

VTL/CS/19-20/

12 APR 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

Dear Sir,

**Sub: Compliance Report of Corporate Governance
for the Quarter ended 31.03.2019**

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 March, 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



(Rajesh Ramnani)
Chief Compliance Officer

Encl: As above.

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

- (1) Name of Listed Entity : Vindhya Telelinks Limited
 (2) Quarter ending : 31.03.2019

(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	-	-
Mr.	Y.S.Lodha	AAWPL4977B	00052861	Executive	04.11.2015	5 Years	2	-	-



(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)
12.11.2018	11.02.2019	90

(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*
11.02.2019	Yes	12.11.2018	90

* 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		Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Subject	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	: YES
	(b) Nomination & Remuneration Committee	: YES
	(c) Stakeholders Relationship Committee	: YES
	(d) Risk Management Committee (applicable to the top 100 listed entities)	: YES
(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	: 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


 (Rajesh Ramnani)
 Chief Compliance Officer



VINDHYA TELELINKS LIMITED

YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR 2018-19

(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	N.A.
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.
New name and the old name of the listed entity	N.A.

(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)	YES
Meeting of Board of Directors	17(2)	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
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of Nomination & Remuneration Committee	19(1) & (2)	YES
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES
Composition and role of Risk Management Committee	21(1), (2), (3) & (4)	N.A.
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(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
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
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	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. **N.A. (The Company has three non-listed wholly owned Subsidiary Companies. None of them is a material Subsidiary Company)**

Name & Designation


(Rajesh Ramnani)
Chief Compliance Officer



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 31.03..2019

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 (01.01.2019 to 31.03.2019) (Rs. in Crores)	Rs. 29.94 Crores

