

VTL/CS/19-20/

10 JAN 2020

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

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: 517015

Company's Scrip Code: VINDHYATEL

Dear Sir,

**Sub: Compliance Report of Corporate Governance
for the Quarter ended 31.12.2019**

In compliance with the Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Compliance Report of Corporate Governance for the quarter ended 31st Decemberr, 2019. We hope you will find the same in order.

This is for your information and records.

Thanking you,

Yours faithfully,
For Vindhya Telelinks Limited



(Satyendu Pattnaik)
Company Secretary

Encl: As above.

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

- (1) Name of Listed Entity : Vindhya Telelinks Limited
 (2) Quarter ending : 31.12.2019

(II) Composition of Board of Directors

Title Mr./Mrs./ Ms.	Name of the Director	PAN	DIN	Category (Chairperson/ Non- Executive/ Non- Executive/ & 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 entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No. of Independent Directorship 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 Independent Director	13.02.1967	N.A.	-	05.05.2004	-	-	-	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	ADQPM3235L	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	ABKPT4204C	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	-	-	-	2	-	2	-
Mr.	Pracheta Majumdar	AACPM7543E	00179118	Non-Executive Non Independent Director	15.08.1944	Yes	25.03.2019	27.10.2004	-	-	-	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	-	-	-	4	1	1	-
Mr.	Y.S.Lodha	AAWPL4977B	00052861	Executive Director	03.04.1964	N.A.	-	27.10.2006	04.11.2015	-	60	2	-	-	-

Whether regular Chairperson appointed

Whether Chairperson is related to Managing Director or CEO

Yes
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	Non Executive Independent Director Non Executive Independent Director Non Executive Independent Director Non-Executive Non Independent Director	Chairperson Member Member Member	11.05.2009 27.10.2004 27.10.2004 27.10.2004	- - - -
2	Nomination & Remuneration Committee	Yes	Mr. R. C. Tapuriah Mr. J. Veeraraghavan Mr. D. R. Bansal	Non Executive Independent Director Non Executive Independent Director Non Executive Independent Director	Chairperson Member Member	19.05.2014 19.05.2014 19.05.2014	- - -
3	Risk Management Committee (if applicable)		----- N.A. -----				
4	Stakeholders Relationship Committee	Yes	Mr. R. C. Tapuriah Mr. D. R. Bansal Shiv Dayal Kapoor	Non Executive Independent Director Non Executive Independent Director Non-Executive Independent Director	Chairperson Member Member	19.05.2014 19.05.2014 19.05.2014	- - -
5	Corporate Social Responsibility Committee	Yes	Mr. D. R. Bansal Mr. J. Veeraraghavan Mr. S. K. Misra	Non Executive Independent Director Non Executive Independent Director Non Executive Independent Director	Chairperson Member Member	10.11.2014 19.05.2014 19.05.2014	- - -

(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)
09.08.2019	09.11.2019	Yes	10	5	91

(IV) Meeting of Committees*

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)
09.08.2019	09.11.2019	Yes	4	3	91

* 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 : 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
(Satyendul Pattnaik)
Company Secretary