

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

- (1) Name of Listed Entity : Vindhya Telelinks Limited
(2) Quarter ending : 30.06.2022

(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	-	99	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	-	99	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	-	99	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	-	92	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	-	8	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)
10.02.2022	23.05.2022	Yes	9	5	101

(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	10.02.2022	23.05.2022	Yes	4	3	101
2	Nomination and Remuneration Committee	-	19.05.2022	Yes	3	2	-
3	Risk Management Committee*	23.03.2022	29.04.2022	Yes	3	2	-

* Number of Directors present indicates total number of members present (including Board of Directors) and Number of Independent Directors present indicates total number of members of the Board of Directors present (including one Independent Director).

(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 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 23.05.2022 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 : 12.07.2022