

Corporate Governance Report

1. Name of the entity: BCPL Railway Infrastructure Limited
2. Period : from 1.01.2022 to 31.03.2022

1. 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 Director-ship 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	Debasis Sircar	AQIPs4216N	09020911	Executive	30.01.2021		14-05-1968	1	0	0	0



Dr (Mrs)	Sanghamitra Mukherjee	AENPM2410F	07203827	Non-Executive, Independent, Lady	28.02.2018	49 months	23-01-1951	1	1	0	0
Mr	Swapan Kumar Chakraborty	ACKPC0554H	00458410	Non-Executive, Independent	28.02.2018	49 months	19-05-1950	1	1	2	1
Mr	Sudipta Kumar Mukherjee	AMCPM4758R	09022104	Non-Executive, Independent	30.01.2021	14 months	27-05-1960	1	1	2	1
Mr	Ranjit Kumar Mondal	AIEPM4449D	06430495	Additional Director, Non-Executive, Independent	14.08.2021	7 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

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)
13.11.2021	17.01.2022	Yes	8	4	64 days
	12.02.2022	Yes	8	4	25 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)
13.11.2021	12.02.2022	Yes	3	2	90 days

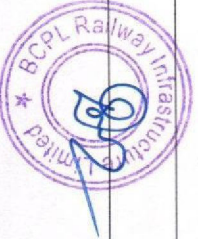
*This information is mandatorily to be given for Audit Committee, for rest of the committees giving this information is optional.

*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>Note</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>	

<p>VI. Affirmations</p> <p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination & Remuneration Committee</p> <p>c. Stakeholders Relationship Committee</p> <p>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.</p> <p>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.</p> <p>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</p> <p>Name & Designation</p> <p> Ms. Devshree Sinha, Company Secretary</p>

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	http://bcril.com/index
b) Terms and conditions of appointment of independent directors	Yes	http://bcril.com/policies
c) Composition of various committees of board of directors	Yes	http://bcril.com/committee
d) Code of conduct of board of directors and senior management personnel	Yes	http://bcril.com/policies
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	http://bcril.com/policies
f) Criteria of making payments to non-executive directors	Yes	http://bcril.com/policies
g) Policy on dealing with related party transactions	Yes	http://bcril.com/policies
h) Policy for determining 'material' subsidiaries	Yes	http://bcril.com/policies
i) Details of familiarization programmes imparted to independent directors	Yes	http://bcril.com/compliance
j) Email address for grievance redressal and other relevant details	Yes	http://bcril.com/rta
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	http://bcril.com/rta



l) Financial results	Yes	http://bcril.com/qtrreport
m) Shareholding pattern	Yes	http://bcril.com/sharepat
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	http://bcril.com/index
q) Advertisements as per regulation 47 (1)	Yes	http://bcril.com/compliance
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	http://bcril.com/compliance
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	http://bcril.com/policies
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)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
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>Note</p> <p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.</p> <p>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. - Yes</p>		



Devshree Sinha
Company Secretary & Compliance Officer