



Vindhya Telelinks Ltd.

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

VTL/CS/16-17/

13 OCT 2016

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

Company's Scrip Code: 517015

The Manager,
Listing Department,
The National Stock Exchange of India Ltd,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E),
MUMBAI-400 051

Company's Scrip Code: VINDHYATEL EQ

Dear Sir,

**Sub: Compliance Report of Corporate Governance
for the Quarter and year ended 30.09.2016**

In compliance with the Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Compliance Report of Corporate Governance for the quarter and half-year ended 30th September, 2016. We hope you will find the same in order.

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 : 30.09.2016

(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)
-	12.07.2016	-
19.05.2016	11.08.2016	83

(IV) Meeting of Committees

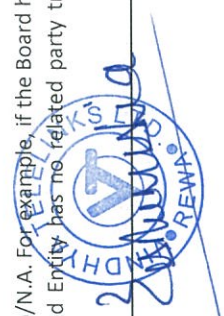
Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
11.08.2016	Yes	19.05.2016	83
* This information has to be mandatorily 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	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 (b) Nomination & Remuneration Committee (c) Stakeholders Relationship Committee (d) Risk Management Committee (applicable to the top 100 listed entities)	: YES : YES : YES : NA
(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)	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 

VINDHYA TELELINKS LIMITED

FORMAT TO BE SUBMITTED BY LISTED ENTITY AT THE END OF 6 MONTHS AFTER END OF FINANCIAL YEAR ALONG WITH SECOND QUARTER REPORT OF NEXT FINANCIAL YEAR

(I) Affirmations

Broad Heading	Regulation Number	Compliance status (YES/NO/NA) Refer note below
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
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	YES
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	YES
Whether 'Corporate Governance Report' disclosed in Annual Report	34(3) read with para C of Schedule V	YES

Note

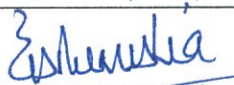
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2. If status is 'No', details of non-compliance may be given here.

3. If the Listed Entity would like to provide any other information, the same may be indicated here.

(II) Affirmations

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied: **None of the Subsidiary Companies is a material Subsidiary Company.**

Name & Designation	 (Ashok Mishra) Company Secretary	
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