

Succession Policy

This Succession Policy was adopted by the Board of Directors of Capacit'e Infraprojects Limited on March 8, 2017 and shall be applicable with effect from the date of listing of Company's equity shares on Stock exchange/s

A. Introduction

In accordance with the provisions of Regulation 17(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, the board of directors (the "**Board**") of Capacit'e Infraprojects Limited (the "**Company**") has adopted this policy ("**Succession Policy**") on the 18th October 2016 upon the recommendation of the Nomination and Remuneration Committee. The Board based on the recommendation of the Nomination and Remuneration Committee may amend this Policy from time to time with respect to matters covered under this Policy or otherwise.

B. Objective

The objective of this Succession Policy is to ensure the orderly identification and selection of new Directors or Senior Management in the event of any vacancy, whether such vacancy exists by reason of an anticipated retirement, an unanticipated departure, the expansion of the size of the Company, or otherwise.

C. Definitions

"**Nomination and Remuneration Committee**" or "**Committee**" means the committee of the Board constituted/re-constituted under the provisions of the Companies Act, 2013.

"**Board of Directors**" or "**Board**" means the board of directors of Capacit'e Infraprojects Limited, constituted/re-constituted from time to time.

"**Company**" means Capacit'e Infraprojects Limited

"**Policy**" means this Succession Policy.

"**Senior Management**" means personnel of the Company who are members of its core management team excluding Board of Directors. Generally, this would comprise all members of management one level below the executive directors, including all functional heads.

D. Policy

Planning and review: The Nomination and Remuneration Committee shall periodically review and determine if there is reason to believe that one or more Director slots/Senior Management position shall become vacant within the next twelve months and accordingly report its findings to the Board.

1. Procedure

- i) If the Nomination and Remuneration Committee anticipates that a Director slot/Senior Management position shall become vacant within the next twelve months (whether by reason of an announced intent to retire or otherwise), or if such position suddenly becomes vacant (whether by death or otherwise), the Committee shall as soon as reasonably practicable recommend to the Board, sufficient number of candidates for selection.
- ii) While identifying potential candidates for nomination as Director or Senior Management, the Committee may consult whatever sources it deems appropriate, including, but not limited to, referrals from existing Directors or Senior Management, recommendations from third-party search firms etc.

- iii) The Committee shall have the authority to engage whatever advisors (including attorneys and search firms) it believes appropriate in its efforts to identify and evaluate potential candidates.
- iv) The Committee shall also periodically review the list of high performer employees within the Company that may be potential candidates for elevation to the position of Senior Management and can also consider them in case of any vacancy arising at the Senior Management position.

2. Assessment of candidates

The Committee shall make an initial assessment of potential candidates for the vacancy. It shall select from such pool, candidates for an initial interview by one or more members of the Committee. No candidate shall be recommended to the Board for selection without such candidate having been interviewed by all the members of the Committee. When the Committee identifies individuals that it believes meet the criteria mentioned in the Nomination, Remuneration Policy of the Company, it shall recommend them to the Board for selection.

3. Emergency succession

If a Director slot / Senior Management position suddenly becomes vacant by reason of death or other unanticipated occurrence, the Committee shall convene a special meeting as early as possible to implement the process described herein.

E. Review and Monitoring

The Nomination and Remuneration Committee shall review and monitor from time to time the implementation of this Policy to ensure its effectiveness and may also recommend changes, if any, to the Board for ensuing effective succession planning.

F. Disclosures

The Company shall disclose this Policy on its website and a web link thereto shall be provided in the Annual Report.

For and on behalf of
CAPACIT'E INFRAPROJECTS LIMITED

Rohit Ramnath Katyal
Director
DIN: 00252944

Date: March 8, 2017
Place Mumbai