

Solapur Yedeshi Tollway Limited

Corporate Office :

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CIN : U45400MH2014PLC251983



Date: April 21, 2025

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 Master Circular bearing reference no. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2024/48 dated May 21, 2024 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 March 31, 2025 as Annexure A.

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

Heta Solanki
Company Secretary and Compliance Officer

Encl: As above

Annexure A

Quarterly Compliance Report on Corporate Governance

(Pursuant to Regulation 62Q(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: March 31, 2025

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 Directors in listed entities including this listed entity [in reference to provision 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	1	Nil	10	Nil
Mr.	Abhay Prabhakar Phatak	09519500	Non-Executive - Non Independent Director	09-03-2022	-	-	-	17-02-1972	1	Nil	3	Nil
Mrs.	Ranjana Vinay Paranjape	06646483	Non-Executive - Independent Director	06-10-2021	06-10-2021	-	41.26	14-10-1956	0	Nil	5	4
Mr.	Chandrashekhar Shankarrao Kaptan	01643564	Non-Executive - Independent Director	26-02-2020	26-02-2025	-	61.06	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, directorships in equity listed companies and High Value Debt Listed Entities have been considered in accordance with the explanation provided under Regulation 17A of SEBI Listing Regulations.

Clarificatory Note: Prior to Amendment notification to SEBI (Listing Obligations and Disclosure Requirements) Regulations ("SEBI LODR") dated March 27, 2025, the Company was categorized as a High-Value Debt Listed Entity (HVDLE). Accordingly, Regulations 15 to 27 of the SEBI LODR were applicable to the Company on a "comply or explain" basis until March 31, 2025. SEBI vide its Notification dated March 27, 2025 amended the definition of HVDLE and introduced Chapter VA, prescribing Corporate Governance norms for HVDLE (entities with an outstanding principal amount

of ₹1,000 crore or more as on March 31, 2025), effective from April 1, 2025. As on March 31, 2025, the principal outstanding of the Company's listed debt securities is less than ₹1,000 Crore. Hence, with effect from April 1, 2025, the Company is no longer HVDLE and consequently the Corporate Governance Norms prescribed under Chapter VA are not applicable to the Company from Q1FY26 onwards.

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	-

II. 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)
19-10-2024	-	-	-	-	-
06-12-2024	-	-	-	-	-
-	20-01-2025	Yes	4	2	44
-	12-02-2025	Yes	4	2	22

Note:

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

III. 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⁾
-	-	-	-	19-10-2024	-
-	-	-	-	06-12-2024	-
20-01-2025	Yes	3	2	-	44
12-02-2025	Yes	3	2	-	22

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⁾
12-02-2025	Yes	3	2	-	-

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⁾
12-03-2025	Yes	3	1	18-10-2024	144

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⁾
20-01-2025	Yes	3	1	-	-

Note:

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

IV. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

V. 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 March 31, 2025 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. The Report for the quarter ended December 31, 2024 has been placed before the Board at its meeting held on January 20, 2025. No comments/observations/advice were provided by the Board of Directors on the said report.

Details of Cyber Security Incidence pursuant to Regulation 27(2)(ba) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

	Yes/No	Date of the event	Brief details of the event
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 Cyber Security incident or breach or loss of data or document had occurred during the quarter ended March 31, 2025.	Not Applicable	Not Applicable

Yours Faithfully,

For Solpaur Yedeshi Tollway Limited

Heta Solanki
Company Secretary and Compliance Officer