

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

(1) Name of Listed Entity : Vindhya Telelinks Limited
(2) Quarter ending : 31.03.2024

(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 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 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) 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.	Shashi Kant Misra	ADQPM3235L	00009411	Non-Executive Independent Director	28.04.1933	No	-	-	-	Active	Yes	25.03.2019	27.10.2004	01.04.2019	31.03.2024*	120	1	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	-	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	31.03.2024*	120	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	-	113	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	-	29	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	-	17	3	3	7	1
Mr.	Yashwant Singh 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

* Shri Shashi Kant Misra (DIN: 00009411) and Shri Shiv Dayal Kapoor (DIN: 00043634), Non-Executive Independent Directors of the Company have completed their tenure viz. second term of five (5) consecutive years on 31st March, 2024. Consequently, they cease to be the Directors of the Company and Member/Chairperson of the respective committees of the Board at the end of the day on 31st March, 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
1	Audit Committee	Yes	Mr. Shiv Dayal Kapoor	Non Executive - Independent Director	Chairperson	05.06.2021	31.03.2024*
			Mr. Shashi Kant Misra	Non Executive - Independent Director	Member	27.10.2004	31.03.2024**
			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	31.03.2024*
			Mr. Dhan Raj 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	31.03.2024*
			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	31.03.2024*
			Mr. Dhan Raj 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 Vardhan Lodha	Non Executive - Non Independent Director	Chairperson	05.06.2021	-
			Mr. Shashi Kant Misra	Non Executive - Independent Director	Member	19.05.2014	31.03.2024**
			Smt. Kiran Aggarwal	Non Executive - Independent Director	Member	05.06.2021	-

* Ceased to be Chairperson/Member of the Committee upon completion of tenure as an Independent Director of the Company on 31st March, 2024.

** Ceased to be Member of the Committee upon completion of tenure as an Independent Director of the Company on 31st March, 2024.

*** 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
09.11.2023	-	Yes	10	10	5
09.02.2024	91	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	09.11.2023	-	Yes	4	4	3	-
2	Audit Committee	09.02.2024	91	Yes	4	3	2	-
3	Nomination and Remuneration Committee	07.02.2024	-	Yes	3	3	2	-
4	Risk Management Committee	29.02.2024	-	Yes	3	3	1	1
5	Stakeholders Relationship Committee	20.03.2024	-	Yes	3	3	1	-



(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 09.02.2024 and this report will be placed before the Board of Directors in the next Meeting.	
Place: Gurugram	
Date : 19.04.2024	



For Vindhya Telelinks Limited

(Signature)
(Dinesh Kapoor)
Company Secretary and Compliance Officer

VINDHYA TELELINKS LIMITED

YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR 2023-24

(I) Disclosure on website in terms of Listing Regulations

Sl. No.	Item	Compliance Status (YES/NO/NA)	Web Address
1	Details of business	YES	https://www.vtlrewa.com/Profile.html
2	Terms and conditions of appointment of independent directors	YES	https://www.vtlrewa.com/Terms-of-Appointment-ID.pdf
3	Composition of various committees of Board of Directors	YES	https://www.vtlrewa.com/Committees.html
4	Code of conduct of Board of Directors and senior management personnel	YES	https://www.vtlrewa.com/Code-of-Conduct.pdf
5	Details of establishment of Vigil Mechanism/Whistle Blower Policy	YES	https://www.vtlrewa.com/Policies/Whistle-Blower.pdf
6	Criteria of making payments to non-executive directors	YES	https://www.vtlrewa.com/Policies/Remuneration.pdf
7	Policy on dealing with related party transactions	YES	https://www.vtlrewa.com/Policies/RPT.pdf
8	Policy for determining "material" subsidiaries	YES	https://www.vtlrewa.com/Policies/Material-Subsidiaries.pdf
9	Details of familiarization programmes imparted to independent directors	YES	https://www.vtlrewa.com/Familiarization-Programme/Details.pdf
10	E-mail address for grievance redressal and other relevant details	YES	https://www.vtlrewa.com/investors-services.html
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	https://www.vtlrewa.com/investors-services.html
12	Financial results	YES	https://www.vtlrewa.com/financial-information.html
13	Shareholding pattern	YES	https://www.vtlrewa.com/Shareholding-Pattern.html
14	Details of agreements entered into with the media companies and/or their associates	N.A.	-
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to Stock	N.A.	-
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	N.A.	-
16	New name and the old name of the listed entity	N.A.	-
17	Advertisements as per regulation 47(1)	YES	https://www.vtlrewa.com/Reg-47.html
18	Credit rating or revision in Credit Rating obtained	YES	https://www.vtlrewa.com/Credit-Rating-08.09.2023.pdf
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year*	NO	
20	Secretarial Compliance Report	YES	https://www.vtlrewa.com/Reg-24A.html
21	Materiality Policy as per Regulation 30(4)	YES	https://www.vtlrewa.com/Policies/Material-Events.pdf
22	Disclosure of contact details of KMP who are authorised for the purpose of determining materiality as required under regulation 30(5)	YES	https://www.vtlrewa.com/Contact-Details-KMPs.html
23	Disclosure under regulation 30(8)	YES	https://www.vtlrewa.com/Reg-30.html
24	Statements of deviation(s) or variation(s) as specified in regulation 32	N.A.	-
25	Dividend Distribution Policy as per Regulation 43A(1)	YES	https://www.vtlrewa.com/Policies/DDP.pdf
26	Annual Return as provided under section 92 of the Companies Act, 2013	YES	https://www.vtlrewa.com/Annual-Return.pdf
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	YES	https://www.vtlrewa.com/Profile.html
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	YES	https://www.vtlrewa.com/Profile.html

* The valid and duly approved financial statements/results of the three wholly owned subsidiaries which are nondeposit taking Non-Banking Financial Companies viz. August Agents Ltd., Insilco Agents Ltd. and Laneseda Agents Ltd. are not available to the Company since April 1, 2021. The ex-directors of the said subsidiaries are having unauthorized and illegal possession of the books of account, statutory and other records of the said subsidiaries. Legal proceedings in the matter are also pending before different forums.

(II) Annual Affirmations

Sl. No.	Particulars	Regulation Number	Compliance Status (YES/NO/NA)
1	Independent Director(s) have been appointed in terms of specified criteria of 'Independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES
2	Board Composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	YES
3	Meeting of Board of Directors	17(2)	YES
4	Quorum of Board Meeting	17(2A)	YES
5	Review of Compliance Reports	17(3)	YES
6	Plans for orderly succession for appointments	17(4)	YES
7	Code of Conduct	17(5)	YES
8	Fees/compensation	17(6)	YES
9	Minimum Information	17(7)	YES
10	Compliance Certificate	17(8)	YES
11	Risk Assessment & Management	17(9)	YES
12	Performance Evaluation of Independent Directors	17(10)	YES
13	Recommendation of Board	17(11)	YES
14	Maximum Number of Directorship	17A	YES
15	Composition of Audit Committee	18(1)	YES
16	Meeting of Audit Committee	18(2)	YES
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	YES
18	Composition of Nomination & Remuneration Committee	19(1) & (2)	YES
19	Quorum of Nomination & Remuneration Committee Meeting	19(2A)	YES
20	Meeting of Nomination & Remuneration Committee	19(3A)	YES
21	Role of Nomination and Remuneration Committee	19(4)	YES
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	YES
23	Meeting of Stakeholders Relationship Committee	20(3A)	YES
24	Role of Stakeholders Relationship Committee	20(4)	YES
25	Composition and role of Risk Management Committee	21(1), (2), (3), (4)	YES
26	Meeting of Risk Management Committee	21(3A)	YES
27	Quorum of Risk Management Committee Meeting	21(3B)	YES
28	Gap between the meetings of the Risk Management Committee	21(3C)	YES
29	Vigil Mechanism	22	YES
30	Policy for related party Transaction	23(1), (1A), (5), (6) & (8)	YES



31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES
32	Approval for material related party transactions	23(4)	N.A.
33	Disclosure of Related Party Transactions on consolidated basis	23(9)	YES
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
35	Other Corporate Governance requirements with respect to subsidiary of listed entity*	24(2),(3),(4), (5) & (6)	YES
36	Alternate Director to Independent Director	25(1)	N.A.
37	Maximum Tenure	25(2)	YES
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	YES
39	Meeting of independent directors	25(3) & (4)	YES
40	Familiarization of independent directors	25(7)	YES
41	Declaration from Independent Director	25(8) & (9)	YES
42	Directors and Officers Insurance	25(10)	YES
43	Confirmation with respect to appointment of Independent Directors who resign from the listed entity	25(11)	N.A.
44	Memberships in Committees	26(1)	YES
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	26(3)	YES
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	YES
47	Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	YES
48	Approval of the Board and Shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	N.A.
49	Vacancies in respect of Key Managerial Personnel	26A(1) & 26A(2)	N.A.

* The valid and duly approved financial statements/results of the three wholly owned subsidiaries which are nondeposit taking Non-Banking Financial Companies viz. August Agents Ltd., Insilco Agents Ltd. and Laneseda Agents Ltd. are not available to the Company since April 1, 2021. The ex-directors of the said subsidiaries are having unauthorized and illegal possession of the books of account, statutory and other records of the said subsidiaries. Legal proceedings in the matter are also pending before different forums.

(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, (1) 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 and (2) The valid and duly approved financial statements/results of the three wholly owned subsidiaries which are nondeposit taking Non-Banking Financial Companies viz. August Agents Ltd., Insilco Agents Ltd. and Laneseda Agents Ltd. are not available to the Company since April 1, 2021. The ex-directors of the said subsidiaries are having unauthorized and illegal possession of the books of account, statutory and other records of the said subsidiaries. Legal proceedings in the matter are also pending before different forums.

Place: Gurugram
Date : 19.04.2024



For Vindhya Telelinks Limited

(Signature)
(Dinesh Kapoor)

Company Secretary and Compliance Officer

VINDHYA TELELINKS LIMITED
COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED 31.03.2024

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 controled by them	0.00	0.00
Promoter Group or any other entity controled 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 controled by them	0	0.00	0.00
Promoter Group or any other entity controled by them	Cross Corporate Guarantee	0.00	2960000000.00
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 secutity provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controled by them	0	0.00	0.00
Promoter Group or any other entity controled 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.

Place: Noida
Date : 19.04.2024



For Vindhya Telelinks Limited

Saurabh Chhajjer
(Saurabh Chhajjer)
Chief Financial Officer