

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

(1) Name of Listed Entity : Windhya Telelinks Limited
 (2) Quarter ending : 30.06.2021

(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 - Non-Executive Non Independent Director	13.02.1967	N.A.	-	05.05.2004	05.08.2019	-	-	5	-	-	1
Mr.	J.Veeraraghavan*	AAAPV4862H	00078998	Non-Executive Independent Director	04.03.1932	Yes	25.03.2019	27.10.2004	01.04.2019	-	60	1	1	1	-
Mr.	S.K.Misra	ADQFM3235L	00009411	Non-Executive Independent Director	28.04.1933	Yes	25.03.2019	27.10.2004	01.04.2019	-	60	1	1	1	-
Mr.	R.C.Tapuriah	ABKFT4204C	00395997	Non-Executive Independent Director	15.06.1942	Yes	25.03.2019	19.08.1985	01.04.2019	-	60	4	4	4	4
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	-	-	2	-	2	-
Mr.	Shiv Dayal Kapoor	AAAPK6173G	00043634	Non-Executive Independent Director	01.08.1946	Yes	25.03.2019	19.05.2014	01.04.2019	-	60	1	1	1	-
Mrs.	Kiran Aggarwal	ACKPA5601P	06991807	Non-Executive Independent Director	14.01.1942	Yes	25.03.2019	10.11.2014	10.11.2019	-	60	1	1	-	-
Mr.	Dilip Ganesh Karnik	ACJPK3295N	06419513	Non-Executive Non Independent Director	10.05.1950	N.A.	-	14.11.2017	14.11.2017	-	-	4	1	1	-
Mr.	Y.S.Lodha	AAWPL4977B	00052861	Executive Director	03.04.1964	N.A.	-	27.10.2006	04.11.2020	-	60	2	-	-	-

* Expired on 3rd June, 2021

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 Mr.J.Veeraraghavan Mr.S.K.Misra Mr.Pracheta Majumdar Mr.Shiv Dayal Kapoor Mr.R.C.Tapuriah Mr.J.Veeraraghavan Mr.D.R.Bansal Mr.Shiv Dayal Kapoor Mr.Shiv Dayal Kapoor Mr.Pracheta Majumdar Mr.Dilip Ganesh Karnik Mr.R.C.Tapuriah Mr.D.R.Bansal Shiv Dayal Kapoor	Non Executive - Independent Director Non Executive - Independent Director Non Executive - Independent Director Non-Executive - Non Independent Director Non Executive - Independent Director Non Executive - Independent Director Non Executive - Independent Director Non Executive - Independent Director Non Executive - Independent Director Non Executive - Independent Director Non-Executive - Non Independent Director Non-Executive - Non Independent Director Non Executive - Independent Director Non Executive - Non Independent Director Non-Executive - Independent Director	Chairperson Member Member Member Member Chairperson Member Member Member Chairperson Member Member Chairperson Member Member	11.05.2009 27.10.2004 27.10.2004 27.10.2004 05.06.2021 19.05.2014 19.05.2014 19.05.2014 05.06.2021 29.06.2021 29.06.2021 29.06.2021 19.05.2014 19.05.2014 19.05.2014 10.11.2014 19.05.2014 19.05.2014 05.06.2021 05.06.2021	- 03.06.2021 - - - - - - - - - - - - - - 04.06.2021 03.06.2021 - - -
2	Nomination and Remuneration Committee	Yes	Mr.R.C.Tapuriah Mr.J.Veeraraghavan Mr.D.R.Bansal Mr.Shiv Dayal Kapoor Mr.Shiv Dayal Kapoor Mr.Pracheta Majumdar Mr.Dilip Ganesh Karnik Mr.R.C.Tapuriah Mr.D.R.Bansal Shiv Dayal Kapoor	Non Executive - Independent Director Non Executive - Independent Director Non Executive - Independent Director Non Executive - Independent Director Non Executive - Independent Director Non-Executive - Non Independent Director Non-Executive - Non Independent Director Non Executive - Independent Director Non Executive - Non Independent Director Non-Executive - Independent Director	Chairperson Member Member Member Member Chairperson Member Member Chairperson Member Member	19.05.2014 19.05.2014 19.05.2014 05.06.2021 29.06.2021 29.06.2021 29.06.2021 19.05.2014 19.05.2014 19.05.2014 10.11.2014 19.05.2014 19.05.2014 05.06.2021 05.06.2021	- 03.06.2021 - - - - - - - - - - 04.06.2021 03.06.2021 - - -
3	Risk Management Committee*	Yes	Mr.R.C.Tapuriah Mr.J.Veeraraghavan Mr.D.R.Bansal Mr.Shiv Dayal Kapoor Mr.Shiv Dayal Kapoor Mr.Pracheta Majumdar Mr.Dilip Ganesh Karnik Mr.R.C.Tapuriah Mr.D.R.Bansal Shiv Dayal Kapoor	Non Executive - Independent Director Non Executive - Independent Director Non Executive - Independent Director Non Executive - Independent Director Non Executive - Independent Director Non-Executive - Non Independent Director Non-Executive - Non Independent Director Non Executive - Independent Director Non Executive - Non Independent Director Non-Executive - Independent Director	Chairperson Member Member Member Member Chairperson Member Member Chairperson Member Member	19.05.2014 19.05.2014 19.05.2014 05.06.2021 29.06.2021 29.06.2021 29.06.2021 19.05.2014 19.05.2014 19.05.2014 10.11.2014 19.05.2014 19.05.2014 05.06.2021 05.06.2021	- 03.06.2021 - - - - - - - - - - 04.06.2021 03.06.2021 - - -
4	Stakeholders Relationship Committee	Yes	Mr.R.C.Tapuriah Mr.J.Veeraraghavan Mr.D.R.Bansal Mr.Shiv Dayal Kapoor Mr.Shiv Dayal Kapoor Mr.Pracheta Majumdar Mr.Dilip Ganesh Karnik Mr.R.C.Tapuriah Mr.D.R.Bansal Shiv Dayal Kapoor	Non Executive - Independent Director Non Executive - Independent Director Non Executive - Independent Director Non Executive - Independent Director Non Executive - Independent Director Non-Executive - Non Independent Director Non-Executive - Non Independent Director Non Executive - Independent Director Non Executive - Non Independent Director Non-Executive - Independent Director	Chairperson Member Member Member Member Chairperson Member Member Chairperson Member Member	19.05.2014 19.05.2014 19.05.2014 05.06.2021 29.06.2021 29.06.2021 29.06.2021 19.05.2014 19.05.2014 19.05.2014 10.11.2014 19.05.2014 19.05.2014 05.06.2021 05.06.2021	- 03.06.2021 - - - - - - - - - - 04.06.2021 03.06.2021 - - -
5	Corporate Social Responsibility Committee	Yes	Mr.R.C.Tapuriah Mr.J.Veeraraghavan Mr.D.R.Bansal Mr.Shiv Dayal Kapoor Mr.Shiv Dayal Kapoor Mr.Pracheta Majumdar Mr.Dilip Ganesh Karnik Mr.R.C.Tapuriah Mr.D.R.Bansal Shiv Dayal Kapoor	Non Executive - Independent Director Non Executive - Independent Director Non Executive - Independent Director Non Executive - Independent Director Non Executive - Independent Director Non-Executive - Non Independent Director Non-Executive - Non Independent Director Non Executive - Independent Director Non Executive - Non Independent Director Non-Executive - Independent Director	Chairperson Member Member Member Member Chairperson Member Member Chairperson Member Member	19.05.2014 19.05.2014 19.05.2014 05.06.2021 29.06.2021 29.06.2021 29.06.2021 19.05.2014 19.05.2014 19.05.2014 10.11.2014 19.05.2014 19.05.2014 05.06.2021 05.06.2021	- 03.06.2021 - - - - - - - - - - 04.06.2021 03.06.2021 - - -

* In addition to three Directors who are members of the Risk Management Committee, Sandeep Chawla, President/CEO (EPC Division) of the Company is also a member of the Risk Management Committee. Since he is not a Director of the Company, his particulars have not been provided due to validation error.

(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)
12.02.2021	27.03.2021	Yes	9	5	42
27.03.2021	29.06.2021	Yes	9	4	93

(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	12.02.2021	29.06.2021	Yes	4	3	136
2	Nomination and Remuneration Committee	-	29.06.2021	Yes	3	2	-
3	Corporate Social Responsibility Committee	-	29.06.2021	Yes	3	2	-



(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 & 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 29.06.2021 and this report will be placed before the Board of Directors in the next Meeting.

Place: New Delhi
Date : 14.07.2021

For Vindhya Telelinks Limited


(Hitesh Wadhwa)
Company Secretary