



XBRL Excel Utility	
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4.	Import XBRL file
5.	Steps for Filing Corporate Governance Report
6.	Fill up the data in excel utility

1. Overview

The excel utility can be used for creating the XBRL/XML file for e-filing of Corporate Governance Report

XBRL filing consists of two processes. Firstly generation of XBRL/XML file and upload of generated XBRL/XML file to BSE Listing Center Website (www.listing.bseindia.com) .

2. Before you begin

1. The version of Microsoft Excel in your system should be Microsoft Office Excel 2007 and above.
2. The system should have a file compression software to unzip excel utility file.
3. Make sure that you have downloaded the latest Excel Utility from BSE Website to your local system.
4. Make sure that you have downloaded the Chrome Browser to view report generated from Excel utility
5. Please enable the Macros (if disabled) as per instructions given in manual, so that all the functionalities of Excel Utility works fine. Please first go through Enable Macro - Manual attached with zip file.

3. Index

1	Details of general information about company	General Info
2	Composition of BOD	Annexure I - Composition of BOD

3	Composition of Committee	Annexure I - Composition of Committee
4	Meeting of BOD	Annexure I - Meeting of BOD
5	Meeting of Committees	Annexure I - Meeting of Committees
6	Related Party Transaction	Annexure I - Related Party Transaction
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4. Import XBRL file

1. Now you can import and view previously generated XBRL files by clicking Import XBRL button on General information sheet.

5. Steps for Filing Corporate Governance Report

I. Fill up the data: Navigate to each field of every section in the sheet to provide applicable data in correct format. (Formats will get reflected while filling data.)

- Use paste special command to paste data from other sheet.

II. Validating Sheets: Click on the "**Validate**" button to ensure that the sheet has been properly filled and also data has been furnished in proper format. If there are some errors on the sheet, excel utility will prompt you about the same.

III. Validate All Sheets: Click on the "**Home**" button. And then click on "Validate All Sheet" button to ensure that all sheets has been properly filled and validated successfully. If there are some errors on the sheet, excel utility will prompt you about the same and stop validation at the same time. After correction, once again follow the same procedure to validate all sheets.

Excel Utility will not allow you to generate XBRL/XML until you rectify all errors.

IV. Generate XML : Excel Utility will not allow you to generate XBRL/XML unless successful validation of all sheet is completed. Now click on 'Generate XML' to generate XBRL/XML file.

- Save the XBRL/XML file in your desired folder in local system.

V. Generate Report : Excel Utility will allow you to generate Report. Now click on 'Generate Report' to generate html report.

- Save the HTML Report file in your desired folder in local system.
- To view HTML Report open "Chrome Web Browser" .
- To print report in PDF Format, Click on print button and save as PDF.

VI. Upload XML file to BSE Listing Center: For uploading the XBRL/XML file generated through Utility, login to BSE Listing Center and upload generated xml file. On Upload screen provide the required information and browse to select XML file and submit the XML.

6. Fill up the data in excel utility

1. Cells with red fonts indicate mandatory fields.
2. If mandatory field is left empty, then Utility will not allow you to proceed further for generating XML.
3. You are not allowed to enter data in the Grey Cells.
4. If fields are not applicable to your company then leave it blank. Do not insert Zero unless it is a mandatory field.
5. Data provided must be in correct format, otherwise Utility will not allow you to proceed further for generating XML.
6. Select data from "Dropdown list" wherever applicable.
7. Adding Notes: Click on "Add Notes" button to add notes

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General information about company

Scrip code	531859
NSE Symbol	
MSEI Symbol	
ISIN	INE457G01029
Name of the entity	Oriental Rail Infrastructure Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Enter the quarter
ended date only

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Annexure 1

Annexure 1 to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory		Add Notes																								
Whether the listed entity has a Regular Chairperson																										
Yes																										
Whether Chairperson is related to MD or CEO																										
Yes																										
Disqualification of Directors under section 164 of the Companies Act, 2013																										
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 173A] of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of past of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing Cst	
Add		Delete																								
1	Mr.	Saleh Naimuddin Mithiborwala		00171171	Executive Director	Chairperson		03-03-1968	No				Active	NA		29-10-1997				1	0	1	0			
2	Mr.	Vall N. Mithiborwala		00171265	Executive Director	Not Applicable		06-11-1964	No				Active	NA		18-08-2017				1	0	0	0			
3	Mr.	Karim N. Mithiborwala		00171326	Executive Director	Not Applicable	MD	24-10-1962	No				Active	NA		29-10-1999				1	0	1	0			
4	Mr.	Mustufa Saifuddin Paragwala		02814971	Non-Executive - Independent Director	Not Applicable		03-08-1964	No				Active	NA		01-01-2015	01-01-2020		98.30	1	1	2	2			
5	Mr.	Suresh Mane		07247232	Non-Executive - Independent Director	Not Applicable		01-08-1952	No				Active	NA		13-06-2015	13-06-2020		93.18	1	1	2	0			
6	Mrs.	Sheetal Bhavin Nagda		07179841	Non-Executive - Independent Director	Not Applicable		23-02-1983	No				Active	NA		14-12-2021			15.17	2	2	4	2			

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Disclosure of notes on composition of committees explanatory

[Add Notes](#)

For this quarter kindly note the following points:

1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
2. Date of Appointment can be any day upto September 30, 2022.
3. Date of Cessation must be for the current quarter only, i.e. July 1,2022 to September 30.2022

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically**Audit Committee Details**

Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02814971	Mustufa Saifuddin Pardawala	Non-Executive - Independent Director	Chairperson	01-01-2015		
2	07247232	Suresh Mane	Non-Executive - Independent Director	Member	13-06-2015		
3	00171171	Saleh Najmuddin Mithiborwala	Executive Director	Member	01-01-2018		
4	07179841	Sheetal Bhavin Nagda	Non-Executive - Independent Director	Member	14-12-2021		
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically**Nomination and remuneration committee**

Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02814971	Mustufa Saifuddin Pardawala	Non-Executive - Independent Director	Chairperson	01-01-2015		
2	07247232	Suresh Mane	Non-Executive - Independent Director	Member	13-06-2015		
3	00171171	Saleh Najmuddin Mithiborwala	Executive Director	Member	01-01-2018		
4	07179841	Sheetal Bhavin Nagda	Non-Executive - Independent Director	Member	14-12-2021		
5							
6							
7							
8							

9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02814971	Mustufa Saifuddin Pardawala	Non-Executive - Independent Director	Chairperson	01-01-2015		
2	07247232	Suresh Mane	Non-Executive - Independent Director	Member	13-06-2015		
3	00171326	Karim N. Mithiborwala	Executive Director	Member	01-01-2018		
4	07179841	Sheetal Bhavin Nagda	Non-Executive - Independent Director	Member	14-12-2021		
5							
6							
7							
8							
9							
10							

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00171171	Saleh Najmuddin Mithiborwala	Executive Director	Chairperson	01-04-2017		
2	00171326	Karim N. Mithiborwala	Executive Director	Member	01-04-2017		
3	02814971	Mustufa Saifuddin Pardawala	Non-Executive - Independent Director	Member	01-04-2017		
4							
5							
6							
7							
8							
9							
10							

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00171326	Karim N. Mithiborwala	Executive Committee	Executive Director	Chairperson	
2	00171171	Saleh Najmuddin Mithiborwala	Executive Committee	Executive Director	Member	
3	00171255	Vali N. Mithiborwala	Executive Committee	Executive Director	Member	
4						
5						
6						
7						
8						
9						
10						

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Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
	Add	Delete					
1	14-11-2022			Yes	6	6	3
2	14-12-2022	29		Yes	6	5	2
3	09-01-2023	25		Yes	6	6	3
4	07-02-2023	28		Yes	6	6	3
5	23-03-2023	43		Yes	6	6	3

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* to be filled in only for the current quarter meetings

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Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

[Add Notes](#)

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
Add Delete										
1	Audit Committee	14-11-2022				Yes	4	4	3	0
2	Audit Committee	07-02-2023	84			Yes	4	4	3	0
3	Audit Committee	23-03-2023	43			Yes	4	4	3	0
4	Stakeholders Relationship Committee	14-11-2022				Yes	4	4	3	0
5	Stakeholders Relationship Committee	07-02-2023	84			Yes	4	4	3	0
6	Nomination and remuneration committee	14-12-2022				Yes	4	3	2	0
7	Nomination and remuneration committee	09-01-2023	25			Yes	4	4	3	0
8	Other Committee	14-10-2022		Executive Committee		Yes	3	3	0	0
9	Other Committee	09-11-2022	25	Executive Committee		Yes	3	3	0	0
10	Other Committee	07-12-2022	27	Executive Committee		Yes	3	3	0	0
11	Other Committee	10-02-2023	64	Executive Committee		Yes	3	3	0	0
12	Other Committee	13-03-2023	30	Executive Committee		Yes	3	3	0	0
13	Other Committee	31-03-2023	17	Executive Committee		Yes	3	3	0	0
14	Other Committee	23-03-2023		Independent Director Committee		Yes	3	3	3	0

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* to be filled in only for the current quarter meetings

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V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.orientalrail.com/companydetails/Current%20Business%20activity%202023.pdf
2	Terms and conditions of appointment of independent directors	Yes		%20Letter%20of%20Appointment%20of%20Independent
3	Composition of various committees of board of directors	Yes		https://www.orientalrail.com/board_committees.php
4	Code of conduct of board of directors and senior management personnel	Yes		%20of%20conduct%20of%20Board%20of%20Direct
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		_Whistle-Blower-Policy-Vigil-Mechanism.pdf
6	Criteria of making payments to non-executive directors	Yes		ia%20for%20making%20payments%20to%20Non-
7	Policy on dealing with related party transactions	Yes		ed%20Party%20transaction%20Policy1.pdf
8	Policy for determining 'material' subsidiaries	Yes		y%20for%20determining%20Material%20Subsidiarie
9	Details of familiarization programmes imparted to independent directors	Yes		iarisation%20Programmes%20for%20Independent%
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.orientalrail.com/investorcontacts.php
11	email address for grievance redressal and other relevant details	Yes		https://www.orientalrail.com/investorcontacts.php
12	Financial results	Yes		https://www.orientalrail.com/quarterly-results.php
13	Shareholding pattern	Yes		pattern.php
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.orientalrail.com/investor-presentation.php
16	New name and the old name of the listed entity	Yes		https://www.orientalrail.com/index.php
17	Advertisements as per regulation 47 (1)	Yes		publication.php
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.orientalrail.com/subsidiary-annual-report.php
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.orientalrail.com/corporate-announcements.php

21	Materiality Policy as per Regulation 30	Yes		https://www.orientalrail.com/company/section-1361y-on-Determining-Materiality-for-disclosure-of-event-
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://www.orientalrail.com/index.php
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes	

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Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Hardik Chandra
2	Designation	Company Secretary and Compliance Officer

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Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	

27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided				Add Notes

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Annexure II		
1	Name of signatory	Hardik Chandra
2	Designation	Company Secretary and Compliance Officer

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Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		Add Notes

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Annexure II		
1	Name of signatory	Hardik Chandra
2	Designation	Company Secretary and Compliance Officer

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Applicability of disclosure	Applicable		
Reason for Non Applicability	Add Notes		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
		The Figure should be mentioned in Actual INR only	
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	Guarantee	0.00	1790100000.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00
(D) Additional Information			Add Notes
II. Affirmations			
Affirmations	Compliance Status	Company Remarks	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s),	Yes	Add Notes	
Name	Mr. Saleh N. Mithiborwala		

Designation	CFO	
Place	Mumbai	
Date	19-04-2023	

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Signatory Details	
Name of signatory	Hardik Chandra
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	19-04-2023

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