

VTL/CS/18-19/

14 JAN 2019

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 EQ

Dear Sir,

**Sub: Compliance Report of Corporate Governance
for the Quarter ended 31.12.2018**

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 December, 2018. 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 : 31.12.2018

(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 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	-	1
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	5	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	1	1	-
Mrs.	Kiran Aggarwal	ACKPA5601P	06991807	Independent	10.11.2014	5 Years	1	-	-
Mr.	Dilip Ganesh Karnik	ACJPK3295N	06419513	Non-Executive	14.11.2017	-	4	2	-
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
5. Corporate Social Responsibility Committee	Mr.D.R.Bansal Mr.J.Veeraraghavan Mr.S.K.Misra	Chairperson - Non-Executive Independent 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)
09.08.2018	12.11.2018	94

(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*
12.11.2018	Yes	09.08.2018	94

* This information has to be mandatorily 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

(Satyendra Pattnaik)
Company Secretary



VINDHYA TELELINKS LIMITED

Quarterly Compliance Report on Corporate Governance
Regulation No. 27 (2) (b) of SEBI-LODR Regulation, 2015

Details of "Material" Related Party Transactions
for the Quarter ended 31.12.2018

Name and address of the Related Party	Birla Furukava Fibre Optics Private Ltd. Plot Nos. L-62, Verna Industrial Estate, Verna, Salcette, Goa 403 722 INDIA
Date of Members consent/ approval for the material related party contracts/arrangements/ transactions (obtained through Postal Ballot)	14-1-2016
Maximum Amount approved by Members per financial year (Rs. in Crores)	Rs. 250 Crores
Total Amount of contracts/ arrangements/ transactions during the quarter (01.10.2018 to 31.12.2018) (Rs. in Crores)	Rs. 53.05 Crores



