Corporate Governance Report

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

Period : from 1.07.2024 to 30.09.2024

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 No

Whether Chairperson is related to MD or CEO

		-																					
																					No of		No of post of
																				No of			Chairperson
																				Directorshi	-	ps in Audit/	
																						Stakeholder	
														Whether						entities	in listed	Committee	
														special						including	entities	., 5	held in listed
														resolution						this listed	including		entities
										o				passed?						entity	this listed	entity	including
									Whethe		End			[Refer					-	(Refer	entity	(Refer	this listed
									r the			Detail		Reg.					Tenure	Regulation		Regulation	entity (Refer
	T						Categor		director		-	s of		17(1A) of		Initial Date		Date	of	17A of	Regulation		Regulation
	Title					0-1	y 3 of			disqua				5	Passa g		Date of Re-		director	5	17A(1) of		26(1) of
C	· ·	Name of the	DAN	DIN		Category 2 of	directo							Regulatio	•	appointmen			`	5	Listing	Regulations	Ŭ,
21	Ms)	Director	PAN	DIN	Category 1 of directors	directors	15	Date of Birth	led?	on	on	tion	status	ns]	resolution	ι	l	on	months)	5)	Regulations)	Regulations)
	1	APARESH NANDI		00722420	Non-Executive - Non Independent Director	Chairmaraan		07 07 10/2	No				Activo			00 10 1005	2/ 07 2022			-	0	1	0
	1 Mr	JAYANTA KUMAR	ACUPN1297N	00722439	independent Director	Chairperson		07-07-1963	No				Active	NA		08-12-1995	26-07-2023			2	0	1	0
	2 Mr	-	ADPPG0794F	00722445	Executive Director	Not Applicable	МП	07-01-1964	No				Active	NA		26-11-2001	16-04-2023			2	0	1	0
-	2 111	UDAY NARAYAN	ADFF007941	00722443	Executive Director	NOT Applicable	IVID	07-01-1904	NU				Active	NA		20-11-2001	10-04-2023			2	0	1	0
	3 Mr		ALCPS0243E	00722440	Executive Director	Not Applicable		01-02-1959	No				Active	NA		10-06-2008	16-04-2023			2	0	2	0
	• • • • •				Executive Director	Not Applicable			No					NA			31-03-2023			1	0	0	0
		SANGHAMITRA			Non-Executive -	notrippilouble							/101110			01 01 2021	01 00 2020						
			AENPM2410F	07203827	Independent Director	Not Applicable		23-01-1951	No				Active	Yes	26-09-2024	28-02-2018	31-03-2023		79	2	2	1	0
		SWAPAN KUMAR			Non-Executive -																		
	6 Mr	CHAKRABORTY	ACKPC0554H	00458410	Independent Director	Not Applicable		19-05-1950	No				Active	Yes	26-09-2024	28-02-2018	31-03-2023		79	1	1	2	1
		SUDIPTA KUMAR			Non-Executive -																		
	7 Mr	MUKHERJEE	AMCPM4758R	09022104	Independent Director	Not Applicable		27-05-1960	No				Active	NA		31-01-2021	31-01-2021		44	2	2	4	2
		RANAJIT KUMAR			Non-Executive -																		
	8 Mr	MONDAL	AIEPM4449D	06430495	Independent Director	Not Applicable		25-04-1960	No				Active	NA		14-08-2021	14-08-2021		37.18	2	2	1	1



Annexure 1 II. Composition of Committees Disclosure of notes on composition of committees explanatory

Whe	ther the Audit	Committee has a Regular Chairpers	on		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	2 00458410	SWAPAN KUMAR CHAKRABORTY	Non-Executive - Independent Director	Member	16-04-2018		
3	3 00722449	UDAY NARAYAN SINGH	Executive Director	Member	16-04-2018		

Nomination and remuneration committee

Whe	ther the Nomir	nation and remuneration committee	e 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

Wh	neth	ner the Stakeh	olders Relationship Committee has	a Regular Chairperson		Yes		
Sr	I	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	2						

Corporate Social Responsibility Committee

١	Nhet	her the Corpo	rate Social Responsibility Committe	e has a Regular Chairperson		Yes		
S	Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
Γ	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		
Γ	3	00722439	APARESH NANDI	Non-Executive - Non Independent Director	Member	16-04-2018		

Other Committee - Not Applicable

Sr	DI	IN 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

						Number of		
						Directors present*	No. of	
	Date(s) of meeting (Enter	Maximum gap		Whether	Total Number	(All directors	Independent	
	dates of Previous quarter	between any two		requirement	of Directors as	including	Directors	
	and Current quarter in	consecutive (in	Notes for not	of Quorum	on date of the	Independent	attending the	
Sr	chronological order)	number of days)	providing Date	met (Yes/No)	meeting	Director)	meeting*	
1	28-05-2024			Yes	8	8		4
2	12-08-2024	75		Yes	8	8		4

Annexure 1

IV. Meeting of Committees Disclosure of notes on meeting of committees explanatory

		Date(s) of meeting	Maximum gap							
			between any				Total Number of	Number of Directors	No. of	No. of members
		Previous quarter	two			Whether	Directors in the	Present (All	Independent	attending the
		and Current quarter	consecutive (in			requirement of	Committee as on	Directors including	Directors	meeting (other
		in chronological	number of	Name of other	Reson for not	Quorum met	date of the	Independent	attending the	than Board of
Sr	Name of Committee	order)	days)	committee	providing date	(Yes/No)	meeting	Director)	meeting*	Directors)
1	Audit Committee	28-05-2024				Yes	3	3	2	4
2	Audit Committee	12-08-2024	75			Yes	3	3	2	4
	Stakeholders Relationship									
3	Committee	28-05-2024				Yes	3	3	2	2
	Stakeholders Relationship									
4	Committee	12-08-2024	75			Yes	3	3	2	2
	Nomination and									
5	Remuneration Committee	28-05-2024				Yes	3	3	2	2
	Nomination and									
6	Remuneration Committee	12-08-2024	75			Yes	3	3	2	2



Details of Cyber security incidence

Whether a	s per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches		
or loss of o	lata or documents during the quarter	No	
Other deta	ils of cyber security incidence or breaches or loss of data event		
Number of	f cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the ev	/ent

Annexure 1

V. Related Party Transactions

		Compliance status	If status is "No" details of non-
Sr	Subject	(Yes/No/NA)	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

		Compliance status	
Sr	Subject	(Yes/No)	
	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements)		
	1 Regulations, 2015	Yes	
	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure		
	requirements) Regulations, 2015		
	2 a. Audit Committee	Yes	
	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure		
	requirements) Regulations, 2015.		
	3 b. Nomination & remuneration committee	Yes	
	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure		
	requirements) Regulations, 2015.		
	4 c. Stakeholders relationship committee	Yes	
	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure		
	requirements) Regulations, 2015.		
	5 d. Risk management committee (applicable to the top 1000 listed entities)	NA	
	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI		
	6 (Listing obligations and disclosure requirements) Regulations, 2015.	Yes	
	The meetings of the board of directors and the above committees have been conducted in the manner as		Railway
	7 specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes	131 9
	8 This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes	10×C
	9 Any comments/observations/advice of Board of Directors may be mentioned here:	NA	Selim

Signatory Details	
1 Name of signatory	Devshree Sinha
2 Designation of person	Company Secretary and Compliance Officer
3 Place	Kolkata
4 Date	09-10-2024

Annexure III

				Compliance	If status is "No" details
			Regulation	status	of non-compliance ma
r		Particulars	Number	(Yes/No/NA)	be given here.
		Copy of the annual report including balance sheet, profit and loss account,			
		directors report, corporate governance report, business responsibility report			
	1	displayed on website	46(2)	Yes	
	2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
		Presence of Chairperson of the nomination and remuneration committee at			
	3	the annual general meeting	19(3)	Yes	
		Presence of Chairperson of the Stakeholder Relationship committee at the			
	4	annual general meeting	20(3)	Yes	
		Disclosure of the Secretarial Audit Report of the listed entity and the material			
	5	subsidiaries in the Annual Report	24A(1)	Yes	
	6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
			34(3) read with		
		Whether "Corporate Governance Report" disclosed in Annual	para C of		
	7	Report	Schedule V	Yes	
		Any other information to be provided		NA	

Annexure III		
1	Name of signatory	Devshree Sinha
2	Designation of person	Company Secretary and Compliance Officer



Applicability Applicable Applicability Applicability L03sclosure of Loars/ guarantees/comfort letters /securities etc.refer note below The Figure should be mentioned in Actual INR only Apgregate amount advanced during six Balance outstanding at the end of six months months Promoter or any other entity controlled by them 0 Constraint 0 Other or any other entity controlled by them 0 Constraint 0 Constratity controlled by t	Additional Half yearly D	isclosure		1	
Libicours of Loars/ guarantees/confort. letters / securities etc.refer note below (A)Ary lasa or any other form of debt advanced by the listed entity directly or indirectly to advanced during six and the end of six months The Figure should be mentioned in Actual INR only Aggregate amount advanced during six months Entity months Balance outstanding at the end of six months Promoter or any other entity controlled by them 0 0 Directors (including relatives) 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 entity confort letter etc.) Balance outstanding at the end of six months(Sking Into account any invocation) Promoter or any other entity controlled by them 0 0 0 Promoter or any other entity controlled by them 0 0 0 Promoter or any other entity controlled by them 0 0 0 Promoter or any other entity controlled by them 0 0 0 0 Directors (including relatives) or any other entity controlled by them 0 0 0 0 Corporate guarantee Vipe of security (cash, shares ct.) 0 0 0 0 0 0 0 0 0	Applicability of disclosure	Applicable		†	
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to	Reason for Non Applicability			1	
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to	I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below		The Figure should be mentioned in Actual INR only	1	
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Designation CFO Place Kolkata	the economic interest of the company.		Yes		
Designation CFO Place Kolkata	Name	Uday Narayan Singh		<u> </u>	
	Designation			1	
Date 09-10-2024	Place	Kolkata		Ţ	
	Date	09-10-2024		Ţ	

	Signatory Details	
1	Name of signatory	Devshree Sinha
2	Designation of person	Company Secretary
3	Place	Kolkata
4	Date	09-10-2024

