



Vindhya Telelinks Limited

Regd. Office : Udyog Vihar, P.O. Chorhata,

Rewa - 486 006 (M.P.) India.

Tel. : (07662) 400400 - Fax : (07662) 400591

E-Mail : headoffice@vtlrewa.com - Website : www.vtlrewa.com

PAN No. AAACV7757J - CIN No. L31300MP1983PLC002134

GSTIN : 23AAACV7757J1Z0

VTL/CS/20-21/

19 JUNE 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 Sirs,

Sub: Submission of Annual Secretarial Compliance Report under Regulation 24A of SEBI (LODR) (Amendment) Regulations, 2018

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018, as amended from time to time, read with SEBI Circular No.CIR/CFD/CMDI/27/2019 dated 8th February, 2019, we are enclosing herewith the Annual Secretarial Compliance Report dated 18th June, 2020 for the financial year ended 31st March, 2020.

This is for your information and record.

Thanking you,

Yours faithfully,
for Vindhya Telelinks Limited


(Satyendu Pattnaik)
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.)

R. K. Mishra & Associates

Company Secretaries

Off : Shop No. 8, K.B. Complex, Near Bus Stand, Semariya Chowk, Satna (M.P.) 485001

CS RAJESH KUMAR MISHRA

E-mail : rkmaoffice@gmail.com

Mob.: 91-9425172829, 9685837829



CS KISHOR KUMAR GUPTA

E-mail: cskishorgupta@gmail.com

Mob.: 91-9827784739

Ref.

**Secretarial Compliance Report of
Vindhya Telelinks Limited for the year ended 31st March, 2020**

Date

We, R.K.Mishra & Associates, Practising Company Secretaries, have examined:

- all the documents and records made available to us and explanation provided by Vindhya Telelinks Limited (CIN: L31300MP1983PLC002134) ("the listed entity"),
- the fillings/submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations");
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (not applicable to the company during the Review Period);
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (not applicable to the company during the Review Period);
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable to the company during the Review Period);
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (not applicable to the company during the Review Period);
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;



- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 relating to the Companies Act and dealing with client;

and circulars/guidelines issued thereafter:

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sl. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
	<p>Regulation 44(3) of Listing Regulations:</p> <p>The listed entity shall submit to the stock exchange, within forty eight hours of conclusion of its General Meeting, details regarding the voting results in the format specified by the Board.</p>	<p>The results of voting (both E-voting and Poll) in respect of Ordinary Resolution for an item of Ordinary Business as set out under Item No.3 of the Notice dated 16th May, 2019 for 36th Annual General Meeting (AGM) of the Company (as briefly stated herein), held on Monday, 5th August, 2019) had been submitted/ intimated to Stock Exchanges of the Company where the Equity shares of the Company are listed, on 4th May, 2020:</p> <p>“Re-appointment of Shri Harsh V. Lodha (DIN: 00394094) as a Director, who retires by rotation and being eligible offered himself for re-appointment”</p>	<p>In pursuance to an order dated 2nd August, 2019 of the Hon’ble High Court at Calcutta (as clarified by order dated 5th August, 2019) passed in G.A. No. 1735 of 2019 (newly numbered as G.A. No. 43 of 2019) in TS 6 of 2004, in which the Company is not a party, the voting results in respect of Ordinary Resolution for an item of Ordinary Business as set out under Item No. 3 of the Notice dated 16th May, 2019 for 36th Annual General Meeting of the Company (as briefly stated herein), held on Monday, 5th August, 2019 was not made public by the Company within the statutory time period as mentioned in the relevant applicable provisions of the Companies Act, 2013 (‘the Act’), read with rules made thereunder and Listing Regulations:</p> <p>“Re-appointment of Shri Harsh V. Lodha (DIN: 00394094) as a Director, who retires by rotation and being eligible offered himself for re-appointment.”</p> <p>However, the Division Bench of the Hon’ble High Court at Calcutta by its judgement and order dated 4th May 2020 passed in APOT No. 138/2019 (filed by the Company) has been pleased to set aside the aforesaid order dated 2nd August 2019 (as clarified by order dated 5th August, 2019) passed by the Hon’ble Single Judge.</p> <p>In terms of the aforesaid Judgement and Order dated 4th May, 2020 of the Division Bench of the Hon’ble High Court at Calcutta, the Company on 4th May, 2020, declared and</p>



		displayed the results of voting (both E-voting and Poll) in respect of Ordinary Resolution for an item of Ordinary Business as set out under Item No.3 of the Notice dated 16 th May, 2019 of 36 th AGM of the Company (held on 5 th August, 2019) at the Registered Office as well as at the Corporate Office and website of the Company and submitted/intimated the said results to the Stock Exchanges where the share of the Company are listed in accordance with the applicable provisions of the Act read with the relevant Rules made thereunder and Listing Regulations.
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

SL. No.	Action Taken by	Details of Violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any
NIL				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sl. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended ... (The years are to be mentioned)	Action taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
NIL				

For R.K. Mishra & Associates
Company Secretaries



(Signature)
(Kishor Kumar Gupta)
Partner

CP No. 14474
ACS No. 38776

Place : Satna

Date : 18.06.2020

UDIN : A038776B000351924