



Yarrow Infrastructure Private Limited
CIN: U70200DL2010PTC206346

Registered Office:
M-18, Diwan House,
Ajay Enclave,
New Delhi-110018
Email: corp.secretarial@sembcorp.com
Website: www.sembcorpindia.com/yarrow.html

Date: July 17, 2023

**The Manager-Debt Listing
BSE Limited**

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.

Sub.: Quarterly Compliance Report on Corporate Governance

Reference:

- 1. Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**
- 2. SEBI Circular bearing reference no. SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/ 0000000103 dated July 29, 2022, read with BSE Circular 20220107-16 dated January 7, 2022**
- 3. Yarrow Infrastructure Private Limited -Scrip Code: 973289; ISIN – INE001W07011**

Dear Sir / Madam,

Pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and SEBI Circular bearing reference no. SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103 dated July 29, 2022, read with BSE Circular 20220107-16 dated January 7, 2022, we hereby submit the Compliance Report on Corporate Governance for Yarrow Infrastructure Private Limited (“Company”) for the quarter ended **June 30, 2023**.

Please take the above on record.

Thanking you,

For Yarrow Infrastructure Private Limited

**Narendra Ande
Company Secretary & Compliance Officer**

Encl: Annexure 1

CC:

Axis Trustee Services Limited

The Ruby, 2nd Floor, SW, 29 Senapati
Bapat Marg, Dadar West, Mumbai - 400 028



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ANNEXURE I

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the listed entity: Yarrow Infrastructure Private Limited

Quarter ending: June 30, 2023

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PAN (1) DIN	Category (Chairperson /Executive/ Non-Executive/ independent / & Nominee) (2)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (3)	Date of Birth	No. Of directors hip in listed entities including this listed entity	No of Independent Director s hip in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity	No of post of Chairpers on in Audit/ Stakeholder Committ ee held in listed entities including this listed entity
									[in reference to Regulation 17A(1)]	[in reference to proviso to regulation 17A(1)]	(Refer Regulation 26(1) of Listing Regulations)	(Refer Regulation 26(1) of Listing Regulations)
Mr.	Mahendra Gottipati	09824710	Chairperson-Executive Director	10-01-2023	-	-	-	07-07-1980	NIL	NIL	1	NIL
Mr.	Manoj Kumar Tyagi	10083321	Non-Executive - Non Independent Director	24-03-2023	-	-	-	24-07-1971	NIL	NIL	1	1
Ms.	Yap Siew Leng	09532951	Non-Executive – Non Independent Director	24-03-2023	-	-	-	30-10-1973	NIL	NIL	1	NIL
Mr.	Suresh Sachdev	00015204	Independent Director	24-03-2023	-	-	5 Years	12-07-1951	NIL	NIL	6	2
Mr.	Sunil Pant	07068748	Independent Director	24-03-2023	-	-	5 Years	19-12-1953	NIL	NIL	6	NIL
Mr.	Bishwanath Shukla	02257584	Independent Director	24-03-2023	-	-	5 Years	06-11-1954	NIL	NIL	5	NIL
Whether Regular chairperson appointed									Yes			
Whether Chairperson is related to managing director or CEO									No			
Notes:												
(1) In terms of the SEBI Circular SEBI/HO/CFD/CMD-2/P/CIR/2021/567, PAN of any director would not be displayed on the stock exchange website. Hence, details w.r.t. PAN of the Directors have not been included in this Report												
(2) Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen												
(3) To be filled only for independent director. Tenure would mean total period from which Independent Director is serving on Board of the Company in continuity without any cooling off period.												



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II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non Executive/independent/ Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Suresh Sachdev	Chairperson-Independent	24-03-2023	-
		Mr. Sunil Pant	Member- Independent	24-03-2023	-
		Mr. Mahendra Gottipati	Executive - Non Independent Director	24-03-2023	-
2. Nomination & Remuneration Committee	Yes	Mr. Suresh Sachdev	Chairperson-Independent	24-03-2023	-
		Mr. Sunil Pant	Member- Independent	24-03-2023	-
		Mr. Manoj Kumar Tyagi	Non-Executive - Non Independent Director	24-03-2023	-
3. Risk Management Committee	Yes	Mr. Manoj Kumar Tyagi	Chairperson- Non-Executive - Non Independent Director	24-03-2023	-
		Mr. Sunil Pant	Member- Independent	24-03-2023	-
		Mr. Shashidhar Srirambhatla	Member	24-03-2023	-
4. Stakeholders Relationship Committee'	Yes	Mr. Manoj Kumar Tyagi	Chairperson- Non-Executive - Non Independent Director	24-03-2023	-
		Mr. Sunil Pant	Member- Independent	24-03-2023	-
		Ms. Yap Siew Leng	Member- Non-Executive - Non Independent Director	24-03-2023	-

Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met* Yes / No	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
10-01-2023		Yes			
11-01-2023		Yes			
25-01-2023		Yes		-	
10-02-2023		Yes		-	
20-02-2023		Yes		-	
24-03-2023		Yes		-	
	11-05-2023	Yes	2	-	48
	19-05-2023	Yes	3	2	8
	26-06-2023	Yes	5	3	38

* (1) In terms of the SEBI Circular SEBI/HO/CFD/CMD-2/P/CIR/2021/567, this information is filled in only for the current quarter meetings.



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IV. Meetings of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	Yes / No				
19.05.2023	Yes	2	1	-	-
* This information has to mandatorily be given for audit committee, for rest of the committees giving this information is optional **to be filled in only for the current quarter meetings					

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	NA
Note:	
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.	
2 If status is "No" details of non-compliance may be given here.	

VI. Affirmations	
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
b. Nomination & Remuneration Committee	Yes
c. Stakeholders Relationship Committee	Yes
d. Risk management committee (as applicable)	Yes
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.	Yes
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.	1. Yes (in reference to Board Meetings and Audit Committee Meetings) 2. Audit Committee meeting was held during the quarter ended June 30, 2023.
5. (a) This report has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.	No. This Report for the quarter ended June 30, 2023 shall be placed before the Board at the ensuing Board meeting.
(b) 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. The Report for the quarter ended March 31, 2023 was placed before the Board at its meeting held on May 19, 2023 for its noting. The Board had no comments/observations/advice on the Report.



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For Yarrow Infrastructure Private Limited

Narendra Ande
Company Secretary and Compliance
Officer Date: 17/07/2023