

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

(1) Name of Listed Entity : Vindhya Telelinks Limited
(2) Quarter ending : 30.09.2024

(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 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 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.	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	-	-	-
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	02-08-2024*	-	1	-	-	-
Mrs.	Kiran Aggarwal	ACKPA5601P	06991807	Non-Executive Independent Director	14.01.1942	No	-	-	-	Active	Yes	25.03.2019	10.11.2014	10.11.2019	-	119	2	2	3	-
Mr.	Priya Shankar Dasgupta	ADWPD2072J	00012552	Non-Executive Independent Director	30.06.1955	No	-	-	-	Active	N.A.	-	21.11.2021	21.11.2021	-	35	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	-	23	3	3	7	1
Mr.	Bachh Raj Nahar	ADAPN8162B	00049895	Non-Executive Independent Director	14.06.1951	No	-	-	-	Active	N.A.	-	01.04.2024	01.04.2024	-	6	3	3	9	4
Mr.	Dr. Aravind Srinivasan	AKYPS6834Q	00088037	Non-Executive Independent Director	16.09.1969	No	-	-	-	Active	N.A.	-	01.04.2024	01.04.2024	-	6	2	2	1	-
Mr.	Yashwant Singh Lodha	AAWPL4977B	00052861	Executive Director	03.04.1964	No	-	-	-	Active	N.A.	-	27.10.2006	04.11.2020	-	-	2	-	2	-

Whether the listed entity has a regular Chairperson?

Yes

Whether Chairperson is related to MD or CEO?

No

*Mr. Pracheta Majumdar (DIN: 00179118) Non-Executive Non-Independent Director of the Company did not seek re-appointment upon retirement by rotation at the Annual General Meeting of the Company held on 2nd August, 2024 and the vacancy so caused has not filled up, for the tir



(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. Bachh Raj Nahar	Non Executive - Independent Director	Chairperson	01.04.2024	-
			Smt. Kiran Aggarwal	Non Executive - Independent Director	Member	24.09.2022	-
			Dr. Aravind Srinivasan	Non Executive - Independent Director	Member	01.04.2024	-
			Mr. Priya Shankar Dasgupta	Non Executive - Independent Director	Member	17.05.2024	-
2	Nomination and Remuneration Committee	Yes	Mr. Bachh Raj Nahar	Non Executive - Independent Director	Chairperson	01.04.2024	-
			Smt. Kiran Aggarwal	Non Executive - Independent Director	Member	24.09.2022	-
			Mr. Priya Shankar Dasgupta	Non Executive - Independent Director	Member	01.04.2024	-
3	Risk Management Committee	Yes	Mr. Bachh Raj Nahar	Non Executive - Independent Director	Chairperson	01.04.2024	-
			Smt. Kiran Aggarwal	Non Executive - Independent Director	Member	17.05.2024	-
			Smt. Rashmi Dhariwal	Non Executive - Independent Director	Member	01.04.2024	-
			Mr. Y.S. Lodha	Executive Director	Member	17.05.2024	-
			Mr. Sandeep Chawla	President & CEO - EPC Division	Member	29.06.2021	-
4	Stakeholders Relationship Committee	Yes	Mr. Bachh Raj Nahar	Non Executive - Independent Director	Chairperson	01.04.2024	-
			Smt. Kiran Aggarwal	Non Executive - Independent Director	Member	01.04.2024	-
			Mr. Y.S. Lodha	Executive Director	Member	01.04.2024	-
5	Corporate Social Responsibility Committee	Yes	Mr. Harsh Vardhan Lodha	Non Executive - Non Independent Director	Chairperson	05.06.2021	-
			Smt. Rashmi Dhariwal	Non Executive - Independent Director	Member	01.04.2024	-
			Smt. Kiran Aggarwal	Non Executive - Independent Director	Member	05.06.2021	-

(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
17-05-2024	-	Yes	9	9	5
12.08.2024	86	Yes	8	6	4

(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	17.05.2024	-	Yes	3	3	3	-
2	Audit Committee	12.08.2024	86	Yes	4	3	3	-
3	Nomination and Remuneration Committee	16.05.2024	-	Yes	3	2	2	-
4	Nomination and Remuneration Committee	12.08.2024	87	Yes	3	2	2	-
5	Corporate Social Responsibility Committee	12.08.2024	-	Yes	3	3	2	-
6	Risk Management Committee	20.09.2024	-	Yes	4	3	3	1

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(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 12.08.2024 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: Gurugram	
Date : 09.10.2024	

VINDHYA TELELINKS LIMITED**COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE HALF YEAR ENDED 30.09.2024****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)	YES	-
3	Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	YES	-
4	Presence of Chairperson of the Stakeholders Relationship Committee at the Annual General Meeting	20(3)	YES	-
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.

For Vindhya Telelinks Limited



(Dinesh Kapoor)

Company Secretary and Compliance Officer

Place: Gurugram

Date : 09.10.2024

VINDHYA TELELINKS LIMITED

COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED 30.09.2024

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 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	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 or in the economic interest of the company - YES

For Vindhya Telelinks Limited

Place: Noida

Date : 09.10.2024

Saurabh Chhajr
(Saurabh Chhajr)
Chief Financial Officer