CIL/SE/2025-26/17
May 29, 2025

BSE Limited
P.J. Towers
Dalal Street
Mumbai- 400 001

Scrip code: 540710

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Symbol: CAPACITE

Sub: Annual Secretarial Compliance Report

Ref: Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended March 31, 2025.

Kindly take this information on record.

This disclosure will also be available on the Company's website, viz. www.capacite.in

For any correspondence or queries or clarifications, please write to cs@capacite.in

Thanking you

Yours faithfully,
For **Capacit'e Infraprojects Limited**

Rahul Kapur
Digitally signed by Rahul Kapur
Date: 2025.05.29 16:07:19 +05'30'

Rahul Kapur
Company Secretary & Compliance Officer

Encl: a/a

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.sjcocs.com; email: shreyanscs@gmail.com

"SECRETARIAL COMPLIANCE REPORT OF CAPACIT'E INFRAPROJECTS LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025"

[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, 2025 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, 2025 ("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");

SHREYANS JAIN & CO. M. No. FCS 8519 C. P. No. 9801 COMPANY SECRETARIES

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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 ("Listing Regulations");

(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;

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount Rs.	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The Listed Entity shall disclose to the stock exchanges every six months details of related party transactions on the date of publication of financial results.	Regulation 23(9) of Listing Regulations.	Minor Delay in submission.	BSE Limited	Fine Imposed	one day delay in submission of related party details.	5,000/-	The Listed Entity submitted with one day delay details of Related Party Transactions as required under Regulation 23(9) of Listing Regulations.	It is to be noted that the Company has successfully submitted same on NSE	BSE Limited has withdrawn fine imposed based on the submission made by the Listed Entity.

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									portal on due date. BSE Limited has withdrawn the imposed fine as the one-day delay was due to technical error on BSE filing portal.	

Note: A Disclosure under regulation 30 read with Clause 8 of Para B of Part A of Schedule III of the SEBI Listing Regulations 2015 was made with delay, with explanation for such delay.

(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 31st March, 2024	Compliance Requirement (Regulations/ Circulars / guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the Listed Entity	Remedial actions, if any, taken by the Listed Entity	Comments of the PCS on the actions taken by the Listed Entity
1.	BSE Limited and National Stock Exchange of India Limited as per SEBI Circular No. SEBI / HO / CFD / PoD2 / CIR/P/2023/120 dated July 11, 2023 specifying SOP for imposing fines and suspension of trading in case of non-	Non-Compliance with Regulation 17(1A) of Listing Regulations.	Appointment of Non-Executive Director above age of 75years with shareholder's approval under Regulation 17(1A) of SEBI Listing Regulations	Non-Compliance of Regulation 17(1A) of Listing Regulations pertaining to Appointment of Non-Executive Director above age of 75years without shareholder's approval & Imposition of fine	1.Approval by Special Resolution has been taken by the Listed Entity on March 07, 2024 (within 3 months from the date of appointment of Director above age of 75 years);	-

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	compliance with the Listing Regulations has imposed Fine. (Note below)			of Rs.40,000/- and Rs.1,32,000/- each by BSE Limited and National Stock Exchange Limited.	2. Fine Imposed for the quarter December 2023 & March 2024 was Paid by the Listed Entity;	

Note: The Non-Compliance with Regulation 17(1A) of Listing Regulations continued till 7th March, 2024 and additional Fine was imposed on Listed Entity of Rs.1,32,000 each by the BSE Limited and National Stock Exchange of India Limited, intimation of which was received beyond Review Period.

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).	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	YES YES YES	None None

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	accurate and specific which re- directs to the relevant document(s) / section of the website.		During the year Company's website undergoing change.
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 at the end of the year.
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; (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.

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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	Except as reported above.
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	None
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.~~ or The actions taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	Refer Para 1(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

We further, report that the listed entity is in compliance with the disclosure requirements of Employee

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Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations: **(Not Applicable during review period).**

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;

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 & CO. M. No. FCS 8519 C. P. No. 9801 COMPANY SECRETARIES

Shreyans Jain
(Proprietor)
FCS No. 8519 / C.P. No. 9801
UDIN: F008519G000432239
PR NO.1118/2021

Place: Mumbai
Date: 26/05/2025

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