

**Corporate Governance Report**

Name of the entity: BCPL Railway Infrastructure Limited (Scrip code: 542057)

Period : from 1.04.2023 to 30.06.2023

**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	16-04-2023			1	0	1	0
3	Mr	UDAY NARAYAN SINGH	ALCPS0243E	00722449	Executive Director	Not Applicable		01-02-1959	No				Active	NA		16-04-2018	16-04-2023			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		64	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		64	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		29	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		22.18	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	13-02-2023			Yes	8	8	4
2	31-03-2023	45		Yes	8	8	4
3	30-05-2023	59		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	13-02-2023				Yes	3	3	2	2
2	Audit Committee	30-05-2023	105			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

**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



Signatory Details	
1	Name of signatory
2	Designation of person
3	Place
4	Date

Devshree Sinha

Company Secretary and Compliance Officer

Kolkata

10-07-2023