

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

(1) Name of Listed Entity : Vindhya Telelinks Limited
(2) Quarter ending : 31.03.2023

(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- 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) 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 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 | - | 108 | 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 | - | 108 | 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 | - | 101 | 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 | - | 17 | 6 | 6 | 5 | 3 |
| Mrs. | Rashmi Dharwal | AAPPD9702P | 00337814 | Non-Executive Independent Director | 02.06.1956 | No | - | - | - | Active | N.A. | - | 14.11.2022 | 14.11.2022 | - | 5 | 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 |
|---|---|--|---|--|--|
| 14.11.2022 | - | Yes | 10 | 9 | 4 |
| 10.02.2023 | 87 | Yes | 10 | 10 | 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 | 14.11.2022 | - | Yes | 4 | 4 | 3 | - |
| 2 | Audit Committee | 10.02.2023 | 87 | Yes | 4 | 4 | 3 | - |
| 3 | Stakeholders Relationship Committee | 20.03.2023 | - | Yes | 3 | 3 | 1 | - |
| 4 | Risk Management Committee | 20.03.2023 | - | Yes | 3 | 3 | 1 | 1 |

Dr. K. S. Srinivas

(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 10.02.2023 and this report will be placed before the Board of Directors in the next Meeting.

Place: New Delhi
Date : 14.04.2023



For Vindhya Telelinks Limited

(Dinesh Kapoor)

Company Secretary and Compliance Officer

VINDHYA TELELINKS LIMITED

YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR 2022-23

(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** | NO |
| 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.

** The valid and duly approved financial statements of the Subsidiaries have not been made available to the Holding Company. Certain delinquent and ex-directors of the Subsidiaries are having unauthorized and illegal possession of the books of account, statutory and other records of the Subsidiaries. Legal proceedings are also pending before different Courts.

(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 : 14.04.2023



For Vindhya Telelinks Limited

(Dinesh Kapoor)
Company Secretary and Compliance Officer

VINDHYA TEELINKS LIMITED
COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE HALF YEAR ENDED 31.03.2023

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 or in the economic interest of the company.

For Vindhya Teelinks Limited

Place: New Delhi
Date : 14.04.2023

Saurabh Chhajjer
(Saurabh Chhajjer)
Chief Financial Officer