

VTL/CS/22-23/Reg 24A

26 MAY 2022

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 23rd May, 2022 for the financial year ended 31st March, 2022.

This is for your information and record.

Thanking you,

Yours faithfully,
For Vindhya Telelinks Limited



(Dinesh Kapoor)
Company Secretary & Compliance Officer



Encl: As above.

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.

Date

Secretarial Compliance Report of Vindhya Telelinks Limited for the year ended 31st March, 2022

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 filings/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, 2022 ("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 and Sweat Equity) Regulations, 2021 (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;
- 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
1	Regulation 17(1) of Listing Regulations	Delay in Compliance is stated to be on account of disruption in normal working due to Covid-19 pandemic and other connected reasons thereto.	The composition of the Board has since been complied with by the appointment of Shri Priya Shankar Dasgupta (DIN: 00012552) as a Non-Executive Independent Director of the Company with effect from 21 st November, 2021.

- (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
1	National Stock Exchange of India Limited (NSE) & BSE Limited (BSE)	Delay in compliance of Regulation 17(1) of Listing Regulations	NSE & BSE have levied fines of Rs. 4,66,100/- (including GST) each on the Company.	Request(s) for waiver of fines have been submitted by the Company to the respective Stock Exchanges, which are pending for consideration with the respective Stock Exchange(s).

- (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
NOT APPLICABLE				

For R.K. Mishra & Associates
Company Secretaries



(Signature)
(Kishor Kumar Gupta)

Partner

CP No. 14474

FCS No. 10847

UDIN: F010847D000388862

Place : Satna

Date : 23rd May, 2022