

Date: 20th October 2022**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/2022/000000103 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/2022/000000103 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 September 30, 2022.

Please take the above on record.

Thanking you,
Yours faithfully,**For Yarrow Infrastructure Private Limited**

POONAM VENKATANARAYANAN
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Digitally signed by
POONAM
VENKATANARAYANAN
Date: 2022.10.20
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Poonam Venkatanarayanan
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

ANNEXURE I
QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the listed entity: Yarrow Infrastructure Private Limited

Quarter ending: September 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 (s)	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 proviso to regulation 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 Pattabirman	07086771	Non-Executive - Non Independent Director	07-11-2019	-	-	-	08-06-1972	6	0	0	0
Mr.	Sivaramakishnan Vijayaraghavan	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) 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) In terms of the SEBI Circular SEBI/HO/CFD/CMD-2/P/CIR/2021/567, Tenure is provided only of Independent Directors and reflects total period from which Independent Director is serving on Board of the Company in continuity without any cooling off period, upto March 31, 2022												

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)
22-04-2022		Yes	NA	-	37
30-05-2022	12-08-2022	Yes	3	-	73

* (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.

