

DBL INFRA ASSETS PRIVATE LIMITED

(Formerly Known as High Fly Airlines Private Limited)

October 20, 2023

To
BSE Limited
Listing Department
P.J Tower, Dalal Street
Mumbai - 400001

Scrip Code -973405

Sub: Compliance under Regulation 27 (2) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015

Dear Sir,

Pursuant to Regulation 27 (2) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, we hereby submit the Corporate Governance Report for the quarter ended on September 30, 2023.

We request you to kindly take the above on record and acknowledge the receipt of the same.

For DBL Infra Assets Private Limited

Pragya Raghuvanshi
Company Secretary and Compliance Officer



Encl: Corporate Governance Report

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General information about company

| | |
|--|----------------------------------|
| Scrip code | 973405 |
| NSE Symbol | NOTLISTED |
| MSEI Symbol | NOTLISTED |
| ISIN | INE0IJE08011 |
| Name of the entity | DBL INFRA ASSETS PRIVATE LIMITED |
| Date of start of financial year | 01-04-2023 |
| Date of end of financial year | 31-03-2024 |
| Reporting Quarter | Half Yearly |
| Date of Report | 30-09-2023 |
| Risk management committee | Applicable |
| Market Capitalisation as per immediate previous Financial Year | Any other |

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Annexure 1
II. Composition of Committees

For this quarter kindly note the following points:
 1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filed 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

Disclosure of notes on composition of committees explanatory

Add notes

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled 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 | 07072768 | Satish Chandra Pandey | Non-Executive - Independent Director | Chairperson | 21-03-2022 | | |
| 2 | 06939756 | Ashwini Verma | Non-Executive - Independent Director | Member | 21-03-2022 | | |
| 3 | 00039944 | Dilip Suryawanshi | Non-Executive - Non Independent Director | Member | 21-03-2022 | | |
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Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled 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 | 06939756 | Ashwini Verma | Non-Executive - Independent Director | Chairperson | 21-03-2022 | | |
| 2 | 07072768 | Satish Chandra Pandey | Non-Executive - Independent Director | Member | 21-03-2022 | | |
| 3 | 00039944 | Dilip Suryawanshi | Non-Executive - Non Independent Director | Member | 21-03-2022 | | |
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Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled 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 | 00039944 | Dilip Suryawanshi | Non-Executive - Non Independent Director | Chairperson | 21-03-2022 | | |
| 2 | 06939756 | Ashwini Verma | Non-Executive - Independent Director | Member | 21-03-2022 | | |
| 3 | 07072768 | Satish Chandra Pandey | Non-Executive - Independent Director | Member | 21-03-2022 | | |
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Risk Management Committee

| Whether the Risk Management Committee has a Regular Chairperson | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Risk Management 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 | 00039944 | Dilip Suryawanshi | Non-Executive - Non Independent Director | Chairperson | 21-03-2022 | | |
| 2 | 07072768 | Satish Chandra Pandey | Non-Executive - Independent Director | Member | 21-03-2022 | | |
| 3 | 06939756 | Ashwini Verma | Non-Executive - Independent Director | Member | 21-03-2022 | | |
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Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

| Corporate Social Responsibility Committee | | | | | | | |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility 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 | | | | | | | |
| 2 | | | | | | | |
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Other Committee

| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |
|----|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| 1 | | | | | | |
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Annexure 1

III. Meeting of Board of Directors

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 | 16-05-2023 | | | Yes | 4 | 4 | 3 |
| 2 | 10-07-2023 | 54 | | Yes | 4 | 4 | 3 |
| 3 | 02-08-2023 | 22 | | Yes | 4 | 4 | 3 |
| 4 | 22-08-2023 | 19 | | Yes | 4 | 4 | 3 |

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IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Add Roles

| 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) |
|----|---------------------------------------|---|---|-------------------------|-------------------------------|--|--|--|---|--|
| | | | | | | | | | | |
| | | | | | | | | | | |
| 1 | Audit Committee | 16-05-2023 | | | | Yes | 3 | 3 | 2 | 0 |
| 2 | Audit Committee | 10-07-2023 | 54 | | | Yes | 3 | 3 | 2 | 0 |
| 3 | Audit Committee | 02-08-2023 | 22 | | | Yes | 3 | 3 | 2 | 0 |
| 4 | Audit Committee | 22-08-2023 | 19 | | | Yes | 3 | 3 | 2 | 0 |
| 5 | Nomination and remuneration committee | 11-11-2022 | | | | Yes | 3 | 3 | 2 | 0 |
| 6 | Nomination and remuneration committee | 16-08-2023 | | | | Yes | 3 | 3 | 2 | 0 |
| 7 | Stakeholders Relationship Committee | 09-08-2022 | | | | Yes | 3 | 3 | 2 | 0 |
| 8 | Stakeholders Relationship Committee | 16-08-2023 | | | | Yes | 3 | 3 | 2 | 0 |
| 9 | Risk Management Committee | 20-02-2023 | | | | Yes | 3 | 3 | 2 | 0 |
| 10 | Risk Management Committee | 16-08-2023 | | | | Yes | 3 | 3 | 2 | 0 |

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| 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 | NA | |
| 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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Details of Cyber security incidence

| | | | |
|--|--|----------------------------|--|
| 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 | |
| Date of the event | | Brief details of the event | |

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VI. Affirmations

| 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) | Yes |
| 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 |

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| Sr | Subject | Compliance status |
|----|-------------------|--|
| 1 | Name of signatory | Pragya Raghuwanshi |
| 2 | Designation | Company Secretary and Compliance Officer |

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| Annexure III | | | | |
|--------------------------------------|--|--------------------------------------|-------------------------------|--|
| III. Affirmations | | | | |
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1 | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes | |
| 2 | Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes | |
| 3 | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes | |
| 4 | Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | Yes | |
| 5 | Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report | 24A(1) | NA | |
| 6 | Submission of Annual Secretarial Compliance Report | 24A(2) | Yes | |
| 7 | Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | NA | |
| Any other information to be provided | | | | |
| | | | | Add Notes |

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| Annexure III | | |
|--------------|-------------------|--|
| 1 | Name of signatory | Pragya Raghuwanshi |
| 2 | Designation | Company Secretary and Compliance Officer |

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Signatory Details

| | |
|-----------------------|--|
| Name of signatory | Pragya Raghuwanshi |
| Designation of person | Company Secretary and Compliance Officer |
| Place | Bhopal |
| Date | 20-10-2023 |

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