

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

(1) Name of Listed Entity : Vindhya Telcelinks Limited

(2) Quarter ending : 30.09.2023

(I) Composition of Board of Directors

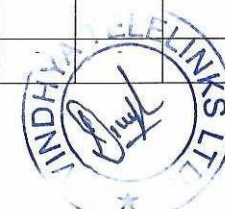
Title Mr./ Mrs./ Ms.	Name of the Director	PAN	DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ & Nominee)	Date of Birth	Disqualification of Directors under Section 164 of the Companies Act, 2013					Whether Special Resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of 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 in-cluding this listed entity (Refer Regulation 17A of Listing Regulations)	No. of Independent Directorship in listed entities in-cluding this listed entity (Refer Regulation 17A(1) of Listing Regulations)	No. of Memberships in Audit/ Stakeholder Committee(s) in-cluding this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of Post of Chairperson in Audit/ Stakeholder Committee(s) held in listed entities in-cluding this listed entity (Refer Regulation 26(1) of Listing Regulations)
						Whether the Director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	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	11.09.2023	-	-	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	-	114	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	-	114	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	-	107	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	-	23	4	4	3	2
Mrs.	Rashmi Dhariwal	AAPPD9702P	00337814	Non-Executive Independent Director	02.06.1956	No	-	-	-	Active	N.A.	-	14.11.2022	14.11.2022	-	11	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
18.05.2023	-	Yes	10	10	5
12.08.2023	85	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	18.05.2023	-	Yes	4	4	3	-
2	Audit Committee	12.08.2023	85	Yes	4	4	3	-
3	Nomination and Remuneration Committee	18.05.2023	-	Yes	3	3	2	-
4	Nomination and Remuneration Committee	12.08.2023	-	Yes	3	2	2	-
5	Corporate Social Responsibility Committee	12.08.2023	-	Yes	3	3	2	-
6	Risk Management Committee	06.09.2023	-	Yes	3	3	1	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	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.

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 12.08.2023 and this report will be placed before the Board of Directors in the next Meeting.

Place: New Delhi
Date : 11.10.2023



For Vindhya Telelinks Limited

(Signature)
(Dinesh Kapoor)

Company Secretary and Compliance Officer

VINDHYA TELELINKS LIMITED
COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE HALF YEAR ENDED 30.09.2023

Affirmations

Sl. No.	Particulars	Regulation Number	Compliance status (YES/NO/NA)	If status is "No", details of non-compliance may be given here
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	YES	-
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	NO	Mr. Shiv Dayal Kapoor, an Independent Director and Chairman of the Audit Committee expressed his inability to attend the Annual General Meeting due to certain unavoidable circumstances including health advisory by his doctors not to undertake travel for the time being. Accordingly, he authorised Mr. Y.S. Lodha, Managing Director & CEO of the Company to attend the meeting for and on his behalf for necessary compliance.
3	Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	NO	Mr. Shiv Dayal Kapoor, an Independent Director and Chairman of the Nomination and Remuneration Committee expressed his inability to attend the Annual General Meeting due to certain unavoidable circumstances including health advisory by his doctors not to undertake travel for the time being. Accordingly, he authorised Mr. Y.S. Lodha, Managing Director & CEO of the Company to attend the meeting for and on his behalf for necessary compliance.
4	Presence of Chairperson of the Stakeholders Relationship Committee at the Annual General Meeting	20(3)	NO	Mr. Shiv Dayal Kapoor, an Independent Director and Chairman of the Stakeholder Relationship Committee expressed his inability to attend the Annual General Meeting due to certain unavoidable circumstances including health advisory by his doctors not to undertake travel for the time being. Accordingly, he authorised Mr. Y.S. Lodha, Managing Director & CEO of the Company to attend the meeting for and on his behalf for necessary compliance.
5	Disclosure of Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	YES	-
6	Submission of Annual Secretarial Compliance Report	24A(2)	YES	-
7	Whether 'Corporate Governance Report' disclosed in Annual Report'	34(3) read with para C of Schedule V	YES	-

Notes:

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.

Place: New Delhi

Date: 11.10.2023



For Vindhya Telelinks Limited

(Dinesh Kapoor)

Company Secretary and Compliance Officer

VINDHYA TELELINKS LIMITED
COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE HALF YEAR ENDED 30.09.2023

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	780000000.00	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 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: Noida

Date : 11.10.2023



For Vindhya Telelinks Limited

Saurabh Chhajner
 (Saurabh Chhajner)
 Chief Financial Officer