

Corporate Governance Report

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

Period : from 1.01.2024 to 31.03.2024

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

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	26-07-2023			1	0	1	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		73	1	1	1	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		73	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		38	1	1	3	2
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		31.18	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	25-10-2023			Yes	8	8	4
2	14-11-2023	19		Yes	8	8	4
3	10-02-2024	87		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	14-11-2023				Yes	3	3	2	2
2	Audit Committee	10-02-2024	87			Yes	3	3	2	3
3	Nomination and Remuneration Committee	14-11-2023				Yes	3	3	2	0
4	Nomination and Remuneration Committee	10-02-2024	87			Yes	3	3	2	0
5	Stakeholders Relationship and Investor Grievance Committee	14-11-2023				Yes	3	3	2	0
6	Stakeholders Relationship and Investor Grievance Committee	10-02-2024	87			Yes	3	3	2	0
7	Corporate Social Responsibility Committee	10-02-2024				Yes	3	3	2	0
8	Other Committee	30-03-2024		Independent Directors Meeting		Yes	4	4	4	0

Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Other details of cyber security incidence or breaches or loss of data event	-
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	-
Sr. Date of the event	Brief details of the event

Annexure 1

V. Related Party Transactions		
Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
Sr.1. Whether prior approval of audit committee obtained	Yes	-
Sr.2. Whether shareholder approval obtained for material RPT	Yes	-
Sr.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 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

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	Email address for grievance redressal and other relevant details	Yes	http://bcril.com/rta.php
11	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
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	-
15.1	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	-
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	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	Secretarial Compliance Report	Yes	http://bcril.com/compliance.php
21	Materiality Policy as per Regulation 30 (4)	Yes	http://bcril.com/policies.php
22	Disclosure of contact details of KMP who are authorised for the purpose of determining materiality as required under regulation 30(5)	Yes	http://bcril.com/rta.php
23	Disclosure under Regulation 30(8)	Yes	http://bcril.com/compliance.php
24	Statement of deviation(s) or variation(s) as specified in regulation 32	NA	-
25	Dividend Distribution policy as per Regulation 43A (as applicable)	NA	-
26	Annual Return as provided under section 92 of the Companies Act, 2013	Yes	http://bcril.com/compliance.php
27	Confirmation that the above disclosures are in a separate section as specified in Regulation 46(2)	Yes	http://bcril.com/compliance.php
28	Compliance with Regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	http://bcril.com/compliance.php
29	Disclosure of notes on website in terms of Listing Regulations explanatory	Yes	-



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	Role of the Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of the Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of the Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of the Risk Management Committee	21(3B)	NA	
28	Gap between the meetings of Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors & Officers Insurance	25(10)	NA	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect to Key managerial personnel	26(1) & 26A(2)	Yes	

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

Annexure II

1	Name of signatory	Devshree Sinha
2	Designation	Company Secretary and Compliance Officer
	Place	Kolkata
	Date	20-04-2024



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	829900000	389065690
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	20-04-2024	