

VTL/CS-DEL/2021-22/0403

13 APR 2021

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,

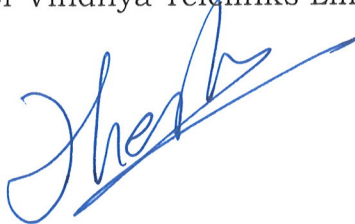
**Sub: Compliance Report of Corporate Governance
for the Quarter ended 31.03.2021**

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 March, 2021. We hope you will find the same in order.

This is for your information and records.

Thanking you,

Yours faithfully,
For Vindhya Telelinks Limited



(Hitesh Wadhwa)
Company Secretary

Encl: As above.

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

- (1) Name of Listed Entity : Vindhya Telinlinks Limited
(2) Quarter ending : 31.03.2021

(1) 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	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	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 Karrik	ACJPK3295N	06419513	Non-Executive Non Independent Director	10.05.1950	N.A.	-	14.11.2017	14.11.2017	-	-	4	1	1	-
Mr.	V.S.Lodha	AAWPL4977B	00052861	Executive Director	03.04.1964	N.A.	-	27.10.2006	04.11.2020	-	60	2	-	-	-

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	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 Mr. D.R. Bansal Mr. J. Veeraraghavan Mr. S.K. Misra	Non Executive Independent Director Non Executive Independent Director Non-Executive Independent Director Non Executive Independent Director Non Executive Independent Director Non Executive Independent Director	Chairperson Member Member Chairperson Member Member	19.05.2014 19.05.2014 19.05.2014 10.11.2014 19.05.2014 19.05.2014	- - - - - -
5	Corporate Social Responsibility Committee	Yes					

(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)
09.11.2020	12.02.2021	Yes	9	5	94
12.02.2021	27.03.2021	Yes	9	5	42

(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)
09.11.2020	12.02.2021	Yes	4	3	94

* 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 500 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) | The Report submitted in the previous quarter has been placed before the Board of Directors at its meeting held on 12.02.2021 and this report will be placed before the Board of Directors in the next Meeting. | |

Place: New Delhi
Date : 13.04.2021

For Vindhya Tel@links Limited

(Hitesh Wadhwa)
Company Secretary

VINDHYA TELELINKS LIMITED

YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR 2020-21

(I) Disclosure on website in terms of Listing Regulations

Item	Compliance status (YES/NO/NA) Refer note below
Details of business	YES
Terms and conditions of appointment of independent directors	YES
Composition of various committees of Board of Directors	YES
Code of conduct of Board of Directors and senior management personnel	YES
Details of establishment of Vigil Mechanism/Whistle Blower Policy	YES
Criteria of making payments to non-executive directors	YES
Policy on dealing with related party transactions	YES
Policy for determining "material" subsidiaries*	YES
Details of familiarization programmes imparted to independent directors	YES
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES
email address for grievance redressal and other relevant details	YES
Financial results	YES
Shareholding pattern	YES
Details of agreements entered into with the media companies and/or their associates	N.A.
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to Stock Exchange	N.A.
New name and the old name of the listed entity	N.A.
Advertisements as per regulation 47(1)	YES
Credit Rating or revision in Credit Rating obtained	YES
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	YES
Whether Company has provided information under separate section on its website as per regulation 46(2)	YES
Materiality Policy as per Regulation 30	YES
Dividend Distribution Policy as per Regulation 43A (as applicable)	N.A.
It is certified that these contents on the website of the listed entity are correct	YES

*None of the wholly owned subsidiary companies of the Company is a material non-listed indian subsidiary as defined in regulation 24 of SEBI (LODR) Regulations, 2015 ('Listing Regulations'). However, the Policy for determining 'material' subsidiaries as formulated by the Company in accordance with Regulation 16(1)(c) of Listing Regulations is available on the website of the Company.

(II) Annual Affirmations

Particulars	Regulation Number	Compliance status (YES/NO/NA) Refer note below
Independent Director(s) have been appointed in terms of specified criteria of 'Independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES
Board Composition	17(1), 17(1A) & 17(1B)	YES
Meeting of Board of Directors	17(2)	YES
Quorum of Board Meeting	17(2A)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Recommendation of Board	17(11)	YES
Maximum Number of Directorship	17A	YES



Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of Nomination & Remuneration Committee	19(1) & (2)	YES
Quorum of Nomination & Remuneration Committee	19(2A)	YES
Meeting of Nomination & Remuneration Committee	19(3A)	YES
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	YES
Meeting of Stakeholders Relationship Committee	20(3A)	YES
Composition and role of Risk Management Committee	21(1), (2), (3), (4)	N.A.
Meeting of Risk Management Committee	21(3A)	N.A.
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1), (1A), (5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES
Approval for material related party transactions	23(4)	YES
Disclosure of Related Party Transactions on consolidated basis	23(9)	YES
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	YES
Annual Secretarial Compliance Report	24(A)	YES
Alternate Director to Independent Director	25(1)	N.A.
Maximum Tenure	25(2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Declaration from Independent Director	25(8) & (9)	YES
D & O Insurance of Independent Directors	25(10)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	26(3)	YES
Disclosure of Shareholding by Non-Executive Directors	26(4)	YES
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	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.

(III) Affirmations

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. **Yes. (None of the wholly owned subsidiary companies of the Company is a material non-listed indian subsidiary as defined in regulation 24 of SEBI (LODR) Regulations, 2015 ('Listing Regulations'). However, the Policy for determining 'material' subsidiaries as formulated by the Company in accordance with Regulation 16(1)(c) of Listing Regulations is available on the website of the Company. Company has complied with Corporate Governance requirements with respect to its wholly owned subsidiary companies to the extent applicable.)**

Name & Designation


(Hitesh Wadhwa)
Company Secretary