

**Date: 20<sup>th</sup> July 2022**

**The Manager-Debt Listing**

**BSE Limited**

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

**Reference: Yarrow Infrastructure Private Limited -Scrip Code: 973289;  
ISIN – INE001W07011**

**Sub.: Quarterly Compliance Report on Corporate Governance under Regulation 27(2) of  
the Securities and Exchange Board of India (Listing Obligations and Disclosure  
Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

Dear Sir / Madam,

Pursuant to Regulation 27(2) of the SEBI Listing Regulations, we hereby submit the Compliance Report on Corporate Governance, in the format prescribed by the SEBI, for the quarter ended June 30, 2022.

Kindly take the record of the same.

Thanking you,  
Yours faithfully,

**For Yarrow Infrastructure Private Limited**



**Poonam Venkatanarayanan  
Company Secretary & Compliance Officer**

**Encl: Annexure**

**CC:**

**Axis Trustee Services Limited**

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

ANNEXURE I  
QUARTERLY REPORT ON CORPORATE GOVERNANCE

Name of the listed entity: Yarrow Infrastructure Private Limited  
Quarter ending: June 30, 2022

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 directorship in listed entities including this listed entity  <i>[in reference to Regulation 17A(1)]</i>	No of Independent Directors in listed entities including this listed entity  <i>[in reference to provision 17A(1)]</i>	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity  <i>(Refer Regulation 26(1) of Listing Regulations)</i>	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  <i>(Refer Regulation 26(1) of Listing Regulations)</i>
Mr.	Abhishek Goel	05278410	Non-Executive - Non Independent Director	07-11-2019	-		-	19-10-1978	6	0	0	0
Mr.	Sameer Mathur	06642754	Non-Executive - Non Independent Director	07-11-2019	-		-	12-06-1970	6	0	0	0
Mr.	Thirunelloy Chellappa Pattabiman	07086771	Non-Executive - Non Independent Director	07-11-2019	-		-	08-06-1972	6	0	0	0
Mr.	Sivaramakishnan Vijayaraghvan	08591106	Non-Executive - Non Independent Director	07-11-2019	-		-	07-06-1983	6	0	0	0
Whether Regular chairperson appointed						No						
Whether Chairperson is related to managing director or CEO						No						
Notes:												
(1) PAN of any director would not be displayed on the website of Stock Exchange												
(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 directors of the listed entity in continuity without any cooling off period.												
(4) to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.												
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						The Company has listed its Non-Convertible Debentures effective from 6th July 2021 with BSE Limited. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021, since September 07, 2021 provisions (Reg. 16 to 27) of SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") is made applicable to Yarrow Infrastructure Private Limited (High Value Debt Listed Entity). As per provisions of Regulation 15 (1A) of SEBI LODR, regulation 16 to 27 shall be applicable to High Value Debt Listed entity on a comply and explain' basis until March 31, 2023 and on mandatory basis thereafter. The provisions of SEBI LODR relating to composition, constitution of Audit committee, Nomination and Remuneration Committee, Risk Management Committee and Stakeholder's Relationship Committee have been made applicable to the Company. Accordingly, the Company is in the process of compliance with the above-mentioned regulation, in due course, within specified timelines.						
2. Nomination & Remuneration Committee												
3. Risk Management Committee(if applicable)												
4. Stakeholders Relationship Committee'												
&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)							
10-02-2022	22-04-2022	Yes	4	-	22							
14-03-2022	30-05-2022	Yes	4	-	37							
30-03-2022												
* to be filled in only for the current quarter meetings												

