

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

(1) Name of Listed Entity : Vindhya Telelinks Limited  
(2) Quarter ending : 31.12.2024

**(I) Composition of Board of Directors**

Title Mr./ Mrs./ Ms.	Name of the Director	PAN	DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ & Nominee)	Date of Birth	Disqualification of Directors under Section 164 of the Companies Act, 2013					Whether Special Resolu- tion passed? [Refer Reg. 17(1A) of Listing Regula- tions]	Date of Passing Special Resolu- tion	Initial Date of Appoint- ment	Date of Re- appoint- ment	Date of Cessation	Tenure of Director (in months)	No. of Direct- orship in listed entities in- cluding this listed entity (Refer Regula- tion 17A of Listing Regula- tions)	No. of Independ- ent Direct- orship in listed entities in- cluding this listed entity (Refer Regula- tion 17A(1) of Listing Regula- tions)	No. of Members- hips in Audit/ Stake- holder Commitee(s) in- cluding this listed entity (Refer Regula- tion 26(1) of Listing Regula- tions)	No. of Post of Chair- person in Audit/ Stake- holder Commitee(s) held in listed entities in- cluding this listed entity (Refer Regula- tion 26(1) of Listing Regula- tions)
						Whether the Director is disqualified?	Start Date of disqualifi- cation	End Date of disqualifi- cation	Details of disqualifi- cation	Current Status										
Mr.	Harsh Vardhan Lodha	AASPH5152N	00394094	Chairperson related to Promoter - Non-Executive Non Independent Director	13.02.1967	No	-	-	-	Active	N.A.	-	05.05.2004	11.09.2023	-	-	5	-	1	1
Mr.	Dhan Raj Bansal	ADOPB9671K	00050612	Non-Executive Non Independent Director	01.08.1939	No	-	-	-	Active	Yes	25.03.2019	06.11.1987	23.09.2022	-	-	2	-	-	-
Mrs.	Kiran Aggarwal	ACKPA5601P	06991807	Non-Executive Independent Director	14.01.1942	No	-	-	-	Active	Yes	25.03.2019	10.11.2014	10.11.2019	09.11.2024*	120	2	2	3	-
Mr.	Priya Shankar Dasgupta	ADWPD2072J	00012552	Non-Executive Independent Director	30.06.1955	No	-	-	-	Active	N.A.	-	21.11.2021	21.11.2021	-	38	2	2	1	-
Mrs.	Rashmi Dhariwal	AAPPD9702P	00337814	Non-Executive Independent Director	02.06.1956	No	-	-	-	Active	N.A.	-	14.11.2022	14.11.2022	-	26	3	3	9	1
Mr.	Bachh Raj Nahar	ADAPN8162B	00049895	Non-Executive Independent Director	14.06.1951	No	-	-	-	Active	N.A.	-	01.04.2024	01.04.2024	-	9	3	3	9	4
Mr.	Aravind Srinivasan	AKYPS6834Q	00088037	Non-Executive Independent Director	16.09.1969	No	-	-	-	Active	N.A.	-	01.04.2024	01.04.2024	-	9	2	2	2	-
Mr.	Yashwant Singh Lodha	AAWPL4977B	00052861	Executive Director	03.04.1964	No	-	-	-	Active	N.A.	-	27.10.2006	04.11.2020	-	-	2	-	2	-

Whether the listed entity has a regular Chairperson?

Yes

Whether Chairperson is related to MD or CEO?

No

\*Mrs. Kiran Aggarwal (DIN: 06991807), Non-Executive Independent Director of the Company completed her tenure viz. second term of five (5) consecutive years on 09-11-2024. Accordingly, she ceased to be a Director of the Company with effect from the close of business hours on 09-11-2024.

## (II) Composition of Committees

Sl. No.	Name of Committee	Whether the Committee has a regular Chairperson	Name of Committee Members	Category-1 of Directors	Category-2 of Directors	Date of Appointment	Date of Cessation	Remarks
1	Audit Committee	Yes	Mr. Bachh Raj Nahar	Non Executive - Independent Director	Chairperson	01.04.2024	-	
			Mrs. Kiran Aggarwal	Non Executive - Independent Director	Member	24.09.2022	25.10.2024	Mrs. Kiran Aggarwal ceased to be a Member of the reconstituted Audit Committee w.e.f 25.10.2024.
			Mr. Aravind Srinivasan	Non Executive - Independent Director	Member	01.04.2024	-	
			Mr. Priya Shankar Dasgupta	Non Executive - Independent Director	Member	17.05.2024	-	
			Mrs. Rashmi Dhariwal	Non Executive - Independent Director	Member	25.10.2024	-	Mrs. Rashmi Dhariwal has been appointed as a Member of the reconstituted Audit Committee w.e.f 25.10.2024.
2	Nomination and Remuneration Committee	Yes	Mr. Bachh Raj Nahar	Non Executive - Independent Director	Chairperson	01.04.2024	-	
			Mrs. Kiran Aggarwal	Non Executive - Independent Director	Member	24.09.2022	25.10.2024	Mrs. Kiran Aggarwal ceased to be a Member of the reconstituted Nomination and Remuneration Committee w.e.f 25.10.2024.
			Mr. Priya Shankar Dasgupta	Non Executive - Independent Director	Member	01.04.2024	-	
			Mr. Aravind Srinivasan	Non Executive - Independent Director	Member	25.10.2024	-	Mr. Aravind Srinivasan has been appointed as a Member of the reconstituted Nomination and Remuneration Committee w.e.f 25.10.2024.
3	Risk Management Committee	Yes	Mr. Bachh Raj Nahar	Non Executive - Independent Director	Chairperson	01.04.2024	-	
			Mrs. Kiran Aggarwal	Non Executive - Independent Director	Member	17.05.2024	25.10.2024	Mrs. Kiran Aggarwal ceased to be a Member of the reconstituted Risk Management Committee w.e.f 25.10.2024.
			Mrs. Rashmi Dhariwal	Non Executive - Independent Director	Member	01.04.2024	-	
			Mr. Y.S. Lodha	Executive Director	Member	17.05.2024	-	
			Mr. Sandeep Chawla	President & CEO - EPC Division	Member	29.06.2021	-	In addition to three Directors who are members of the Risk Management Committee, Mr. Sandeep Chawla, President & CEO - EPC Division of the Company is also a member of the Risk Management Committee.
4	Stakeholders Relationship Committee	Yes	Mr. Bachh Raj Nahar	Non Executive - Independent Director	Chairperson	01.04.2024	-	
			Smt. Kiran Aggarwal	Non Executive - Independent Director	Member	01.04.2024	25.10.2024	Mrs. Kiran Aggarwal ceased to be a Member of the reconstituted Stakeholders Relationship Committee w.e.f 25.10.2024.
			Mr. Y.S. Lodha	Executive Director	Member	01.04.2024	-	
			Mrs. Rashmi Dhariwal	Non Executive - Independent Director	Member	25.10.2024	-	Mrs. Rashmi Dhariwal has been appointed as a Member of the reconstituted Stakeholders Relationship Committee w.e.f 25.10.2024.
5	Corporate Social Responsibility Committee	Yes	Mr. Harsh Vardhan Lodha	Non Executive - Non Independent Director	Chairperson	05.06.2021	-	
			Mrs. Kiran Aggarwal	Non Executive - Independent Director	Member	05.06.2021	25.10.2024	Mrs. Kiran Aggarwal ceased to be a Member of the reconstituted Corporate Social Responsibility Committee w.e.f 25.10.2024.
			Mrs. Rashmi Dhariwal	Non Executive - Independent Director	Member	01.04.2024	-	
			Mr. Bachh Raj Nahar	Non Executive - Independent Director	Member	25.10.2024	-	Mr. Bachh Raj Nahar has been appointed as a Member of the reconstituted Corporate Social Responsibility Committee w.e.f 25.10.2024.
			Mr. Aravind Srinivasan	Non Executive - Independent Director	Member	25.10.2024	-	Mr. Aravind Srinivasan has been appointed as a Member of the reconstituted Corporate Social Responsibility Committee w.e.f 25.10.2024.

(III) Meeting of Board of Directors

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)	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
12.08.2024	-	Yes	8	6	4
25.10.2024	73	Yes	8	7	4

(IV) Meeting of Committees

Sl. No.	Name of the 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)	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	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	12.08.2024	-	Yes	4	3	3	-
2	Audit Committee	25.10.2024	73	Yes	4	3	3	-





**(V) Related Party Transactions**

Subject	Compliance status (Yes/No/NA) refer note below
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 Audit Committee	Yes

**Note**

- (1) In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- (2) If status is "No" details of non-compliance may be given here.

**Details of Cyber Security Incidence**

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidence or breaches or loss of data or documents during the quarter	<b>NO</b>
Date of Event	Not Applicable
Brief details of the event	Not Applicable

**(VI) Affirmations**

- (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 (applicable to the top 1000 listed entities) : **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) The Report submitted in the previous quarter has been placed before the Board of Directors at its Meeting held on 12.08.2024 and this report will be placed before the Board of Directors in the next Meeting.

Place: Gurugram  
Date : 17.01.2025



For Vindhya Telelinks Limited

*(Signature)*  
(Dinesh Kapoor)

Company Secretary and Compliance Officer