

## Corporate Governance Report

1. Name of the entity: BCPL Railway Infrastructure Limited
2. Period : Quarter ended December 31, 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	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
Dr (Mrs)	Sanghamitra Mukherjee	AENPM2410F	07203827	Non-Executive, Independent, Lady	28.02.2018	46 months	23-01-1951	1	1	0	0



Mr	Swapan Kumar Chakraborty	ACKPC0554H	00458410	Non-Executive, Independent	28.02.2018	46 months	19-05-1950	1	1	2	1
Mr	Debasis Sircar	AQIPS4216N	09020911	Executive Director	30.01.2021		14-05-1968	1	0	0	0
Mr	Sudipta Kumar Mukherjee	AMCPM4758R	09022104	Non-Executive, Independent	30.01.2021	11months	27-05-1960	1	1	2	1
Mr	Ranjit Kumar Mondal	AIEPM4449D	06430495	Additional Director, Non-Executive, Independent	14.08.2021	4 months	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. Mr Vijay Mehta resigned as Independent Director on 14-08-2021.

## 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 Committee	Yes	1. Sudipta Kumar Mukherjee	Non-Executive Independent, Chairman	03.03.2021	
		2. Swapan Chakraborty	Non-Executive Independent	16.04.2018	
		3. Uday Narayan Singh	Executive & CFO	16.04.2018	
2. Nomination and Remuneration Committee	Yes	1. Sanghamitra Mukherjee	Non-Executive Independent, Chairperson	16.04.2018	
		2. Aparesh Nandi	Non-Executive	16.04.2018	
		3. Ranajit Kumar Mondal	Non-Executive Independent	14.08.2021	
4. Stakeholders' Relationship & Investor Grievance Committee	Yes	1. Swapan Chakraborty	Non-Executive Independent, Chairman	16.04.2018	
		2. Jayanta Kumar Ghosh	Executive & Managing Director	16.04.2018	
		3. Sudipta Kumar Mukherjee	Non-Executive Independent	14.08.2021	
5. Corporate Social Responsibility	Yes	1. Swapan Chakraborty	Non-Executive Independent, Chairman	16.04.2018	
		2. Sanghamitra Mukherjee	Non-Executive Independent	14.08.2021	
		3. Aparesh Nandi	Non-Executive	16.04.2018	



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)
14.08.2021	13.11.2021	Yes	8	4	90 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)
14.08.2021	13.11.2021	Yes	3	2	90 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
<p><b>Note</b></p> <p>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.</p> <p>If status is "No" details of non-compliance may be given here.</p>		
VI. Affirmations		
Sr.	Subject	Compliance
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	YES
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	YES
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	YES
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	YES
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	NA



6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	YES
7	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.	YES
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	YES
9	Any comments/observations/advice of Board of Directors may be mentioned here:	NA

#### 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

Ms Devshree Sinha, Company Secretary



DATED:- 14.01.2022