited**
2. Quarter ending - **31 March 2020**

i. Composition Of Board Of Director

T i t l e (M r / M s)	Name of the Director	D I N	P A N	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	S u b C a t e g o r y	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether special resolution passed	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Members hip in Committees of the Company	Remarks
Mr.	ARUN VISHNU KARAMBELKAR	0215166	AA BP K1 87 7C	ID,C & NED		18-May-2018	18-May-2018		36	25-September-1955	NA		1	1	1	1	AC,SC,RC ,NRC	CHAIRMAN IN AC.CH AIRMAN IN AC
Mr.	RAHUL R. KATYAL	020346	AS YP K4 50 5E	ED	MD	09-Aug-2012	04-Sep-2017			01-March-1975	NA		1	0	0	0	RMC	CHAIRMAN IN RMC.C HAIRMAN IN RMC
Mr.	SUBIR MALHOTRA	0519208	AA LP M1 70 1H	ED		09-Aug-2012	01-Nov-2018			11-October-1965	NA		1	0	0	0	RMC	
Mr.	ROHIT R. KATYAL	0205294	AF VP K0 50 6R	ED		01-March-2014	25-Jun-2019			09-Jan-1971	NA		1	0	1	0	SC,RC	
Mr.	SUMEET S. NINDRAJOG	0182873	AC AP N7 91 5K	NED		06-Aug-2015	06-Aug-2015			30-June-1979	NA		1	0	1	1	AC,SC,RC ,NRC	CHAIRMAN IN SC.CH AIRMAN IN SC
Mr.	SIDDHARTH D. PAR	0694	AH UP P5 72	NED		18-October-2016	18-October-2016			04-May-19	NA		1	0	0	0		

	EKH	5 5 0 8	4F						79									
Mr s.	FAR AH NAT HANI MEN ZIES	0 6 6 1 0 7 8 2	AA DP N9 81 0G	ID		09- Nov- 2017	09-Nov- 2017		36	11- Ma- y- 19 78	NA		1	1	1	0	AC,NRC	CHAIR MAN IN NRC.C HAIRM AN IN NRC
Mr.	SUR YAK ANT BALK RISH NA MAIN AK	0 2 5 3 1 1 2 9	AC OP M4 53 0H	ID		29- Mar- 2018	29-Mar- 2018	15- Feb- 2020	36	09- Fe- b- 19 56	NA		0	0	0	0		

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	ARUN VISHNU KARAMBELKAR	ID,C & NED	Chairperson	15-Jul-2019	
2	SUMEET S. NINDRAJOG	NED	Member	14-Aug-2015	
3	FARAH NATHANI MENZIES	ID	Member	29-Mar-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	ARUN VISHNU KARAMBELKAR	ID,C & NED	Member	30-Mar-2020	
2	ROHIT R. KATYAL	ED	Member	14-Aug-2015	
3	SUMEET S. NINDRAJOG	NED	Chairperson	14-Aug-2015	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	ARUN VISHNU KARAMBELKAR	ID,C & NED	Member	09-Aug-2018	

2	SUBIR MALHOTRA	ED	Member	09-Aug-2018	
3	SUMEET S. NINDRAJOG	NED	Member	18-Oct-2016	
4	ROHIT R. KATYAL	ED	Member	18-Oct-2016	
5	RAHUL R. KATYAL	ED	Chairperson	18-Oct-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	ARUN VISHNU KARAMBELKAR	ID,C & NED	Member	30-Mar-2020	
2	FARAH NATHANI MENZIES	ID	Chairperson	29-Mar-2018	
3	SUMEET S. NINDRAJOG	NED	Member	14-Aug-2015	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
08-Nov-2019		Yes	7	3
	10-Feb-2020	Yes	7	3
	30-Mar-2020	Yes	7	2

Company Remarks	
Maximum gap between any two consecutive (in number of days)	93

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	08-Nov-2019		Yes	4	3
Audit Committee		10-Feb-2020	Yes	4	3
Stakeholders Relationship Committee		10-Feb-2020	Yes	3	1
Risk Management Committee		10-Feb-2020	Yes	5	2
Audit Committee		30-Mar-2020	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	93

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : **MONICA TANWAR**
Designation : **Compliance Officer**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.capacite.in
Terms and conditions of appointment of independent	Yes		www.capacite.in
Composition of various committees of board of	Yes		www.capacite.in
Code of conduct of board of directors and senior	Yes		www.capacite.in
Details of establishment of vigil mechanism/ Whistle	Yes		www.capacite.in
Criteria of making payments to non-executive	Yes		www.capacite.in
Policy on dealing with related party transactions	Yes		www.capacite.in
Policy for determining 'material' subsidiaries	Yes		www.capacite.in
Details of familiarization programs imparted to	Yes		www.capacite.in
Email address for grievance redressal and other relevant details entity who are responsible for	Yes		www.capacite.in
Contact information of the designated officials of the	Yes		www.capacite.in
Financial results	Yes		www.capacite.in
Shareholding pattern	Yes		www.capacite.in
Details of agreements entered into with the media companies and/or their associates	Yes		www.capacite.in
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or	Yes		www.capacite.in
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.capacite.in
Credit rating or revision in credit rating obtained by	Yes		www.capacite.in
Separate audited financial statements of each	Yes		www.capacite.in
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.capacite.in
Materiality Policy as per Regulation 30	Yes		www.capacite.in
Dividend Distribution policy as per Regulation 43A (as	Not Applicable		
It is certified that these contents on the website of the	Yes		www.capacite.in
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	

<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	22	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Yes	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent Directors</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
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Name : **MONICA TANWAR**
Designation : **Compliance Officer**