



**CODE OF CONDUCT FOR
REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS**

S.no.	Description	Board Approval
1	Initial Adoption of new policy	March 22, 2019 w.e.f. April 01, 2019
2	1 st Amendment	November 11, 2020
3	2 nd Amendment	February 13, 2023
4	Reviewed & Approved	March 29, 2025
5	3 rd Amendment	February 11, 2026
6	4 th Amendment	August 07, 2026

TABLE OF CONTENTS

Sr. No	Particulars	Page No.
1.	Introduction	03
2.	Objective	03
3.	Definition of Terms	03
4.	Compliance Officer	06
5.	Prohibition on Dealing, Communicating or Counseling on Matters Relating to Insider Trading	07
6.	Preservation of Unpublished Price Sensitive Information	07
7.	Trading Restrictions	08
8.	Pre-Clearance of Transactions	08
9.	Minimum Holding Period	08
10.	Trading Plan	09
11.	Other Restrictions	09
12.	Disclosures required to be furnished	10
13.	Code of Fair Disclosure and Conduct	11
14.	Protection against retaliation and victimization	11
15.	Penalty / Punishment For Contravention Of Code	12
16.	Intimation to SEBI	12
17.	Intimation to Stock Exchange	12
18.	Clarifications / Enquiries	13
19.	Communication	13
20.	Amendment to the Code	13
	FORMS	
	Form 1: Application for Pre-Clearance (Designated Persons)	14
	Form 1A: List of Relatives / Immediate Relatives	16
	Form 2: Confirmation of Deal	17
	Form 3: Application For Waiver Of Minimum Holding Period	18
	Form 4: Statement of holdings at the time of Pre-Clearance for Designated Persons	19
	Annexure A: Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information	20

1. Introduction:

Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as **Regulations**) requires *inter alia* every listed company and market intermediary to formulate a code of conduct to regulate, monitor and report trading by designated persons and immediate relatives of designated persons towards achieving compliance with these regulations and enforce a code of internal procedures and conduct based on the Model Code in accordance with the Regulations. Further, Regulation 7 of the Regulations requires every promoter, member of promoter group, key managerial personnel, directors and designated persons of listed companies to disclose their shareholdings and changes to such shareholding to the respective companies.

In compliance with the above requirements, the Company has introduced a revised code for Regulating, Monitoring and Reporting of Trading by Insiders (hereinafter referred to as the '**Code**').

This code came into force on February 11, 2026, replacing the Company's Code for prevention of Insider Trading dated February 13, 2023 framed under the SEBI (Prohibition of Insider Trading) Regulations, 1992.

2. Objective:

Capacit'e Infraprojects Limited (hereinafter referred to as "the Company") endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every Designated Person of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No Designated Person may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party. Such persons are prohibited from communicating / or counseling others with respect to the securities of the Company. Such persons should also refrain from profiteering by misusing the unpublished price sensitive information and thereby enabling the Company to retain investor confidence.

To achieve these objectives, the Company hereby notifies that this Code to be followed by all Designated Persons and Immediate Relatives of Designated Persons.

3. Definition of terms:

3.1. '**Act**' means the Securities and Exchange Board of India Act, 1992 as amended from time to time.

3.2. "**Close Period**" means

- (a) The period beginning from end of each quarter till 48 hours from the announcement of the financial results (audited or unaudited) on the stock exchanges of that relevant quarter or half year or the financial year as the case may be; or
- (b) the period beginning from the date of notice of the meeting of the Board of Directors for consideration of all matters (other than financial results) which are deemed to be 'unpublished price sensitive information' and ending 48 hours after the decision taken by the Board of Directors at such meeting becomes generally available; or
- (c) the period when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. Such closure shall be imposed in relation to such Securities to which such Unpublished Price Sensitive Information relates.
- (d) such other period as may be notified by the 'Compliance Officer' from time to time, under the authority of Managing Director.

- 3.3. **'Code'** means this Code of Conduct to regulate, monitor and report trading by Insiders in securities of the Company as amended from time to time.
- 3.3 **"Compliance Officer"** means the Company Secretary of the Company. If there is no Company Secretary, any other senior level employee who shall report directly to the Managing Director and appointed by the Company as compliance officer.
- 3.4 **'Connected Person'** means the persons so defined in Regulation 2(d) of SEBI (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable to the Company.
- 3.5 **'Designated Persons'** shall mean:
- (i) Directors of the Company;
 - (ii) Promoters of the Company;
 - (iii) Officers as defined in the Companies Act, 2013 as amended from time to time; currently Chief Financial Officer, Company Secretary and Chief Executive Officer
 - (iv) Chief Executive Officers and Employees up to two levels below Chief Executive Officer
 - (v) Chief Operating Officers;
 - (vi) Officers designated as Executive Directors;
 - (vii) Employees (including temporary employees, trainees) in the Corporate Finance Department as designated by the Chief Financial Officer;
 - (viii) All employees (including temporary employees, trainees) in the Secretarial Department;
 - (ix) All employees (including temporary employees, trainees) in the Accounts Department as designated by the Chief Financial Officer in consult with President of Account;
 - (x) All employees (including temporary employees, trainees) in the Business Development and Marketing Department as designated by the Chief Financial Officer in consult with President of the Business Development and Marketing Department
 - (xi) All Executive Assistants / Personal, confidential secretaries to persons mentioned under (i) to (iv) supra.
 - (xii) Any support staff of listed company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information.
 - (xiii) Any other Connected Person as may be specified by the Chief Financial Officer/ Managing Director/ Compliance Officer from time to time on the basis of their functional role or access to UPSI.

For the purpose of this Code, the aforesaid persons are individually or collectively referred to as "Designated Persons".

- 3.6 **'Generally Available Information'** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.
- 3.7 **'Immediate relative'** means the spouse of a person and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in securities.

For the purpose of this Code, the declaration given by a Designated Person of an Immediate Relative who is either dependent financially on the person or who consults such person in taking decisions relating to trading in securities will be considered.

- 3.8 **'Insider'**; means any person who is
- a Connected person or
 - In possession of or having access to unpublished price sensitive information

- Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider”.
- 3.9 **‘Pre-clearance of Trade’** means prior approval for trading / dealing in the securities of the Company.
- 3.10 **‘Promoter’** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- 3.11 **‘Promoter Group’** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- 3.12 **‘Securities’** shall have the meaning assigned to it under the Securities Contracts Regulation Act, 1956 or any modification thereof except units of a mutual fund.
- 3.13 **‘Trading’** means and includes subscribing, redeeming, buying, selling, dealing or agreeing to subscribe, redeem, buy, sell, deal in securities and ‘trade’ shall be construed accordingly.
- 3.14 **‘Trading day’** means a day on which recognized stock exchanges are open for trading.
- 3.15 **‘Unpublished Price sensitive information (UPSI)’** means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the Securities of the Company and shall, ordinarily including but not restricted to, information relating to the following:
- i. financial results;
 - ii. dividends;
 - iii. change in capital structure;
 - iv. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business, award or termination of order/ contracts not in the normal course of business and such other transactions;
 - v. changes in Key Managerial Personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor
 - vi. Change in rating(s), other than ESG rating(s);
 - vii. Fund raising proposed to be undertaken;
 - viii. agreements, by whatever name called, which may impact the management or control of the company;
 - ix. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
 - x. resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
 - xi. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
 - xii. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
 - xiii. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
 - xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company
 - xv. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business

- xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (ix):

- a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.]

- 3.16 **'Trading window'** refers to the period during which the Company's securities can be traded by the Designated Person as provided in this Code.
- 3.17 **'Regulations'** means Securities and Exchange Board of India (Prohibition of Insider Trading) regulations, 2015 as amended from time to time.

Words and expressions used and not defined in this Code but defined in SEBI Act, 1992, the SCRA Act, 1956, the Depositories Act, 1996 or Companies Act, 2013 and Rules and Regulations thereunder shall have the meanings respectively assigned to them in those legislations.

4. Compliance Officer

- 4.1 The Board of Directors of the Company has appointed Company Secretary, as Compliance Officer for the purposes of this Code.
- 4.2 The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of "Unpublished Price Sensitive Information, pre clearing of designated persons, monitoring of trades and the implementation of the code of conduct under the overall supervision of the Board of directors.
- 4.3 The Compliance Officer shall at quarterly intervals prepare a report on insider trading to the Chairman of the Audit Committee or the Chairman of the Board.
- 4.4 The Compliance Officer shall maintain a record of Persons and shall make changes to such record as and when received the intimation of changes from the HR Department.
- 4.5 The Compliance Officer shall assist all the employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.
- 4.6 The Compliance Officer shall maintain records of all the declaration(s) given by the Designated Persons for a minimum period of three years.
- 4.7 Reviewing the trading plan and assessing the potential of the plan for violation of the Regulations, if any;
- 4.8 Notify the trading plan to the stock exchanges where the securities are listed, on approval of the plan.

5. Prohibition on Dealing, Communicating or Counseling on Matters relating to Insider Trading:

No Insider shall: -

- (i) either on his own behalf, or on behalf of any other person, deal in securities of the Company when in the possession of any unpublished price sensitive information;
- (ii) communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

6. Preservation of “Unpublished Price Sensitive Information”

Designated Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information. Designated Persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities. Following practices should be followed in this regard.

6.1 Need to know:

Unpublished Price Sensitive Information is to be handled on a “need to know” basis, i.e., Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.

6.2 Limited access to Confidential Information:

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc. Files containing confidential information should be deleted / destroyed after its use. Shredder should be used for the destruction of physical files.

6.3 Further no Designated Person shall procure from or cause the communication by any Insider, of Unpublished Price Sensitive Information, relating to the Company or its securities, either directly or indirectly except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. The terms legitimate purpose has the same meaning as defined in code for fair disclosure.

6.4 Any person including Auditors, accountancy firms, law firms, analysts, consultant firms etc., assisting or advising the Company, who is expected to have access to Unpublished Price Sensitive Information in the course of business operations shall formulate a code of conduct to regulate, monitor and report trading by its employees / Connected persons towards achieving compliance of these regulations, adopting the minimum standards set out in the Regulations without diluting any provisions. They will also be subjected to the trading window provisions of this Code. Violation of this code by such persons shall not be treated as volition of code on part of the company.

6.5 Notwithstanding anything contained herein, Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction which would entail:

- a) an obligation to make an open offer under the Takeover Regulations where the Board is of informed opinion that sharing of such information is in the best interests of the Company; or
- b) not attracting the obligation to make an open offer under the Takeover Regulations but where the Board is of informed opinion that sharing such information is in the best interests of the Company and the information that constitutes Unpublished Price Sensitive Information is disseminated to be made Generally Available at least two trading days prior to the proposed transaction being affected in such form as the Board may determine to be adequate and fair

to cover all relevant and material facts.

For the purposes of clause (6.5) above, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose provided in clause (6.5) above and shall not otherwise trade in Securities of the Company when in possession of Unpublished Price Sensitive Information.

- c) The Board or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons or entities as the case may be with whom information is shared under this regulation along with the permanent account number or any other identifier authorized by law where permanent account number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

7. Trading Restrictions:

All Designated Persons shall conduct all their dealings in the securities of the Company only in a valid trading window after obtaining pre-clearance from the Compliance Officer and shall not enter into any transaction in the Company's securities during the 'close period'.

7.1 Communication of Close Period

The Compliance Officer shall communicate the commencement of the Close Period to the Designated Persons in respect of the Close Period specified under Clause 3.2 of this Code.

7.2 Automatic Trading Window Restriction

Notwithstanding anything contained in this Code, where any Designated Person or his/her Immediate Relative comes into possession of or has access to Unpublished Price Sensitive Information, such person shall not trade in the securities of the Company until 48 (forty-eight) hours after such UPSI becomes generally available, irrespective of whether a communication regarding the Close Period has been issued by the Compliance Officer.

8. Pre-clearance of transactions:

- 8.1** All Designated Persons of the Company who intend to deal in the securities of the Company in any manner whatsoever, shall apply in the prescribed form to the Compliance Officer for pre-clearance together with necessary undertakings as prescribed in **Form No. 1** along with a statement of holdings at the time of pre-clearance as prescribed in **Form No. 4** and List of Relatives / Immediate Relative in **Form No. 1A**
- 8.2** The Compliance Officer shall grant the approval or reject the application within two working days of the receipt of application for pre-clearance.
- 8.3** Such persons shall execute the order for which pre-clearance has been obtained within seven trading days of such approval or within such lesser period as may be prescribed by the Compliance Officer. The details of the transaction shall be communicated to the Compliance Officer within two (2) working days thereof. In case, the person is unable to execute the order within seven working

days after the approval or within such lesser period as prescribed by the Compliance Officer, a fresh application for pre-clearance (as mentioned above) shall be made.

9. Minimum Holding Period:

All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time.

Under circumstances of personal emergency, such persons shall make an application in Form No. 3 to the Compliance Officer requesting a waiver of the holding period, explaining the reason for the same. The Compliance Officer may, on being satisfied as to the urgency of the situation and grant the waiver without violating the regulation.

If contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India for credit to the Investor Protection and Education Fund. This restriction shall not be applicable for trades pursuant to exercise of stock options.

10. Trading Plans:

Any Insider who may be perpetually in possession of Unpublished Price Sensitive Information is entitled to formulate a trading plan enabling him / her to trade in securities in a compliant manner. The Compliance Officer shall require to review the trading plan to assess whether to approve or reject the trading plan within the two trading days from the date of receipt and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

Trading plan shall:

- Not entail commencement of trading on behalf of the Insider earlier than 120 calendar days from the public disclosure of the plan;
- Not entail overlap of any period for which another trading plan is already in existence;
- Not entail trading in securities for market abuse.
- set out following parameters for each trade to be executed:
 - (i) either the value of trade to be effected or the number of securities to be traded;
 - (ii) nature of the trade;
 - (iii) either specific date or time period not exceeding five consecutive trading days;
 - (iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
 - a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
 - b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

The Compliance Officer may seek express undertakings necessary for the assessment, approval and implementation of the trading plan.

An approved trading plan is irrevocable. Insider cannot execute any trade outside the scope of the trading plan except in cases of permanent incapacity, bankruptcy, or operation of law.

11. Other Restrictions:

- (i). The disclosures to be made by any person under this Code shall include those relating to trading by such person's Immediate Relatives, and by any other person for whom such person takes trading decisions.
- (ii). The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be considered for purposes of this Code.
- (iii). The disclosures made under this Code shall be maintained for a period of five years.
- (iv). **Internal Control**
 - (a) The chief executive officer or managing director or such other analogous person of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in Insider Trading Regulations to prevent insider trading. Further, the Board is to ensure that the requirements are met by such persons under the Insider Trading Regulations.
 - (b) The internal controls shall include:
 - i. all employees who have access to unpublished price sensitive information are identified as designated person;
 - ii. all the Unpublished Price Sensitive Information shall be identified and its confidentiality shall be maintained as per the requirements of the Insider Trading Regulations;
 - iii. adequate restrictions shall be placed on communication or procurement of Unpublished Price Sensitive Information as required by the Insider Trading Regulations;
 - iv. lists of all employees and other persons with whom Unpublished Price Sensitive Information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
 - v. all other relevant requirements specified under the Insider Trading Regulations shall be complied with;
 - vi. periodic process review to evaluate effectiveness of such internal controls.
 - (c) The Audit Committee of the Company or other analogous body for intermediary or fiduciary shall review compliance with the provisions of the Insider Trading Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
 - (d) The Company shall formulate written policies and procedures for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information, which shall be approved by the Board and accordingly initiate appropriate inquiries on becoming aware of such information and inform the Board promptly of such leaks, inquiries and results of such inquiries;
 - (e) If an inquiry has been initiated by the Company in case of leak or suspected leak of Unpublished Price Sensitive Information the relevant intermediaries and fiduciaries shall co-operate with the Company in connection with such inquiry conducted by the Company.

12. Disclosures Required to be Furnished:

12.1 Initial Disclosure:

Every person on appointment as a Key Managerial Personnel or as a Director of the Company or upon becoming a member of the Promoter Group shall disclose his / her holding of securities of the Company as on date of the appointment or becoming a Promoter, to the Company / Compliance Officer within seven (7) days of such appointment or becoming member of Promoter Group.

In the event a new immediate relative comes into being or any existing immediate relative ceasing to be Dependent, the concerned Designated Person shall forthwith give a notice in writing of such changes to the Compliance Officer.

The Compliance Officer shall maintain records of all the declarations received in the prescribed forms for a minimum period of five years.

- 12.2** The Compliance officer shall place before the Board / Audit Committee of the Company, on a quarterly basis, all the details of the holding / dealing in the Company's securities by Designated Persons. The above report will also include reporting of pre-clearances not granted, decisions taken not to trade after securing pre-clearances with reasons thereof etc.

12.3 Disclosures by other Connected Person:

The Compliance Officer may, in addition to the above-mentioned disclosures, require any Connected Person or class of Connected Persons to make disclosures regarding holdings and trading in Securities of the Company in such form as prescribed and at such frequency as may be determined by the Compliance Officer in order to monitor compliance with this Code.

12.4 Annual Disclosure:

Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

a) immediate relatives b) persons with whom such designated person(s) shares a material financial relationship c) Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions.

13. Code of Fair Disclosure and Conduct:

The Code of practices and procedures for fair disclosure of UPSI to be followed in the Company is provided in the **Annexure A**.

14. Protection against retaliation and victimization:

Any employee of the Company (regular or contractual) or a Director (collectively referred to as “Informant”) who may become privy to information relating to violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur may file a Voluntary Information Disclosure Form (VIDF) with SEBI disclosing the said information.

The Company shall not discharge, terminate, demote, suspend, harass, give threat directly or indirectly to such Informant irrespective of whether the information is considered or rejected by SEBI or whether the Informant is eligible for a reward by reason of:

i) filing VIDF

ii) testifying in, participating in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI.

iii) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from co-operating with SEBI in any manner.

The Company shall not allow or tolerate any retaliation or use of any methods mentioned hereinabove by respective Head of Department or any other person or group, directly or indirectly, against anyone who, in good faith, files VIDF or provides assistance to SEBI. If an Informant believes that he/she has been subject to retaliation or victimization by his/her employer, the said employee or Director may approach the competent court or tribunal for appropriate relief.

15. Penalty / Punishment for Contravention of Code:

Any Designated Persons of the Company who trades in securities of the Company or communicates any information enabling the trading in securities of the Company, in violation / contravention of this Code shall be penalized as summarized below subject to such disciplinary action as may be considered appropriate by the Managing Director of the Company

Particulars	Action Taken
In case the traded value is less than or equal to Rs. 2,00,000	Not less than 10 times of Profit so made on the transaction subject to a minimum penalty of Rs.5,000.
In case the traded value is more than or equal to Rs. 2,00,000 but less than Rs. 10,00,000	Not less than 10 times of Profit so made on the transaction subject to a minimum penalty of Rs.50,000.
For transaction value above Rs, 10,00,000	The matter would be presented to ACM for taking appropriate decision on penalty and disciplinary action.

Disciplinary action may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, withholding of promotion, etc.

Any amount collected under this clause shall be remitted to the Board for credit to the Investor Protection and Education Fund.

- 15.1** Should a contra trade be executed, inadvertently or otherwise, in violation of the restriction imposed in this Code, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to Investor Protection and Education Fund.
- 15.2** Under Section 15G of SEBI Act, any person violating the Code is liable for a penalty not exceeding Rs. 25 Crore or three times the amount of profits made out of Insider Trading, whichever is higher.
- 15.3** Under Section 24 of SEBI Act, any person who contravenes the Regulations is punishable with imprisonment for a maximum period of ten years or with fine which may extend to twenty five Crore rupees or with both.
- 15.4** Such a person who violates the Code shall also be subject to any action that may be taken by SEBI including declaring such transactions in securities as null and void.

15.5 Without prejudice to the above, SEBI may take further action for violation of Code and the Regulations.

16. Intimation To SEBI:

In case the Compliance Officer and / or the Company observe that there has been violation of these Regulations, the Company shall inform SEBI of such violations for appropriate action. SEBI can initiate necessary proceedings for violation of any of these Regulations.

17. Intimation To Stock Exchanges:

In case the Compliance Officer and / or the Company observe that there has been violation of these Regulations, the Company shall promptly inform the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by the Board from time to time.

18. Clarifications / Enquiries:

The Compliance Officer may be contacted for any assistance as to the interpretation and application of this Code.

19. Communication:

This Code will be uploaded in the Intranet of the Company. The Code for fair disclosure of UPSI will be uploaded on the website of the Company. The Code will be disseminated to all Designated Persons who shall abide by the same. The responsibility for complying with the provisions of the Regulations shall vest with each Designated Person including any violation by their immediate relatives.

20. Limitation, Review and amendments

In the event of any conflict between the provisions of this Policy and of the Act or the Listing Regulations or any other legal requirement ("Applicable Law"), the provisions of Applicable Law shall prevail over this Policy. Any subsequent amendment / modification to the Applicable Law shall automatically apply to this Policy.

For **Capacit'e Infraprojects Limited**

Company Secretary

Application for Pre-clearance of Trade
(For Designated Persons and their dependents)*

To,
The Compliance Officer,
Capacit'e Infraprojects Limited
605-607, Shrikant Chambers, Phase I, 6th Floor,
Adjacent to R.K. Studios, Sion-Trombay Road,
Mumbai - 400 071, Maharashtra

Through Division / Department Head / Whole-Time-Director

1. Name of the applicant:
2. Designation / Nature of Relation :
3. Employee Pay Roll No.* (if applicable) :
4. Nature of securities held : *Equity shares / Debentures / Other Securities
5. Number of securities in the Company held as on date:
6. Nature of proposed dealing for which approval is sought: Purchase / Sales of securities
7. Estimated number of securities proposed to be acquired / subscribed/ sold:
8. Other Details:
Name of Depository Participant:
DP ID No. :
Client ID No.* \ Folio No.* :

* Strike whichever is not applicable

Undertaking to be submitted along with the Application for Pre-Clearance

In relation to the above dealing, I undertake that:

- a) I have no access to nor do I have any information that could be construed as “*Unpublished Price Sensitive Information*” as defined in the Code up to the time of signing this undertaking;
- b) In the event that I have access to or received any information that could be construed as “*Unpublished Price Sensitive Information*” as defined in the Code, after the signing of this undertaking but *before executing the transaction for which approval* is sought, I shall inform the Compliance Office of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- c) I have not contravened the provisions of the Code of conduct for prevention of insider trading as notified by the Company from time to time;
- d) I have made full and true disclosure in the matter;
- e) I hereby declare that I shall execute my order in respect of securities of the Company within seven trading days from the date of approval of pre-clearance is given. If the order is not executed within seven trading days from the date of approval, I undertake to obtain pre-clearance for the transaction again.

Place:

Signature:

Date:

Name:

PRE-CLEARANCE ORDER

With reference to your application dated, we inform you that your request for dealing in (nos.) or worth shares of the Company is approved.

Please note that the said transaction must be completed on or before(date) that is within seven trading day from today.

For Capacit'e Infraprojects Limited

Compliance Officer

Date :

Place :

Form – IA [refer clause 8(i)]

List of relatives/immediate relatives

1.	Spouse	
2.	Father (including step-father)	
3.	Mother (including step-mother)	
4.	Son's (including step-son)	
5.	Son's Wife	
6.	Daughter	
7.	Daughter's husband	
8.	Brother's (including step-brother)	
9.	Sister (including step-sister)	
10.	If member of Hindu Undivided Family (HUF), any relative who is member of HUF but not covered here above.	

Signature :

Name :

Date :

Place :

CONFIRMATION OF TRANSACTION

To,
The Compliance Officer,
Capacit'e Infraprojects Limited
605-607, Shrikant Chambers, Phase I, 6th Floor,
Adjacent to R.K. Studios, Sion-Trombay Road,
Mumbai - 400 071, Maharashtra

I confirm that the transaction of (Purchase/ Sale) of Company's Equity shares for which approval was granted on completed on to purchasing / selling (nos.) shares of the Company.

Employee Name :

Designation :

Pay Roll No. :

Signature :

Date :

Place :

**APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD
(For Designated Persons and their dependents)**

To,
The Compliance Officer,
Capacit'e Infraprojects Limited
605-607, Shrikant Chambers, Phase I, 6th Floor,
Adjacent to R.K. Studios, Sion-Trombay Road,
Mumbai - 400 071, Maharashtra

Through Division / Department Head / Managing Director/Compliance Officer

Dear Sir \ Madam,

I request you to grant me waiver of the restriction mentioned in clause 9 of the Code of Conduct for prevention of insider trading with respect to _____ shares of the Company. I intend to deal in the said purchase/sell the said shares on account of the following reasons:

- a)
- b)
- c)

Thanking you,
Yours faithfully,

Signature :

Name :

Designation :

Department :

Emp Code :

Date :

Place :

APPROVAL GRANTED / REJECTED
FOR _____

Compliance Officer

Date:

1 Reasons to be given, if rejected.

Date : _____

To
 The Compliance Officer
 Capacit'e Infraprojects Limited
 605-607, Shrikant Chambers, Phase I, 6th Floor,
 Adjacent to R.K. Studios, Sion-Trombay Road,
 Mumbai - 400 071, Maharashtra

Statement of Holdings at the time of Pre-clearance

Details of shareholding of Designated Person:

Name	Designation	Department	No. of Shares held as on date of application for pre- clearance	Folio No. / DP ID / Client ID	Nature of dealing for which approval is sought	No. of shares/value of shares to be dealt

I / We hereby declare that I had not done any opposite transaction for last six months without the approval of the Compliance Officer.

Signature _____

**Delete whichever is not applicable*

**Code of Practices and Procedures for
Fair Disclosure of Unpublished Price Sensitive Information**

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.

9. 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.

10. 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.

11. 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.

12. 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.

13. 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.

14. Disclosure of Code on Public Domain:

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