

A. QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

(1) Name of Listed Entity : Vindhya Telelinks Limited
(2) Quarter ending : 30.06.2025

(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(LA) 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 Member- ships in Audit/ Stake- holder Commit- tee(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 Commit- tee(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	-	-	-
Mr.	Priya Shankar Dasgupta	ADWPD2072J	00012552	Non-Executive Independent Director	30.06.1955	No	-	-	-	Active	N.A.	-	21.11.2021	21.11.2021	-	44	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	-	32	3	3	10	2
Mr.	Bachh Raj Nahar	ADAPN8162B	00049895	Non-Executive Independent Director	14.06.1951	No	-	-	-	Active	N.A.	-	01.04.2024	01.04.2024	-	15	3	3	9	5
Mr.	Aravind Srinivasan	AKYPS6834Q	00088037	Non-Executive Independent Director	16.09.1969	No	-	-	-	Active	N.A.	-	01.04.2024	01.04.2024	-	15	2	2	2	-
Mrs.	Srishti Lodha	AFTPL3365F	05320669	Non-Executive Non Independent	10.12.1993	No	-	-	-	Active	N.A.	-	22.05.2025	-	-	-	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

*No. of Membership/No. of post of Chairperson held by Mrs. Rashmi Dhariwal (DIN:00337814) in Audit/Stakeholders Relationship Committee in Deemed Public Company as per the provisions of the Companies act, 2013 has also been included.



(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. 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	-	
2	Nomination and Remuneration Committee	Yes	Mr. Bachh Raj Nahar	Non Executive - Independent Director	Chairperson	01.04.2024	-	
			Mr. Priya Shankar Dasgupta	Non Executive - Independent Director	Member	01.04.2024	-	
			Mr. Aravind Srinivasan	Non Executive - Independent Director	Member	25.10.2024	-	
3	Risk Management Committee	Yes	Mr. Bachh Raj Nahar	Non Executive - Independent Director	Chairperson	01.04.2024	-	
			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	-	
			Mr. Y.S. Lodha	Executive Director	Member	01.04.2024	-	
			Mrs. Rashmi Dhariwal	Non Executive - Independent Director	Member	25.10.2024	-	
5	Corporate Social Responsibility Committee	Yes	Mr. Harsh Vardhan Lodha	Non Executive - Non Independent Director	Chairperson	05.06.2021	-	
			Mrs. Rashmi Dhariwal	Non Executive - Independent Director	Member	01.04.2024	-	
			Mr. Bachh Raj Nahar	Non Executive - Independent Director	Member	25.10.2024	-	
			Mr. Aravind Srinivasan	Non Executive - Independent Director	Member	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
10.02.2025	-	Yes	7	6	4
22.05.2025	100	Yes	8	6	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	10.02.2025	-	Yes	4	4	4	-
2	Audit Committee	22.05.2025	100	Yes	4	4	4	-
3	Nomination and remuneration Committee	21.05.2025	-	Yes	3	3	3	-



(V) 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
Other details of cyber security incidence or breaches or loss of data event		NO
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of Event	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 22.05.2025 and this report will be placed before the Board of Directors in the next Meeting.



For Vindhya Telelinks Limited

(Signature)
(Dinesh Kapoor)

Company Secretary and Compliance Officer

Place: Gurugram
Date : 22.07.2025

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B. INVESTOR GRIEVANCE REDRESSAL REPORT

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

C. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED COMPANIES

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

S. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
There were no Acquisition of Shares or Voting Rights in Unlisted Companies during the quarter in terms of Para A(1) of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.					



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D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

S. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
There was no Imposition of Fine or Penalty during the quarter in terms of Para A (20) of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.					

E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

S. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	The Appellate Authority for Advance Ruling (Uttarakhand)	21-12-2018	The Company had filed an application before the concerned authority for advance ruling under Section 97 of the Uttarakhand Goods and Services Tax Act, 2017 on the issue of eligibility for availment of Input Tax Credit on the purchase of goods and services used for constructing the infrastructure that is leased out or sold to the Telecommunication operators. The Authority for Advance Ruling vide its Order No. 6/2018-19 dated 28.08.2018 held in favour of the Company and allowed the Company to avail the Input Tax Credit on the purchase of goods and services used in the construction of the infrastructure. Aggrieved by the said order, the Revenue Authorities filed an Appeal No. GSTARA03/03/26-09-2018 before the Appellate Authority for Advance Ruling. The Appellate Authority vide its Order No. 02/18-19 dated 21.12.2018 held in favour of the revenue authorities that the Company is not eligible for availment of Input Tax Credit on the goods and services used in the erection of infrastructure. The Company had preferred a Writ Petition before the Hon'ble High Court of Uttarakhand against the aforesaid Order passed by the Appellate Authority for Advance Ruling, Uttarakhand (AAAR) with regard to eligibility of Input Tax Credit on goods and services used for constructing the passive Optical Fibre Cable Networks for being used by the telecom operators/service providers under Indefeasible Right of-Use (IRU) terms. The said Order of AAAR has been stayed by the Hon'ble High Court of Uttarakhand vide its Interim Order dated 27.04.2019 and the matter is subjudice.	The amount of Input Tax Credit involved is Rs. 3861.07 Lakhs as on 31st March, 2025. The Hon'ble High Court of Uttarakhand heard the matter on various dates, lastly listed on 11.04.2025 and extended the Interim Order dated 27.04.2019 till the next date of listing i.e. 29.07.2025.

