

Shreyans Jain & Co.

Company Secretaries

Off: 603, Ashok Heights, Opp. Saraswati Apartments, Near Nicco Circle,
Niklaswadi Road, Gundavali, Andheri (E), Mumbai - 400069, Maharashtra.
Tel: 022 - 4600 2079; www.sjcoocs.com; email: shreyanscs@gmail.com

“SECRETARIAL COMPLIANCE REPORT OF CAPACIT’E INFRAPROJECTS LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024”

[Under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
CAPACIT’E INFRAPROJECTS LIMITED

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Capacit’e Infraprojects Limited** (CIN: L45400MH2012PLC234318) (hereinafter referred as ‘the Listed Entity’), having its Registered Office at 605-607, Shrikant Chambers, Phase - I, 6th floor, Adjacent to R. K. Studios, Sion - Trombay Road, Mumbai - 400 071, Maharashtra. Secretarial review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and to provide our observations thereon.

Based on our verification of the Listed Entity’s books, papers, minutes books, forms and returns filed and other records maintained by the Listed Entity and also the information provided by the Listed Entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the Listed Entity has, during the review period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

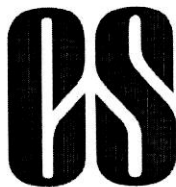
We **Shreyans Jain & Co.**, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by the Listed Entity;
- (b) the filings and submissions made by the listed entity to the BSE Limited and National Stock Exchange of India Limited, (“the stock exchanges”);
- (c) website of the listed entity;
- (d) all other document / filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31st March, 2024 (“Review Period”) in respect of compliance with the provisions of:

- i). the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- ii). the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);





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The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, includes: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 [**Not applicable during the Review Period**];
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [**Not applicable during the Review Period**];
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 [**Not applicable during the Review Period**];
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and Circulars / guidelines issued thereunder and based on the above examination, We hereby report that, during the Review Period:

I. (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below;										
S r. N o.	Compl iance Requir ement (Regul ations / circula rs / guideli nes includi ng specifi	Regul ation / Circu lar No.	Devia tions	Acti on take n by	Typ e of Acti on	Detail s of Violati on	Fine Amo unt	Observations / Remarks of the Practicing Company Secretary	Manag ement Respo nse	Rem arks





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	c clause)									
1.	The Listed Entity shall not Appoint or continue to or the directorship of Non-Executive Director who attained the age of seventy-five years unless the Special Resolution is passed to that effect as per Regulation 17(1A)	Regulation 17(1A) of SEBI (LODR) Regulation, 2015	Non-Compliance with Regulation 17(1A) of SEBI (LODR) Regulation, 2015	BSE Limited	Fine imposed	Non-Compliance of Regulation 17(1A) of SEBI (LODR) Regulation, 2015 pertaining to Appointment of Non-Executive Director or above age of 75years without shareholder's approval	Rs.40,000	BSE Limited and National Stock Exchange Limited as per SEBI Circular No. SEBI/HO/CFD/PoD 2/CIR/P/2023/120 dated July 11,2023 specifying SOP for imposing fines and suspension of trading in case of non-compliance with the SEB (LODR) Regulation / or Depository Participant has imposed Fine.	Refer Annexure A	NIL
2.	The Listed Entity shall not Appoin	Regulation 17(1A) of SEBI (LODR	Non-Compliance with Regulation	National Stock Exchange	Fine imposed	Non-Compliance of Regulation	Rs.40,000	BSE Limited and National Stock Exchange Limited as per SEBI Circular No. SEBI/HO/CFD/PoD	Refer Annexure A	NIL





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t or continu e to or the directo rship of Non- Execut ive Directo r who attaine d the age of sevent y-five years unless the Special Resolu tion is passed to that effect as per Regula tion 17(1A)	R) Regul ation, 2015	17(1A) of SEBI (LODR) Regula tion, 2015	of India Limi ted		17(1A) of SEBI (LODR) Regula tion, 2015 pertain ing to Appoi ntment of Non- Execut ive Direct or above age of 75year s withou t shareh older's approv al		2/CIR/P/2023/120 dated July 11,2023 specifying SOP for imposing fines and suspension of trading in case of non-compliance with the SEB (LODR) Regulation / or Depository Participant has imposed Fine.		
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2023	Deviati ons	Details of violation / deviations and actions taken / penalty imposed, if any, on the	Remedial actions, if any, taken by the Listed Entity	Comments of the PCS on the actions taken by the Listed Entity
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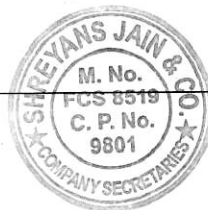
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				Listed Entity		
NOT APPLICABLE						

II. We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by Practising Company Secretary (PCS)*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	None
2.	Adoption and timely updation of the Policies: i). All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity; ii). All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations / circulars / guidelines issued by SEBI.	YES	None
3.	Maintenance and disclosures on Website: i). The Listed entity is maintaining a functional website; ii). Timely dissemination of the documents / information under a separate section on the website; iii). Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s) / section of the website	YES	None





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4.	Disqualification of Director: None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	None
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (i). Identification of material subsidiary companies; (ii). Disclosure requirement of material as well as other subsidiaries	YES	The Company has no Material Subsidiary Company/ies.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	None
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year / during the financial year as prescribed in SEBI Regulations.	YES	None
8.	Related Party Transactions: (i). The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (ii). The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee, in case no prior approval has been obtained.	YES YES	None The Audit Committee has ratified certain Related Party Transactions.
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	None





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10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	The Company has made certain entries in the UPSI Software with delay.
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars / guidelines issued thereunder.	No	Refer Para 1(a) and Annexure A of this Report.
12.	Resignation of statutory auditors from the Listed Entity or its material subsidiaries: In case of resignation of statutory auditor from the Listed Entity or any of its material subsidiaries during the financial year, the Listed Entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Not Applicable	None
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation / circular / guidance note etc.	YES	None

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity;
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion;
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity;





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4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



For **Shreyans Jain & Co.**
Company Secretaries
Unique ID: S2011MH151000

Shreyans Jain
(Proprietor)
FCS No. 8519 / C.P. No. 9801
UDIN: F008519F000504223
PR NO.1118/2021

Place: *Mumbai*
Date: *30/5/2024*



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Annexure A

Company wish to clarify that the Company has relied on the following orders passed by Securities Appellate Tribunal (SAT):

- Nectar Life Sciences Ltd. vs. SEBI and NSE in Appeal no. 185 of 2023 dated 27th April 2023
- 20 Microns Ltd. vs. BSE & SEBI in Appeal no. 845 of 2023 dated 28th November 2023
- 20 Microns Ltd. vs. NSE & SEBI in Appeal no. 846 of 2023 dated 28th November 2023

It was held in the orders that:

- 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
- 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.

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.

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).

Further, the Company would like to clarify that the recent appointment followed the intention of Company to have best corporate governance practices and diversity.

The Company is in process of evaluation of BSE and NSE’s decisions of these fines and will decide next course of action.



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