

Corporate Governance Report

1. Name of the entity: BCPL Railway Infrastructure Limited
2. Period : Quarter ended September 30, 2021

I. Composition of Board of Directors

Title (Mr/ Mrs)	Name of the Director	PAN	DIN	Category (Chairperson/Ex ecutive/ 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/Stakehold er Committee held in listed entities including this entity
Mr	Aparesh Nandi	ACUPN1297N	00722439	Non-Executive, Chairman	12.08.2021		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	Date of appointment 28.02.2018 Date of cessation 14.08.2021	42 months	14-09- 1951	1	1	2	1



Dr (Mrs)	Sanghamitra Mukherjee	AENPM2410F	07203827	Non-Executive, Independent, Lady	28.02.2018	43 months	23-01- 1951	1	1	0	0
Mr	Swapan Kumar Chakraborty	ACKPC0554H	00458410	Non-Executive, Independent	28.02.2018	43 months	19-05- 1950	1	1	2	1
Mr	Debasis Sircar	AQIPSA216N	09020911	Executive Director	30.01.2021	8 months	14-05- 1968	1	0	0	0
Mr	Sudipta Kumar Mukherjee	AMCPM4758R	09022104	Non-Executive, Independent	30.01.2021	8 months	27-05- 1960	1	1	2	1
Mr	Ranjit Kumar Mondal	AIEPM4449D	06430495	Additional Director, Non- Executive, Independent	14.08.2021	1 month	25-04- 1960	1	1	0	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-Independent, Chairman)	Date of appointment	Date of cessation
1. Audit Committee	Yes	1. Sudipta Kumar Mukherjee 2. Swapan Chakraborty 3. Uday Narayan Singh 4. Vijay Mehta	Non-Executive Independent, Chairman Non-Executive Independent Executive & CFO Non-Executive Independent	03.03.2021 16.04.2018 16.04.2018 16.04.2018	14.08.2021
2. Nomination and Remuneration Committee	Yes	1. Sanghamitra Mukherjee 2. Vijay Mehta 3. Aparesh Nandi 4. Ranajit Kumar Mondal	Non-Executive Independent, Chairperson Non-Executive Independent Non-Executive Independent Non-Executive Independent	16.04.2018 16.04.2018 16.04.2018 14.08.2021	14.08.2021
5. Stakeholders' Relationship & Investor Grievance Committee	Yes	1. Swapan Chakraborty 2. Vijay Mehta 3. Jayanta Kumar Ghosh	Non-Executive Independent, Chairman Non-Executive Independent Executive & Managing Director	16.04.2018 16.04.2018 16.04.2018	14.08.2021



		4. Sudipta Kumar Mukherjee	Non-Executive Independent	14.08.2021	
6. Corporate Social Responsibility	Yes	1. Swapan Chakraborty	Non-Executive Independent, Chairman	16.04.2018	
		2. Vijay Mehta	Non-Executive Independent	16.04.2018	14.08.2021
		3. Aparesh Nandi	Non-Executive	16.04.2018	
		4. Sanghamitra Mukherjee	Non-Executive Independent	14.08.2021	

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)
14.05.2021	14.08.2021	Yes	8	4	91 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	Date(s) of meeting (if any)	Whether requirement	Number of Directors	Number of Independent	Maximum gap between any two



quarter	any)	of quorum met *	present **	Directors attending the meeting	consecutive (in number of days)
14.05.2021	14.08.2021	Yes	3	2	91 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

Note

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

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee



- b. Nomination & Remuneration Committee
c. Stakeholders Relationship Committee
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.

Name & Designation

BCPL Railway Infrastructure Ltd.




Company Secretary

Ms Devshree Sinha, Company Secretary

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Format to be submitted by listed entity at the end of 6 months after end of the financial year along with second quarter report of the next financial year

1. Affirm	Broad heading	Regulation Number	Compliance status (Yes/No/NA)
	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report displayed on website	46(2)	Yes
	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
	Presence of Chairperson of Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
	Presence of Chairperson of Stakeholders Relationship and Investor Grievance Committee at the Annual General Meeting	20(3)	Yes
	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note			
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.			
2. If status is "No" details of non-compliance may be given here.			
3. If the Listed Entity would like to provide any other information the same may be indicated here.			
<p style="text-align: center;">Name & Designation BCPL Railway Infrastructure Ltd  Ms Devshree Sinha, Company Secretary Company Secretary</p>			