

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

(1) Name of Listed Entity : Vindhya Telelinks Limited
(2) Quarter ending : 30.06.2024

(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 Resolution 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 Independ- ent Direct- orship in listed entities in- clud- ing this listed entity (Refer Regula- tion 17A(1) of Listing Regula- tions)	No. of Members- hips in Audit/ Stake- holder Commis- sion(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- sion(s) held in listed entities in- clud- ing 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	-	-	-
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	-	-	-
Mrs.	Kiran Aggarwal	ACKPA5601P	06991807	Non-Executive Independent Director	14.01.1942	No	-	-	-	Active	Yes	25.03.2019	10.11.2014	10.11.2019	-	116	2	2	3	-
Mr.	Dilip Ganesh Karnik	ACJPK3295N	06419513	Non-Executive Non Independent Director	10.05.1950	No	-	-	-	Active	N.A.	-	14.11.2017	23.09.2021	09.05.2024*	-	4	1	3	-
Mr.	Priya Shankar Dasgupta	ADWPD2072J	00012552	Non-Executive Independent Director	30.06.1955	No	-	-	-	Active	N.A.	-	21.11.2021	21.11.2021	-	32	2	2	2	-
Mrs.	Rashmi Dhariwal	AAPPD9702P	00337814	Non-Executive Independent Director	02.06.1956	No	-	-	-	Active	N.A.	-	14.11.2022	14.11.2022	-	20	3	3	7	1
Mr.	Bachh Raj Nahar	ADAPN8162B	00049895	Non-Executive Independent Director	14.06.1951	No	-	-	-	Active	N.A.	-	01.04.2024	01.04.2024	-	3	3	3	9	4
Mr.	Dr.Aravind Srinivasan	AKYPS6834Q	00088037	Non-Executive Independent Director	16.09.1969	No	-	-	-	Active	N.A.	-	01.04.2024	01.04.2024	-	3	2	2	1	-
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

*Mr. Dilip Ganesh Karnik (DIN: 06419513) ceased to be a Non-Executive Non-Independent Director of the Company due to his resignation with effect from 09.05.2024.



(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	-	Mr. Bachh Raj Nahar has been appointed as a Member (Chairperson) of the reconstituted Audit Committee w.e.f 01.04.2024.
			Smt. Kiran Aggarwal	Non Executive - Independent Director	Member	24.09.2022	-	-
			Mr. Pracheta Majumdar	Non-Executive - Non Independent Director	Member	27.10.2004	01.04.2024	Mr. Pracheta Majumdar ceased to be Member of the reconstituted Audit Committee w.e.f 01.04.2024.
			Dr. Aravind Srinivasan	Non Executive - Independent Director	Member	01.04.2024	-	Mr. Aravind Srinivasan has been appointed as a Member of the reconstituted Audit Committee w.e.f 01.04.2024.
			Mr. Dilip Ganesh Karnik	Non Executive - Non Independent Director	Member	01.04.2024	09.05.2024	Mr. Dilip Ganesh Karnik was appointed as a Member of the reconstituted Audit Committee w.e.f 01.04.2024. He ceased to be a Member of the Audit Committee consequent upon his resignation as a Non-Executive Non-Independent Director of the Company w.e.f 09.05.2024.
			Mr. Priya Shankar Dasgupta	Non Executive - Independent Director	Member	17.05.2024	-	Mr. Priya Shankar Dasgupta has been appointed as a Member of the reconstituted Audit Committee w.e.f 17.05.2024.
2	Nomination and Remuneration Committee	Yes	Mr. Bachh Raj Nahar	Non Executive - Independent Director	Chairperson	01.04.2024	-	Mr. Bachh Raj Nahar has been appointed as a Member (Chairperson) of the reconstituted Nomination and Remuneration Committee w.e.f 01.04.2024.
			Mr. Dhan Raj Bansal	Non Executive - Non Independent Director	Member	19.05.2014	01.04.2024	Mr. Dhan Raj Bansal ceased to be a Member of the reconstituted Nomination and Remuneration Committee w.e.f 01.04.2024.
			Smt. Kiran Aggarwal	Non Executive - Independent Director	Member	24.09.2022	-	-
			Mr. Priya Shankar Dasgupta	Non Executive - Independent Director	Member	01.04.2024	-	Mr. Priya Shankar Dasgupta has been appointed as a Member of the reconstituted Nomination and Remuneration Committee w.e.f 01.04.2024.
3	Risk Management Committee	Yes	Mr. Bachh Raj Nahar	Non Executive - Independent Director	Chairperson	01.04.2024	-	Mr. Bachh Raj Nahar has been appointed as a Member (Chairperson) of the reconstituted Risk Management Committee w.e.f 01.04.2024.
			Mr. Pracheta Majumdar	Non-Executive - Non Independent Director	Member	29.06.2021	01.04.2024	Mr. Pracheta Majumdar ceased to be Member of the reconstituted Risk Management Committee w.e.f 01.04.2024.
			Mr. Dilip Ganesh Karnik	Non-Executive - Non Independent Director	Member	29.06.2021	09.05.2024	Mr. Dilip Ganesh Karnik ceased to be a Member of the Risk Management Committee consequent upon his resignation as a Non-Executive Non-Independent Director of the Company w.e.f 09.05.2024.
			Smt. Kiran Aggarwal	Non Executive - Independent Director	Member	17.05.2024	-	Mrs. Kiran Aggarwal has been appointed as a Member of the reconstituted Risk Management Committee w.e.f 17.05.2024.
			Smt. Rashmi Dhariwal	Non Executive - Independent Director	Member	01.04.2024	-	Mrs. Rashmi Dhariwal has been appointed as a Member of the reconstituted Risk Management Committee w.e.f 01.04.2024.
			Mr. Y.S. Lodha	Executive Director	Member	17.05.2024	-	Mr. Yashwant Singh Lodha has been appointed as a Member of the reconstituted Risk Management Committee w.e.f 17.05.2024.
			Mr. Sandeep Chawla	President & CEO - EPC Division	Member	29.06.2021	-	In addition to four 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.
			Mr. Ramesh Singh	President (Works)	Member	01.04.2024	17.05.2024	Mr. Ramesh Singh, President (Works) of the Company was appointed as a Member of the reconstituted Risk Management Committee w.e.f 01.04.2024. He ceased to be a Member of the reconstituted Risk Management Committee w.e.f 17.05.2024.



4	Stakeholders Relationship Committee	Yes	Mr. Bachh Raj Nahar	Non Executive - Independent Director	Chairperson	01.04.2024	-	Mr. Bachh Raj Nahar has been appointed as a Member (Chairperson) of the reconstituted Stakeholders Relationship Committee w.e.f 01.04.2024.
			Mr. Dhan Raj Bansal	Non Executive - Non Independent Director	Member	19.05.2014	01.04.2024	Mr. Dhan Raj Bansal ceased to be a Member of the reconstituted Stakeholders Relationship Committee w.e.f 01.04.2024.
			Mr. Dilip Ganesh Karnik	Non-Executive - Non Independent Director	Member	24.09.2022	01.04.2024	Mr. Dilip Ganesh Karnik ceased to be a Member of the reconstituted Stakeholders Relationship Committee w.e.f 01.04.2024.
			Smt. Kiran Aggarwal	Non Executive - Independent Director	Member	01.04.2024	-	Mrs. Kiran Aggarwal has been appointed as a Member of the reconstituted Stakeholders Relationship Committee w.e.f 01.04.2024.
			Mr.Y.S. Lodha	Executive Director	Member	01.04.2024	-	Mr. Yashwant Singh Lodha has been appointed as a Member of the reconstituted Stakeholders Relationship Committee w.e.f 01.04.2024.
5	Corporate Social Responsibility Committee	Yes	Mr. Harsh Vardhan Lodha	Non Executive - Non Independent Director	Chairperson	05.06.2021	-	-
			Smt. Rashmi Dhariwal	Non Executive - Independent Director	Member	01.04.2024	-	Mrs. Rashmi Dhariwal has been appointed as a Member of the reconstituted Corporate Social Responsibility Committee w.e.f 01.04.2024.
			Smt. Kiran Aggarwal	Non Executive - Independent Director	Member	05.06.2021	-	-

(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
09.02.2024	-	Yes	10	10	5
17.05.2024	97	Yes	9	9	5


(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	09.02.2024	-	Yes	4	3	2	-
2	Audit Committee	17.05.2024	97	Yes	3	3	3	-
3	Nomination and Remuneration Committee	07.02.2024	-	Yes	3	3	2	-
4	Nomination and Remuneration Committee	16.05.2024	98	Yes	3	2	2	-


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(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	NO
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 17.05.2024 and this report will be placed before the Board of Directors in the next Meeting.	
Place: Gurugram	
Date : 16.07.2024	



For Vindhya Telelinks Limited


(Dinesh Kapoor)
Company Secretary and Compliance Officer