



Vindhya Telelinks Ltd.

Reg. Office : Udyog Vihar, P.O. Chorhata
Rewa - 486 006 (M.P.) INDIA
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Website : www.vtirewa.com
PAN No. AAACV7757J
CIN No. L31300MP1983PLC002134

VTL/CS/15-16/

12 JAN 2016

BSE Limited,
BSE's Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building,
P.J.Towers, Dalal Street,
Fort,
MUMBAI-400 001

Dear Sir,

**Sub: Compliance Report for the Quarter ended 31.12.2015
on Corporate Governance**

Company's Scrip Code: 517015

With reference to the above, we are enclosing Quarterly Compliance Report in prescribed format on Corporate Governance for the quarter ended 31st December, 2015 as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. We hope you will find the same in order.

Meanwhile, please acknowledge the receipt.

Thanking you,

Yours faithfully,
For Vindhya Telelinks Limited

(Ashok Mishra)
Company Secretary

Encl: As above.



Works : i) Plot No.1, Udyog Vihar, P.O. Chorhata, Rewa - 486 006 (M.P.)
ii) Plot No. 1-C & 1-D, Udyog Vihar, P.O. Chorhata, Rewa - 486 006 (M.P.)



QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

- (1) Name of Listed Entity : Vindhya Telelinks Limited
 (2) Quarter ending : 31.12.2015

(I) Composition of Board of Directors

Title (Mr./Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) &	Date of Appointment in the current term/cessation	Tenure	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number 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 held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Harsh V Lodha	AASPH5152N & '00394094	Chairperson - Non-Executive	05.05.2004	-	5	-	2
Mr.	J. Veeraraghavan	AAAPV4862H & '00078998	Independent	12.08.2014	5 Years	1	1	-
Mr.	S.K.Misra	ADQPM3235L & '00009411	Independent	12.08.2014	5 Years	1	1	-
Mr.	R.C.Tapuriah	ABKPT4204C & '00395997	Independent	12.08.2014	5 Years	4	4	4
Mr.	D.R.Bansal	ADOPB9671K & '00050612	Non-Executive	06.11.1987	-	2	2	-
Mr.	Pracheta Majumdar	AACPM7543E & '00179118	Non-Executive	27.10.2004	-	2	2	-
Mr.	Shiv Dayal Kapoor	AAAPK6173G & '00043634	Independent	12.08.2014	5 Years	2	1	1
Mrs.	Kiran Aggarwal	ACKPA5601P & '06991807	Independent	10.11.2014	5 Years	1	-	-
Mr.	Y.S.Lodha	AAWPL4977B & '00052861	Executive	04.11.2015	5 Years	1	-	-



(II) Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	Mr.R.C.Tapuriah Mr.J.Veeraraghavan Mr.S.K.Misra Mr.Pracheta Majumdar	Chairperson - Independent Independent Independent Non-Executive
2. Nomination & Remuneration Committee	Mr.R.C.Tapuriah Mr.J.Veeraraghavan Mr.D.R.Bansal	Chairperson - Independent Independent Non-Executive
3. Risk Management Committee((if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee	Mr.R.C.Tapuriah Mr.D.R.Bansal Mr.Shiv Dayal Kapoor	Chairperson - Independent Non-Executive Independent

(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	Maximum gap between any two consecutive (in number of days)
11.08.2015	06.11.2015	87

(IV) Meeting of Committees

Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
06.11.2015	Yes	11.08.2015	87

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

(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.



(VI)	Affirmations	: YES
(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 (b) Nomination & Remuneration Committee (c) Stakeholders Relationship Committee	: YES : YES : YES
(3)	(d) Risk Management Committee (applicable to the top 100 listed entities) 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	: NA
(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)	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. : YES	
	Any comments/observations/advice of Board of Directors may be mentioned here. : N.A.	
Name & Designation		
 		
		(Ashok Mishra) Company Secretary