

Corporate Governance Report

Name of the entity: BCPL Railway Infrastructure Limited (Scrip code: 542057)
 Period : from 1.01.2023 to 31.03.2023

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson Yes

Is there any change in information of board of directors compare to previous quarter

Whether Chairperson is related to MD or CEO No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr	APARESH NANDI	ACUPN1297N	00722439	Non-Executive - Non Independent Director	Chairperson		07-07-1963	No				Active	NA	14-08-2020	08-08-2022			1	0	0	0	
2	Mr	JAYANTA KUMAR GHOSH	ADPPG0794F	00722445	Executive Director	Not Applicable	MD	07-01-1964	No				Active	NA	16-04-2018	16-04-2018			1	0	1	0	
3	Mr	UDAY NARAYAN SINGH	ALCPS0243E	00722449	Executive Director	Not Applicable		01-02-1959	No				Active	NA	16-04-2018	16-04-2018			1	0	1	0	
4	Mr	DEBASIS SIRCAR	AQIPS4216N	09020911	Executive Director	Not Applicable		14-05-1968	No				Active	NA	31-01-2021	31-03-2023			1	0	0	0	
5	Mrs	SANGHAMITRA MUKHERJEE	AENPM2410F	07203827	Non-Executive - Independent Director	Not Applicable		23-01-1951	No				Active	NA	28-02-2018	31-03-2023		60	1	1	0	0	
6	Mr	SWAPAN KUMAR CHAKRABORTY	ACKPC0554H	00458410	Non-Executive - Independent Director	Not Applicable		19-05-1950	No				Active	NA	28-02-2018	31-03-2023		60	1	1	2	1	
7	Mr	SUDIPTA KUMAR MUKHERJEE	AMCPM4758R	09022104	Non-Executive - Independent Director	Not Applicable		27-05-1960	No				Active	NA	31-01-2021	31-01-2021		26	1	1	3	1	
8	Mr	RANAJIT KUMAR MONDAL	AIEPM4449D	06430495	Non-Executive - Independent Director	Not Applicable		25-04-1960	No				Active	NA	14-08-2021	14-08-2021		19.18	1	1	0	0	



Annexure 1**II. Composition of Committees**

Disclosure of notes on composition of committees explanatory

Whether the Audit Committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09022104	SUDIPTA KUMAR MUKHERJEE	Non-Executive - Independent Director	Chairperson	03-03-2021		
2	00458410	SWAPAN KUMAR CHAKRABORTY	Non-Executive - Independent Director	Member	16-04-2018		
3	00722449	UDAY NARAYAN SINGH	Executive Director	Member	16-04-2018		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07203827	SANGHAMITRA MUKHERJEE	Non-Executive - Independent Director	Chairperson	16-04-2018		
2	00722439	APARESH NANDI	Non-Executive - Non Independent Director	Member	16-04-2018		
3	06430495	RANAJIT KUMAR MONDAL	Non-Executive - Independent Director	Member	14-08-2021		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00458410	SWAPAN KUMAR CHAKRABORTY	Non-Executive - Independent Director	Chairperson	16-04-2018		
2	00722445	JAYANTA KUMAR GHOSH	Executive Director	Member	16-04-2018		
3	09022104	SUDIPTA KUMAR MUKHERJEE	Non-Executive - Independent Director	Member	14-08-2021		

Risk Management Committee - Not Applicable

Whether the Risk Management Committee has a Regular Chairperson

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1							
2							

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00458410	SWAPAN KUMAR CHAKRABORTY	Non-Executive - Independent Director	Chairperson	16-04-2018		
2	07203827	SANGHAMITRA MUKHERJEE	Non-Executive - Independent Director	Member	14-08-2021		
3	00722439	APARESH NANDI	Non-Executive - Non Independent Director	Member	16-04-2018		

Other Committee - Not Applicable

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						



Annexure 1**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	10-11-2022			Yes	8	8	4
2	13-02-2023	94		Yes	8	8	4
3	31-03-2023	45		Yes	8	8	4

Annexure 1**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	10-11-2022				Yes	3	3	2	2
2	Audit Committee	13-02-2023	94			Yes	3	3	2	2



Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions

Disclosure of notes of material transaction with related party



Annexure II

Annexure II 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				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://bcril.com/index.php
2	Terms and conditions of appointment of independent directors	Yes		http://bcril.com/policies.php
3	Composition of various committees of board of directors	Yes		http://bcril.com/committee.php
4	Code of conduct of board of directors and senior management personnel	Yes		http://bcril.com/policies.php
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://bcril.com/policies.php
6	Criteria of making payments to non-executive directors	Yes		http://bcril.com/policies.php
7	Policy on dealing with related party transactions	Yes		http://bcril.com/policies.php
8	Policy for determining 'material' subsidiaries	Yes		http://bcril.com/policies.php
9	Details of familiarization programmes imparted to independent directors	Yes		http://bcril.com/compliance.php
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://bcril.com/rta.php
11	email address for grievance redressal and other relevant details	Yes		http://bcril.com/rta.php
12	Financial results	Yes		http://bcril.com/qtrreport.php
13	Shareholding pattern	Yes		https://bcril.com/sharepat.php
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	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		
16	New name and the old name of the listed entity	Yes		http://bcril.com/index.php
17	Advertisements as per regulation 47 (1)	Yes		http://bcril.com/compliance.php
18	Credit rating or revision in credit rating obtained	Yes		http://bcril.com/compliance.php
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://bcril.com/annualreport.php
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		http://bcril.com/compliance.php
21	Materiality Policy as per Regulation 30	Yes		http://bcril.com/policies.php
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		http://bcril.com/compliance.php
24	Disclosure of notes on website in terms of Listing Regulations explanatory	Yes		

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
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	
a.	Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.	
b.	Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.	
c.	Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.	
d.	Risk management committee (applicable to the top 1000 listed entities)	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

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	



17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism		22	Yes
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Any other information to be provided

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

Any other information to be provided



Annexure II

1	Name of signatory	Devshree Sinha
2	Designation	Company Secretary and Compliance Officer
	Place	Kolkata
	Date	21-04-2023

Additional Half yearly Disclosure

Applicability of disclosure

Applicable

Reason for Non Applicability

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below

The Figure should be mentioned in Actual INR only

(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by


Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	corporate guarantee	488000000	287066532
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

(D) Additional Information

II. Affirmations

Affirmations	Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes complied
	 BCPL Railway Infrastructure Limited Executive Director & CFO	
Name	UDAY NARAYAN SINGH	
Designation	CFO	
Place	KOLKATA	
Date	21-04-2023	

