

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

(1) Name of Listed Entity : Vindhya Telelinks Limited

(2) Quarter ending : 31.12.2022

(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- clud- ing this listed entity (Refer Regula- tion 17A of Listing Regula- tions)	No. of Indep- endent Direct- orship in listed entities in- clud- ing this listed entity (Refer Regula- tion 17A(1) of Listing Regula- tions)	No. of Member- ships in Audit/ Stake- holder Commis- sioner(s) in- clud- ing this listed entity (Refer Regula- tion 26(1) of Listing Regula- tions)	No. of Post of Chair- person in Audit/ Stake- holder Commis- sioner(s) in- clud- ing this listed entity (Refer Regula- tion 26(1) of Listing Regula- tions)
						Whether the Director is disqualified?	Start Date of disquali- fication	End Date of disqualifi- cation	Details of disqualifi- cation	Current Status										
Mr.	Harsh V. Lodha	AASPH5152N	00394094	Chairperson related to Promoter - Non-Executive Non Independent Director	13.02.1967	No	-	-	-	Active	N.A.	-	05.05.2004	05.08.2019	-	-	5	-	1	1
Mr.	S.K.Misra	ADQPM3235L	00009411	Non-Executive Independent Director	28.04.1933	No	-	-	-	Active	Yes	25.03.2019	27.10.2004	01.04.2019	-	105	1	1	1	-
Mr.	D.R.Bansal	ADOPB9671K	00050612	Non-Executive Non Independent Director	01.08.1939	No	-	-	-	Active	Yes	25.03.2019	06.11.1987	23.09.2022	-	-	2	-	1	-
Mr.	Pracheta Majumdar	AACPM7543E	00179118	Non-Executive Non Independent Director	15.08.1944	No	-	-	-	Active	Yes	25.03.2019	27.10.2004	18.08.2020	-	-	1	-	1	-
Mr.	Shiv Dayal Kapoor	AAAPK6173G	00043634	Non-Executive Independent Director	01.08.1946	No	-	-	-	Active	Yes	25.03.2019	19.05.2014	01.04.2019	-	105	1	1	5	5
Mrs.	Kiran Aggarwal	ACKPA5601P	06991807	Non-Executive Independent Director	14.01.1942	No	-	-	-	Active	Yes	25.03.2019	10.11.2014	10.11.2019	-	98	1	1	1	-
Mr.	Dilip Ganesh Karnik	ACJPK3295N	06419513	Non-Executive Non Independent Director	10.05.1950	No	-	-	-	Active	N.A.	-	14.11.2017	23.09.2021	-	-	4	1	4	-
Mr.	Priya Shankar Dasgupta	ADWPD2072J	00012552	Non-Executive Independent Director	30.06.1955	No	-	-	-	Active	N.A.	-	21.11.2021	21.11.2021	-	14	6	6	5	3
Mrs.	Rashmi Dhariwal	AAPPD9702P	00337814	Non-Executive Independent Director	02.06.1956	No	-	-	-	Active	N.A.	-	14.11.2022	14.11.2022	-	2	3	3	7	1
Mr.	Y.S.Lodha	AAWPL4977B	00052861	Executive Director	03.04.1964	No	-	-	-	Active	N.A.	-	27.10.2006	04.11.2020	-	-	2	-	-	-

Whether the listed entity has a regular Chairperson?

Yes

Whether Chairperson is related to MD or CEO?

No



(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
1	Audit Committee	Yes	Mr.Shiv Dayal Kapoor	Non Executive - Independent Director	Chairperson	05.06.2021	-
			Mr.S.K.Misra	Non Executive - Independent Director	Member	27.10.2004	-
			Mr.Pracheta Majumdar	Non-Executive - Non Independent Director	Member	27.10.2004	-
			Smt. Kiran Aggarwal	Non Executive - Independent Director	Member	24.09.2022	-
2	Nomination and Remuneration Committee	Yes	Mr.Shiv Dayal Kapoor	Non Executive - Independent Director	Chairperson	05.06.2021	-
			Mr.D.R.Bansal	Non Executive - Non Independent Director	Member	19.05.2014	-
			Smt. Kiran Aggarwal	Non Executive - Independent Director	Member	24.09.2022	-
3	Risk Management Committee	Yes	Mr.Shiv Dayal Kapoor	Non Executive - Independent Director	Chairperson	29.06.2021	-
			Mr.Pracheta Majumdar	Non-Executive - Non Independent Director	Member	29.06.2021	-
			Mr.Dilip Ganesh Karnik	Non-Executive - Non Independent Director	Member	29.06.2021	-
			Mr.Sandeep Chawla*	President & CEO - EPC Division	Member	29.06.2021	-
4	Stakeholders Relationship Committee	Yes	Shiv Dayal Kapoor	Non-Executive - Independent Director	Chairperson	19.05.2014	-
			Mr.D.R.Bansal	Non Executive - Non Independent Director	Member	19.05.2014	-
			Mr.Dilip Ganesh Karnik	Non-Executive - Non Independent Director	Member	24.09.2022	-
5	Corporate Social Responsibility Committee	Yes	Mr.Harsh V.Lodha	Non Executive - Non Independent Director	Chairperson	05.06.2021	-
			Mr.S.K.Misra	Non Executive - Independent Director	Member	19.05.2014	-
			Smt. Kiran Aggarwal	Non Executive - Independent Director	Member	05.06.2021	-

* 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.

(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
09.08.2022	-	Yes	10	9	4
24.09.2022	45	Yes	9	9	4
14.11.2022	50	Yes	9	9	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	09.08.2022	-	Yes	4	4	3	-
2	Audit Committee	24.09.2022	45	Yes	3	3	2	-
3	Audit Committee	14.11.2022	50	Yes	4	4	3	-
4	Nomination and Remuneration Committee	09.08.2022	-	Yes	3	3	2	-
5	Nomination and Remuneration Committee	14.11.2022	-	Yes	3	3	2	-
6	Corporate Social Responsibility Committee	09.08.2022	-	Yes	3	3	2	-
7	Corporate Social Responsibility Committee	14.11.2022	-	Yes	3	3	2	-



(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	Yes
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.

(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 14.11.2022 and this report will be placed before the Board of Directors in the next Meeting.



For Vindhya Telelinks Limited


(Dinesh Kapoor)

Company Secretary and Compliance Officer

Place: New Delhi
Date : 10.01.2023