

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

(1) Name of Listed Entity : Vindhya Telelinks Limited
(2) Quarter ending : 31.03.2022

(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	Whether Special Resolution passed? [Refer Reg.17(1A) of Listing Regulations]	Date of Passing Special Resolution	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure of Director (in months)	No. of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No. of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	No. of Memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of Post of Chairperson in Audit/ Stakeholder Committee(s) held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Harsh V. Lodha	AASPH5152N	00394094	Chairperson related to Promoter - Non-Executive Non Independent Director	13.02.1967	N.A.	-	05.05.2004	05.08.2019	-	-	5	-	1	1
Mr.	S.K.Misra	ADQPM3235L	00009411	Non-Executive Independent Director	28.04.1933	Yes	25.03.2019	27.10.2004	01.04.2019	-	96	1	1	1	-
Mr.	R.C.Tapuriah	ABKPT4204C	00395997	Non-Executive Independent Director	15.06.1942	Yes	25.03.2019	19.08.1985	01.04.2019	-	96	4	4	8	5
Mr.	D.R.Bansal	ADOPB9671K	00050612	Non-Executive Non Independent Director	01.08.1939	Yes	25.03.2019	06.11.1987	31.07.2018	-	-	2	-	2	-
Mr.	Pracheta Majumdar	AACPM7543E	00179118	Non-Executive Non Independent Director	15.08.1944	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	Yes	25.03.2019	19.05.2014	01.04.2019	-	96	1	1	5	3
Mrs.	Kiran Aggarwal	ACKPA5601P	06991807	Non-Executive Independent Director	14.01.1942	Yes	25.03.2019	10.11.2014	10.11.2019	-	89	1	1	-	-
Mr.	Dilip Ganesh Karnik	ACJPK3295N	06419513	Non-Executive Non Independent Director	10.05.1950	N.A.	-	14.11.2017	23.09.2021	-	-	4	1	3	-
Mr.	Priya Shankar Dasgupta	ADWPD2072J	00012552	Non-Executive Independent Director	30.06.1955	N.A.	-	21.11.2021	21.11.2021	-	5	6	6	5	3
Mr.	Y.S.Lodha	AAWPL4977B	00052861	Executive Director	03.04.1964	N.A.	-	27.10.2006	04.11.2020	-	-	2	-	-	-

Whether regular Chairperson appointed	Yes
Whether Chairperson is related to Managing Director or CEO	No



(II) Composition of Committees

Sl. No.	Name of Committee	Whether regular Chairperson appointed	Name of Committee Members	Category-1 of Directors	Category-2 of Directors	Date of Appointment	Date of Cessation
1	Audit Committee	Yes	Mr.R.C.Tapuriah	Non Executive - Independent Director	Chairperson	11.05.2009	-
			Mr.S.K.Misra	Non Executive - Independent Director	Member	27.10.2004	-
			Mr.Pracheta Majumdar	Non-Executive - Non Independent Director	Member	27.10.2004	-
			Mr.Shiv Dayal Kapoor	Non Executive - Independent Director	Member	05.06.2021	-
2	Nomination and Remuneration Committee	Yes	Mr.R.C.Tapuriah	Non Executive - Independent Director	Chairperson	19.05.2014	-
			Mr.D.R.Bansal	Non Executive - Non Independent Director	Member	19.05.2014	-
			Mr.Shiv Dayal Kapoor	Non Executive - Independent Director	Member	05.06.2021	-
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	Mr.R.C.Tapuriah	Non Executive - Independent Director	Chairperson	19.05.2014	-
			Mr.D.R.Bansal	Non Executive - Non Independent Director	Member	19.05.2014	-
			Shiv Dayal Kapoor	Non-Executive - Independent Director	Member	19.05.2014	-
5	Corporate Social Responsibility Committee	Yes	Mr.Harsh V.Lodha	Non Executive - Independent Director	Chairperson	05.06.2021	-
			Mr.S.K.Misra	Non Executive - Non Independent Director	Member	19.05.2014	-
			Smt. Kiran Aggarwal	Non Executive - Independent Director	Member	05.06.2021	-

(III) Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting(if any) in the relevant quarter	Whether requirement of quorum met (Yes/No)	Number of Directors present	Number of Independent Directors present	Maximum gap between any two consecutive meetings (in number of days)
11.11.2021	10.02.2022	Yes	8	4	90

(IV) Meeting of Committees

Sl. No.	Name of the Committee	Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting(if any) in the relevant quarter	Whether requirement of quorum met (Yes/No)	Number of Directors present	Number of Independent Directors present	Maximum gap between any two consecutive meetings (in number of days)
1	Audit Committee	11.11.2021	10.02.2022	Yes	4	3	90
2	Corporate Social Responsibility Committee	11.11.2021	10.02.2022	Yes	3	2	-
3	Risk Management Committee	09.11.2021	23.03.2022	Yes	3	1	-
4	Stakeholders Relationship Committee	-	10.03.2022	Yes	2	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 & Remuneration Committee : **YES**
- (c) Stakeholders Relationship Committee : **YES**
- (d) Risk Management Committee (applicable to the top 500 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 10.02.2022 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 : 13.04.2022

VINDHYA TELELINKS LIMITED**YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR 2021-22****(I) Disclosure on website in terms of Listing Regulations**

Item	Compliance status (YES/NO/NA) Refer note below
Details of business	YES
Terms and conditions of appointment of independent directors	YES
Composition of various committees of Board of Directors	YES
Code of conduct of Board of Directors and senior management personnel	YES
Details of establishment of Vigil Mechanism/Whistle Blower Policy	YES
Criteria of making payments to non-executive directors	YES
Policy on dealing with related party transactions	YES
Policy for determining "material" subsidiaries*	YES
Details of familiarization programmes imparted to independent directors	YES
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES
email address for grievance redressal and other relevant details	YES
Financial results	YES
Shareholding pattern	YES
Details of agreements entered into with the media companies and/or their associates	N.A.
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to Stock Exchange	N.A.
New name and the old name of the listed entity	N.A.
Advertisements as per regulation 47(1)	YES
Credit Rating or revision in Credit Rating obtained	YES
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	YES
Whether Company has provided information under separate section on its website as per regulation 46(2)	YES
Materiality Policy as per Regulation 30	YES
Dividend Distribution Policy as per Regulation 43A (as applicable)	YES
It is certified that these contents on the website of the listed entity are correct	YES

* None of the wholly owned subsidiary companies of the Company is a unlisted material subsidiary as defined in Regulation 24 of SEBI (LODR) Regulations, 2015 ('Listing Regulations'). However, the Company has approved the 'Policy for determining material subsidiary' in accordance with Regulation 16(1)(c) of Listing Regulations which is available on the website of the Company.

(II) Annual Affirmations

Particulars	Regulation Number	Compliance status (YES/NO/NA) Refer note below
Independent Director(s) have been appointed in terms of specified criteria of 'Independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES
Board Composition	17(1), 17(1A) & 17(1B)	YES
Meeting of Board of Directors	17(2)	YES
Quorum of Board Meeting	17(2A)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Recommendation of Board	17(11)	YES
Maximum Number of Directorship	17A	YES

Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of Nomination & Remuneration Committee	19(1) & (2)	YES
Quorum of Nomination & Remuneration Committee	19(2A)	YES
Meeting of Nomination & Remuneration Committee	19(3A)	YES
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	YES
Meeting of Stakeholders Relationship Committee	20(3A)	YES
Composition and role of Risk Management Committee	21(1), (2), (3), (4)	YES
Meeting of Risk Management Committee	21(3A)	YES
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1), (1A), (5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES
Approval for material related party transactions	23(4)	YES
Disclosure of Related Party Transactions on consolidated basis	23(9)	YES
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	YES
Annual Secretarial Compliance Report	24(A)	YES
Alternate Director to Independent Director	25(1)	N.A.
Maximum Tenure	25(2)	YES
Meeting of independent directors	25(3) &(4)	YES
Familiarization of independent directors	25(7)	YES
Declaration from Independent Director	25(8) & (9)	YES
D & O Insurance of Independent Directors	25(10)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	26(3)	YES
Disclosure of Shareholding by Non-Executive Directors	26(4)	YES
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	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.

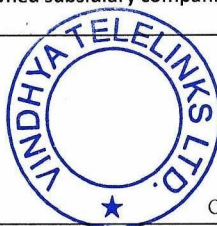
2. If status is 'No', details of non-compliance may be given here.

3. If the Listed Entity would like to provide any other information, the same may be indicated here.

(III) Affirmations

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. **Yes.** (None of the wholly owned subsidiary companies of the Company is a unlisted material subsidiary as defined in Regulation 24 of SEBI (LODR) Regulations, 2015 ('Listing Regulations')). However, the Company has approved the 'Policy for determining material subsidiary' in accordance with Regulation 16(1)(c) of Listing Regulations and has also complied with Corporate Governance requirements with respect to its wholly owned subsidiary companies to the extent applicable.)

Place: New Delhi
Date : 13.04.2022



For Vindhya Telelinks Limited

(Signature)
(Dinesh Kapoor)

Company Secretary and Compliance Officer

VINDHYA TEELINKS LIMITED
COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE HALF YEAR ENDED 31.03.2022

I. Disclosure of Loans/guarantees/comfort letters/securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0.00	0.00
Promoter Group or any other entity controlled by them	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0.00	0.00
KMPs or any other entity controlled by them	0.00	0.00

(B) Any guarantee/comfort letter (by whatever name called) provided by the listed entity directly or indirectly in connection with any loan(s) or any other form of debt availed by:

Entity	Type(guarantee/comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	Cross Corporate Guarantee	0.00	2180000000.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00

(C) Any security provided by the listed entity directly or indirectly in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares, etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00

II. Affirmation:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel(including their relatives) or any entity controlled by them are in the economic interest of the company.

Place: New Delhi
Date : 13.04.2022

For Vindhya Teelinks Limited

Saurabh Chhajaj
(Saurabh Chhajaj)
Chief Financial Officer