



**BCPL** *Railway Infrastructure Limited*

April 15, 2021

BSE Limited (BSE)  
PhirozeJeejeebhoy Towers  
Dalal Street,  
Mumbai – 400 001

Scrip Code - 542057

Dear Sirs,

Sub: Quarterly Compliance Report on Corporate Governance

Enclosed please find the Quarterly Compliance Report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter and year ended 31<sup>st</sup> March, 2021 for your information and record.

Please acknowledge receipt.

Yours faithfully,  
For BCPL Railway Infrastructure Ltd

DevshreeSinha  
Company Secretary & Compliance Officer  
Membership No. A21786  
Contact : +91 9674911121

REGISTERED OFFICE

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E-mail : corp@bcril.com, Website : www.bcril.com CIN NO :- L51109WB1995PLC075801

## Corporate Governance Report

1. Name of the entity: BCPL Railway Infrastructure Limited
2. Period : from 1.01.2021 to 31.03.2021

I. Composition of Board of Directors											
Title (Mr/ Mrs)	Name of the Director	PAN	DIN	Category (Chairperson/Executive/ Non-Executive/ Independent/ Nominee)	Date of appointment in the current terms/ cessation	Tenure*	Date of Birth	No of Directors hip in listed entities including this entity	No of Independent Directorship in listed entities including this entity	No of membership in Audit Committee/ Stakeholders Committee(s) in listed entities incl this entity	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this entity
Mr	Aparesh Nandi	ACUPN1297N	00722439	Non-Executive, Chairman	14.08.2020		07-07-1963	1	0	0	0
Mr	Jayanta Kumar Ghosh	ADPPG0794F	00722445	Executive, Managing Director	16.04.2018		07-01-1964	1	0	1	0
Mr	Uday Narayan Singh	ALCPS0243E	00722449	Executive & CFO	16.04.2018		01-02-1959	1	0	1	0
Mr	Vijay Mehta	ADFPM1951Q	07203788	Non-Executive, Independent	28.02.2018	3 years	14-09-1951	1	1	2	1

Dr (Mrs)	Sanghamitra Mukherjee	AENPM2410F	07203827	Non-Executive, Independent, Lady	28.02.2018	3 years	23-01- 1951	1	1	0	0
Mr	Swapan Kumar Chakraborty	ACKPC0554H	00458410	Non-Executive, Independent	28.02.2018	3 years	19-05- 1950	1	1	2	1
Mr	Debasis Sircar	AQIPS4216N	09020911	Additional Director, Executive	30.01.2021	2 months	14-05- 1968	1	0	0	0
Mr	Sudipta Kumar Mukherjee	AMCPM4758 R	09022104	Additional Director, Non-Executive, Independent	30.01.2021	2 months	27-05- 1960	1	1	1	0

Whether regular Chairman appointed : Yes

Whether Chairman is related to Managing Director or CFO : No

§ - PAN of any director would not be displayed on the website of Stock Exchange.

& - Category of Directors means Executive/Non-Executive/Independent/Nominee, if a Director fits in to more than one category write all categories separating them with hyphen.

\*- To be filled for only Independent Directors. Tenure would mean total period from which Independent Director is serving on Board of Directors of the Listed entity in continuity without any cooling off period.

Note: The Committees of the Board were constituted on 16-04-2018

II. Composition of Committee					
Name of Committee	Whether regular Chairman appointed	Name of the Committee members	Category (Chairperson/Executive/Non-	Date of appointment	Date of cessation
1. Audit	Yes	1.Vijay Mehta	Non-Executive	16.04.2018	

Committee		<p>2. Swapan Chakraborty</p> <p>3. Uday Narayan Singh</p> <p>4. Sudipta Kumar Mukherjee</p>	<p>Independent, Chairman</p> <p>Non-Executive Independent</p> <p>Executive &amp; CFO</p> <p>Non-Executive Independent</p>	<p>16.04.2018</p> <p>16.04.2018</p> <p>03.03.2021</p>	
2. Nomination and Remuneration Committee	Yes	<p>1. Sanghamitra Mukherjee</p> <p>2. Vijay Mehta</p> <p>3. Aparesh Nandi</p>	<p>Non-Executive Independent, Chairperson</p> <p>Non-Executive Independent</p> <p>Non-Executive</p>	<p>16.04.2018</p> <p>16.04.2018</p> <p>16.04.2018</p>	
3. Stakeholders' Relationship & Investor Grievance Committee	Yes	<p>1. Swapan Chakraborty</p> <p>2. Vijay Mehta</p> <p>3. Jayanta Kumar Ghosh</p>	<p>Non-Executive Independent, Chairman</p> <p>Non-Executive Independent</p> <p>Executive &amp; Managing Director</p>	<p>16.04.2018</p> <p>16.04.2018</p> <p>16.04.2018</p>	
4. Corporate Social Responsibility	Yes	<p>1. Swapan Chakraborty</p> <p>2. Vijay Mehta</p>	<p>Non-Executive Independent, Chairman</p> <p>Non-Executive Independent</p>	<p>16.04.2018</p> <p>16.04.2018</p> <p>16.04.2018</p>	

		3. Aparesh Nandi	Non-Executive		
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III. Meetings of Board of Directors :					
Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any)	Whether requirement of quorum met *	Number of Directors present **	Number of Independent Directors attending the meeting	Maximum gap between any two consecutive (in number of days)
11.11.2020	30.01.2021	Yes	8	4	79 days
	03.03.2021	Yes	8	4	31 days

\*All meetings conducted through video conferencing at the registered office of the company.

\*\*To be filled only for the current quarter meetings.

III. Meetings of Audit Committee :					
Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any)	Whether requirement of quorum met *	Number of Directors present **	Number of Independent Directors attending the meeting	Maximum gap between any two consecutive (in number of days)
11.11.2020	30.01.2021	Yes	3	2	79 days
	03.03.2021	Yes	3	2	31 days

\*This information is mandatorily to be given for Audit Committee, for rest of the committees giving this information is optional.

\*All meetings conducted through video conferencing at the registered office of the company.

\*\*To be filled only for the current quarter meetings.

V. Related Party Transactions	
Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<b>Note</b> 1. In the column "Compliance Status", compliance of non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. If status is "No" details of non-compliance may be given here.	

VI. Affirmations
<ol style="list-style-type: none"><li>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.</li><li>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015<ol style="list-style-type: none"><li>a. Audit Committee</li><li>b. Nomination &amp; Remuneration Committee</li><li>c. Stakeholders Relationship Committee</li></ol></li></ol>

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.
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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. - Yes

**Name & Designation**

**Ms Devshree Sinha, Company Secretary**



## ANNEX 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 (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	<a href="http://bcril.com/index">http://bcril.com/index</a>
b) Terms and conditions of appointment of independent directors	Yes	<a href="http://bcril.com/policies">http://bcril.com/policies</a>
c) Composition of various committees of board of directors	Yes	<a href="http://bcril.com/committee">http://bcril.com/committee</a>
d) Code of conduct of board of directors and senior management personnel	Yes	<a href="http://bcril.com/policies">http://bcril.com/policies</a>
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="http://bcril.com/policies">http://bcril.com/policies</a>
f) Criteria of making payments to non-executive directors	Yes	<a href="http://bcril.com/policies">http://bcril.com/policies</a>
g) Policy on dealing with related party transactions	Yes	<a href="http://bcril.com/policies">http://bcril.com/policies</a>
h) Policy for determining 'material' subsidiaries	NA	
i) Details of familiarization programmes imparted to independent directors	Yes	<a href="http://bcril.com/compliance">http://bcril.com/compliance</a>
j) Email address for grievance redressal and other relevant details	Yes	<a href="http://bcril.com/rta">http://bcril.com/rta</a>
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="http://bcril.com/rta">http://bcril.com/rta</a>



l) Financial results	Yes	<a href="http://bcril.com/qtrreport">http://bcril.com/qtrreport</a>
m) Shareholding pattern	Yes	<a href="http://bcril.com/sharepat">http://bcril.com/sharepat</a>
n) Details of agreements entered into with the media companies and/or their associates	NA	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	
p) New name and the old name of the listed entity	Yes	<a href="http://bcril.com/index">http://bcril.com/index</a>
q) Advertisements as per regulation 47 (1)	Yes	<a href="http://bcril.com/compliance">http://bcril.com/compliance</a>
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	<a href="http://bcril.com/compliance">http://bcril.com/compliance</a>
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	NA	
b) Materiality Policy as per Regulation 30	Yes	<a href="http://bcril.com/policies">http://bcril.com/policies</a>
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	
It is certified that these contents on the website of the listed entity are correct. - Yes		

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes

Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	Yes

Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	NA
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	NA
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<p><b>Note</b></p> <ol style="list-style-type: none"> <li>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</li> <li>2. If status is "No" details of non-compliance may be given here.</li> </ol>		

**3.** If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

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



Devshree Sinha

Company Secretary & Compliance Officer