

Solapur Yedeshi Tollway Limited

Corporate Office :

3rd Floor, IRB Complex, Chandivali Farm, Chandivali Village, Andheri (E), Mumbai - 400 072.
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CIN : U45400MH2014PLC251983



Date: July 21, 2023

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001

Dear Sir/Madam,

Security Code: 974215 & 974289

Subject: Quarterly Compliance Report on Corporate Governance pursuant to Regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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 Solapur Yedeshi Tollway Limited ("Company") for the quarter ended June 30, 2023.

The same is also available on the website of the Company i.e. www.irbinfratrust.co.in

Request you to take the above on record.

Thanking you,

Yours Faithfully,
For Solapur Yedeshi Tollway Limited

Shilpa Todankar
Director

Encl: As above

Quarterly Compliance Report on Corporate Governance

(Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of Listed Entity: Solapur Yedeshi Tollway Limited

Quarter ending: June 30, 2023

I. Composition of Board of Directors

| Title (Mr./ Ms.) | Name of the Director | PAN* & DIN | Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) | Initial Date of Appointment | Date of Re-appointment | Date of Cessation | Tenure (in months) | Date of Birth | No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]** | No. of Independent Directorship in listed entities including this listed entity [in reference to provision to regulation 17A(1)**] | 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] |
|--|----------------------------------|------------|--|-----------------------------|------------------------|-------------------|--------------------|---------------|---|--|--|---|
| Ms. | Shilpa Chandrashekhar Todankar | 08683910 | Non-Executive - Non Independent Director | 26-02-2020 | - | - | - | 13-01-1984 | Nil | Nil | 10 | Nil |
| Mr. | Abhay Prabhakar Phatak | 09519500 | Non-Executive - Non Independent Director | 09-03-2022 | - | - | - | 17-02-1972 | Nil | Nil | 3 | Nil |
| Mrs. | Ranjana Vinay Paranjape | 06646483 | Non-Executive - Independent Director | 06-10-2021 | 06-10-2021 | - | 20.25 | 14-10-1956 | Nil | Nil | 5 | 4 |
| Mr. | Chandrashekhar Shankarrao Kaptan | 01643564 | Non-Executive - Independent Director | 26-02-2020 | 26-02-2020 | - | 40.05 | 27-07-1952 | 1 | 1 | 10 | 1 |
| Whether regular Chairperson appointed: | | | No | | | | | | | | | |
| Whether Chairperson is related to Managing Director or CEO: | | | NA | | | | | | | | | |

*Since the PAN of the Directors would not be visible on the website and hence the details with respect to the PAN of the Director have not been included in this report.

** While calculating directorships in listed entities, only directorships in equity listed companies have been considered in accordance with the explanation provided under Regulation 17A of SEBI Listing Regulations

While calculating the committee membership/chairmanship of the Directors, the entity which are Public Limited Companies with High Value Debt Listed Entities had been considered, in the number of committee membership/chairmanship of Directors.

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 |
|---------------------------------------|---------------------------------------|--------------------------------------|---|---------------------|-------------------|
| Audit Committee | Yes | Mrs. Ranjana Vinay Paranjape | Chairperson, Non-Executive - Independent Director | 06-10-2021 | - |
| | | Mr. Chandrashekhar Shankarrao Kaptan | Non-Executive - Independent Director | 26-02-2020 | - |
| | | Ms. Shilpa Chandrashekhar Todankar | Non-Executive – Non-Independent Director | 09-03-2022 | - |
| Nomination and Remuneration Committee | Yes | Mrs. Ranjana Vinay Paranjape | Chairperson, Non-Executive - Independent Director | 06-10-2021 | - |
| | | Mr. Chandrashekhar Shankarrao Kaptan | Non-Executive - Independent Director | 26-02-2020 | - |
| | | Ms. Shilpa Chandrashekhar Todankar | Non-Executive – Non-Independent Director | 09-03-2022 | - |
| Risk Management Committee | Yes | Ms. Shilpa Chandrashekhar Todankar | Chairperson, Non-Executive – Non-Independent Director | 17-10-2022 | - |
| | | Mr. Abhay Prabhakar Phatak | Non-Executive – Non-Independent Director | 17-10-2022 | - |
| | | Mr. Chandrashekhar Shankarrao Kaptan | Non-Executive - Independent Director | 17-10-2022 | - |
| Stakeholders Relationship Committee | Yes | Mrs. Ranjana Vinay Paranjape | Chairperson, Non-Executive - Independent Director | 17-10-2022 | - |
| | | Mr. Abhay Prabhakar Phatak | Non-Executive – Non-Independent Director | 17-10-2022 | - |
| | | Ms. Shilpa Chandrashekhar Todankar | Non-Executive – Non-Independent Director | 17-10-2022 | - |

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 ⁽¹⁾ | Number of Directors present ⁽¹⁾ | Number of independent directors present ⁽¹⁾ | Maximum gap between any two consecutive meetings (in number of days) |
|---|---|--|--|--|--|
| 24-01-2023 | - | - | - | - | 53 |
| 20-03-2023 | - | - | - | - | 54 |
| 31-03-2023 | - | - | - | - | 10 |
| | 27-04-2023 | Yes | 4 | 2 | 26 |

Note:

(1) To be filled in only for the current quarter meetings.

IV. Meetings of Committees

A. Audit Committee

| Date(s) of meeting of the Committee in the relevant quarter | Whether requirement of Quorum met (details) ⁽¹⁾ | Number of Directors present ⁽¹⁾ | Number of independent directors present ⁽¹⁾ | Date(s) of meeting of the Committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days ⁽¹⁾ |
|---|--|--|--|---|---|
| | | | | 24-01-2023 | - |
| | | | | 20-03-2023 | - |
| 27-04-2023 | Yes | 3 | 2 | 31-03-2023 | 26 |

Note:

(1) To be filled in filled in only for the current quarter meetings.

B. Nomination and Remuneration Committee

| Date(s) of meeting of the Committee in the relevant quarter | Whether requirement of Quorum met (details) ⁽¹⁾ | Number of Directors present ⁽¹⁾ | Number of independent directors present ⁽¹⁾ | Date(s) of meeting of the Committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days ⁽¹⁾ |
|---|--|--|--|---|---|
| - | - | - | - | - | - |

Note:

(1) To be filled in only for the current quarter meetings.

C. Risk Management Committee

| Date(s) of meeting of the Committee in the relevant quarter | Whether requirement of Quorum met (details) ⁽¹⁾ | Number of Directors present ⁽¹⁾ | Number of independent directors present ⁽¹⁾ | Date(s) of meeting of the Committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days ⁽¹⁾ |
|---|--|--|--|---|---|
| - | - | - | - | 24-01-2023 | - |
| - | - | - | - | 31-03-2023 | - |

Note:

(1) To be filled in only for the current quarter meetings.

D. Stakeholders Relationship Committee

| Date(s) of meeting of the Committee in the relevant quarter | Whether requirement of Quorum met (details) ⁽¹⁾ | Number of Directors present ⁽¹⁾ | Number of independent directors present ⁽¹⁾ | Date(s) of meeting of the Committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days ⁽¹⁾ |
|---|--|--|--|---|---|
| - | - | - | - | 24-01-2023 | - |

Note:

(1) To be filled in only for the current quarter meetings.

V. Related Party Transactions

| Subject | Compliance status (Yes/No/NA) |
|--|-------------------------------|
| Whether prior approval of Audit Committee obtained | Yes |
| 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 | Yes |

VI. Affirmations

| | Affirmations | Compliance status (Yes/No/NA) [If status is “No”, reasons for non-compliance to be explained] |
|---|---|--|
| 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 and Remuneration Committee | Yes |
| | (c) Stakeholders' Relationship Committee | Yes |
| | (d) Risk Management Committee | 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. | Yes |
| 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 its 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. This Report for the quarter ended March 31, 2023 has been placed before the Board at its meeting held on April 27, 2023. There were no comments/observations/advice of the Board of Directors on this report. |

Yours Faithfully,

For **Solpaur Yedeshi Tollway Limited**

Shilpa Todankar
Director