

NOTICE

NOTICE is hereby given that the Thirty Sixth Annual General Meeting of the Members of Vindhya Telelinks Limited will be held on Monday, the August 5, 2019 at 12.30 P.M. at the Registered Office of the Company at Udyog Vihar, P.O.Chorhata, Rewa-486 006 (M.P.) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the audited Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the Report of Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2019.
3. To appoint a Director in place of Shri Harsh V. Lodha (DIN: 00394094), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules framed thereunder read with Schedule IV to the Act, Regulation 17(1A), Regulation 25 and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and notified from time to time, Smt. Kiran Aggarwal (DIN: 06991807), who was appointed as an Independent Director of the Company and who holds office as such upto 9th November, 2019, is eligible for being re-appointed and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years, i.e. with effect from 10th November, 2019 to 9th November, 2024.

FURTHER RESOLVED that any one of the Directors or Company Secretary of the Company be and is hereby authorised to file the relevant forms, documents and returns with the office of the Registrar of Companies as per the applicable provisions of the Companies Act, 2013 and to do all acts, deeds, matters and things as may be required or considered necessary, appropriate or expedient in this regard to give effect to the above resolution.”
5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force), Messrs D. Sabyasachi & Co., Cost Accountants (Registration No.000369), appointed as the Cost Auditors by the Board of Directors for conducting the audit of the cost accounting records of the Company for the financial year ending March 31, 2020, be paid a remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand) only plus applicable tax and reimbursement of out of pocket expenses that may be incurred during the course of audit of cost accounting records of the Company.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”
6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Regulation 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), or any amendment thereto or modification thereof, approval of the members of the Company be and is hereby accorded for payment of remuneration/compensation by way of profit related commission or otherwise as permissible to the Non-Executive Directors including Independent Directors of the Company (i.e. Directors other than the Managing Director and/or Whole Time Directors) effective from the financial year commencing from 1st April, 2019 of such sum or sums as determined by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee provided that payment of such remuneration/compensation by way of profit related commission or otherwise (excluding Goods and Services Tax, if any, thereon) shall be in such proportion/manner and upto such extent for each financial year commencing on or after 1st April, 2019 as the Board of Directors shall determine from time to time within the overall maximum limit of 1% (one percent) per annum of the Net Profits of the Company for the relevant financial year computed in the manner as laid down in Section 198 and other governing provisions of the Act and rules made thereunder.

FURTHER RESOLVED that the remuneration/compensation by way of profit related commission or otherwise as permissible (excluding Goods and Services Tax, if any, thereon) to the Non-Executive Director(s) shall be in addition to the remuneration by way of sitting fees for attending meeting(s) of the Board of Directors and/or Committee(s) thereof or for any other purpose whatsoever as may be decided by the Board of Directors within the limit as prescribed under Section 197(5) of the Act and reimbursement of expenses for participation in the Board and other meetings.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters, things and to take all such steps as may be considered necessary, appropriate, expedient or desirable in this regard to give effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard.”

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED that pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as inserted vide the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and effective from 1st April, 2019, read with Sections 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for payment of remuneration/compensation by way of profit related commission or otherwise as permissible (excluding Goods and Services Tax, if any, thereon) of an amount not exceeding 0.75% (seventy five basis points) of Net Profits of the Company for the financial year 2019-20 (1st April, 2019 to 31st March, 2020) to Shri Harsh V. Lodha (DIN:00394094), Non-Executive Chairman of the Company, which may exceed fifty percent of the total annual remuneration/compensation by way of profit related commission or otherwise payable to all Non-Executive Directors of the Company, within the overall maximum limit of 1% (one percent) per annum of the Net Profits of the Company to all Non-Executive Directors as fixed/approved by the members of the Company.

FURTHER RESOLVED that the remuneration/compensation by way of profit related commission or otherwise (excluding Goods and Services Tax, if any, thereon), to Shri Harsh V. Lodha, Non-Executive Chairman of the Company, shall be in addition to the remuneration by way of sitting fees for attending the meeting(s) of the Board of Directors and/or Committee(s) thereof or for any other purpose whatsoever as may be decided by the Board of Directors within the limit as prescribed under Section 197(5) of the Act and reimbursement of expenses for participation in the Board and other meetings.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matter, things and to take all such steps as may be considered necessary, appropriate, expedient or desirable in this regard to give effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard.”

Registered Office:
Udyog Vihar,
P.O.Chorhata,
Rewa - 486 006 (M.P.)

By Order of the Board of Directors
For Vindhya Telelinks Limited

May 16, 2019

Rajesh Ramnani
Company Secretary

NOTES FOR MEMBERS' ATTENTION

1. The Explanatory Statement setting out the material facts pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. Members of the Company had approved appointment of Messrs V.Sankar Aiyar & Co., Chartered Accountants, as the Statutory Auditors at the 32nd (Thirty Second) Annual General Meeting of the Company held on July 23, 2015 for a term of five (5) consecutive years. The amended provisions of Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 by the Companies (Amendment) Act, 2017 and the Companies (Audit and Auditors) Amendment Rules, 2018 respectively, omitted the provisions relating to annual ratification of the Auditors with effect from May 7, 2018. As such, the appointment of Auditors is not required to be ratified each year at the Annual General Meeting of the Company and accordingly, Messrs V.Sankar Aiyar & Co., Chartered Accountants (Registration No.109208W) hold office for a consecutive period of five (5) years until the conclusion of 37th (Thirty Seventh) Annual General Meeting of the Company to be held for the financial year 2019-20 without following the requirement of ratification of their appointment every year.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF OR HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing Proxies, in order to be effective, must be received in the annexed Proxy Form at the Registered Office of the Company not less than forty eight (48) hours before the time fixed for commencement of the Meeting, i.e. by 12.30 P.M. on August 3, 2019.

A person shall not act as Proxy on behalf of members for more than Fifty (50) in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

4. Members/Proxies are requested to deposit the Attendance Slip duly filled in and signed for attending the Meeting. In case of joint holders attending the Meeting, only one such joint holder whose name appears first in the joint holders list will be entitled to vote. Corporate members, Societies, etc. intending to attend Meeting through their authorised representatives are requested to send to the Company, a certified copy of the Board Resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the Meeting. Members who hold shares in de-materialized form are requested to bring their DP I.D. and Client I.D. No.(s) for easier identification of attendance at the Meeting.

5. During the period beginning twenty four (24) hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays, upto and including the date of the Meeting. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Meeting.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, the July 30, 2019 to Monday, the August 5, 2019 (both days inclusive) for the purposes of Meeting and determining the names of members eligible for dividend on equity shares, if declared at the Meeting.
7. If the dividend as recommended by the Board of Directors is declared at the Meeting, payment of such dividend will be made on or before September 3, 2019 as under:
 - (a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as of the close of business hours on July 29, 2019; and
 - (b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on July 29, 2019.
8. Members holding shares in dematerialised form may please note that their bank account details as furnished by the respective depositories to the Company will be considered for payment/remittance of dividend as per the applicable regulations of the Depositories. The Company or its Registrar and Share Transfer Agents will neither entertain nor act on any direct request from such members for change/deletion in such bank account details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend to be paid on shares held in dematerialised form. Members may therefore, give instructions regarding bank account details in which they wish to receive dividend to the Depository Participants. Members holding shares in physical form are requested to advise any change in their address or bank mandates to the Company/Registrar and Share Transfer Agents. Members may further note that as per amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed w.e.f 1st April, 2019 unless the securities are held in the dematerialized form with a depository. Members are therefore advised to dematerialise their holding for facilitating the transfer of shares.
9. Non-resident Indian Members are requested to inform Registrar and Share Transfer Agents, immediately of:
 - (i) the change in the residential status on return to India for permanent Settlement; and
 - (ii) the particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
10. Members who have so far not encashed the dividend warrant(s) for the year ended March 31, 2014 or any subsequent financial years, are requested to write to the Company or its Registrar and Share Transfer Agents, viz. Messrs Link Intime India Pvt. Ltd. for issuance of demand draft in lieu of unencashed/unclaimed dividend warrant, if any. The detail of such unpaid and unclaimed dividends has been uploaded on Company's website www.vtlrewa.com. The Company was not required to transfer the unclaimed dividends during the financial year 2018-19 to the Investor Education and Protection Fund (IEPF) established by the Central Government.
11. This Notice of the Meeting along with the Attendance Slip, Proxy Form, Route map of the venue of the Meeting and the Annual Report 2018-19 of the Company are being sent by email to all the members whose e-mail addresses (IDs) are registered with the Company/ Depository Participant(s) unless any member has requested for a hard / physical copy of the same. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members who wish to update or register their e-mail addresses with the Company or with the Depository Participants, may use the Form for updation/ registration. The Form can be downloaded from the Company's website: www.vtlrewa.com under the section 'Investor Relation'. The Annual Report 2018-19 circulated to the Members of the Company will also be made available on the Company's website, www.vtlrewa.com. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares at the cut off date i.e July 29, 2019 may obtain login id and password by sending a request at helpdesk.evoting@cdslindia.com.
12. Members desirous of obtaining any information on Annual Financial Statements of the Company at the Meeting are requested to write to the Company at least 10 (ten) days before the date of the Meeting, so that the information required may be made available at the Meeting.
13. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. The Company has connectivity from NSDL and CDSL and equity shares of the Company may be held in the dematerialised form with any Depository Participant (DP) with whom the members/investors are having their demat account. The ISIN No. for the Equity Shares of the Company is INE707A01012. In case of any query/difficulty in any matter relating thereto may be addressed to the Registrar and Share Transfer Agents.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company at its Registered Office or to the Registrar and Share Transfer Agents.
15. Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meetings (SS-2) in respect of the Directors seeking re-appointment in the ensuing Annual General Meeting are furnished in the Explanatory Statement which is annexed to the Notice and forms a part of the Notice. The Directors have furnished the requisite consent/declaration for their re-appointment.
16. Messrs Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 continues to act in the capacity of Registrar and Share Transfer Agent for physical shares of the Company. Messrs Link Intime India Pvt. Ltd. is also the depository interface of the Company with both NSDL and CDSL. Members are requested to address all correspondences, including dividend matters, to the said Registrar and Share Transfer Agents.
17. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide an option to its Members the facility of voting and remote e – voting on resolutions proposed to be considered at the meeting and as such all business may be transacted through remote e voting. Remote e-voting is the facility of casting the votes by the Members using an electronic voting system for a place other than venue of the Meeting and this facility will be provided by Central Depository Services (India) Limited (CDSL). The Members who have cast their votes by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their votes again.
18. The instructions for members voting electronically are as under:
 - (i) The voting period begins on Thursday, the August 1, 2019 at 9.00 A.M. (IST) and ends on Sunday, the August 4, 2019 at 5.00 P.M.(IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 29, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The Members should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on SHAREHOLDERS/MEMBERS tab.
 - (iv) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to log in. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in the Notice.
 - (xi) Click on the EVSN for Vindhya Telelinks Limited on which you choose to vote.
 - (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take a print of the vote cast by clicking on “Click here to print” option on the Voting page.
 - (xvii) If a demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on “Forgot Password” and enter the details as prompted by the system.
 - (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - (xix) Note for Non – Individual Members and Custodians
 - (a) Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - (c) After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - (d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - (e) A scanned copy of the Board Resolution and/or Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
19. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date, i.e. July 29, 2019.
 20. The Company has appointed Shri Rajesh Kumar Mishra, Practising Company Secretary or failing him Shri R.S.Bajaj, Practising Company Secretary as the Scrutinizer to scrutinise the remote e-voting process in a fair and transparent manner.
 21. The Company has appointed Shri Rajesh Kumar Mishra, Practising Company Secretary and Shri Hemant Singh, Practising Chartered Accountant, as Scrutinizers to scrutinize the voting through ballot/poll process at the Meeting in a fair and transparent manner.
 22. The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ‘Ballot Paper’ or ‘Polling Paper’ for all those members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
 23. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than Forty Eight hours of the conclusion of the Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing in that behalf, who shall countersign the same and declare the result of the voting forthwith.
 24. The results shall be declared on or after the Meeting of the Company and shall be deemed to be passed on the date of Meeting. The said result would be displayed at the Registered Office as well as Corporate Office of the Company, intimated to the Stock Exchanges where the Company’s equity shares are listed and shall also be displayed along with the Scrutinizer’s Report on the Company’s website www.vtlrewa.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing in that behalf. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Ltd.

ANNEXURE TO NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice dated May 16, 2019:

Item No.4

Pursuant to the provisions of Section 149 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder and the applicable provisions of the erstwhile Listing Agreement with the Stock Exchanges, Smt. Kiran Aggarwal (DIN: 06991807), was appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 10th November, 2014 to 9th November, 2019 (“first term” in line with the explanation to Sections 149(10) and 149 (11) of the Act). The Company, later on, obtained approval of the members by way of a special resolution passed through Postal Ballot on 25th March, 2019 in compliance with the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), for continuation of the Directorship of Smt. Kiran Aggarwal upto the expiry of her present term as an Independent Director of the Company, i.e. 9th November, 2019, notwithstanding that Smt. Kiran Aggarwal reached the age more than seventy five (75) years.

As per the provisions of Section 149 of the Act read with the Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, an Independent Director shall hold office as such for a term upto five (5) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company and disclosure of such appointment in the Directors’ Report. Section 149(11) of the Act provides that an Independent Director may hold office for up to two consecutive terms. As per provisions of Section 149 (13) read with explanation to Sections 152 (6) of the Act, the period of office of Independent Directors will not be liable to determination by retirement of directors by rotation at the Annual General Meeting. Further, as per the provisions of Regulation 17 (1A) of Listing Regulations, which is effective from 1st April, 2019, a person who has attained the age of seventy five years can continue as non-executive director in a listed Company, provided approval of its members is obtained by way of a Special Resolution and justification for appointing such a person is indicated in the Explanatory Statement.

Considering the recommendation of the Nomination and Remuneration Committee, inter alia, based on the performance evaluation of the Independent Directors, the Board of Directors of the Company at its meeting held on 16th May, 2019, has recommended for re-appointment of Smt. Kiran Aggarwal as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from 10th November, 2019 to 9th November, 2024.

The Board of Directors and the Nomination and Remuneration Committee in their respective meeting(s) held on 16th May, 2019, placed on record that the said Smt. Kiran Aggarwal is a qualified professional and renowned retired civil servant and brings with her a wide range of skills and experience to the Board, which enhances the quality of Board’s decision making process. The Company and its Board of Directors have immensely benefitted from her vast experience, knowledge and strategic insights on various matters relating to the Company’s business. In this backdrop and also taking into account the performance evaluation besides recognizing enormous contribution of Smt Kiran Aggarwal in the functioning and performance of the Company over the years, the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee, recommends that it will be in the interest of the Company to re-appoint her as a woman Independent Director of the Company for a second term of five (5) consecutive years with effect from 10th November, 2019 to 9th November, 2024.

Smt. Kiran Aggarwal has given her consent to act as an Independent Director of the Company and has also furnished necessary declaration under Section 149(7) of the Act to the Board of Directors that she meets the criteria of independence as provided under Section 149 (6) of the Act. She has also furnished the declaration and confirmation pursuant to Regulation 25(8) of the Listing Regulations that she meets the criteria of independence as provided under clause (b) of sub-regulation (1) of Regulation 16 of the Listing Regulations and that she is not aware of any circumstance or situation, which exist or may reasonably be anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence which has been taken on record by the Board of Directors in its meeting held on 16th May, 2019 after due assessment of the veracity of the same. Further, as per the declarations received by the Company, Smt. Kiran Aggarwal is not disqualified to be re-appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Director of the Company.

The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Smt. Kiran Aggarwal for the office of Director of the Company.

In the opinion of the Board, Smt. Kiran Aggarwal fulfils the conditions for re-appointment as Independent Director of the Company as specified under the Act read with the Rules framed thereunder and the Listing Regulations. Accordingly, approval of the members is sought for passing a Special Resolution for her re-appointment as an Independent Director in compliance to the provisions of Section 149, read with Schedule IV and other applicable provisions, if any, of the Act and the Rules framed thereunder and Regulation 17(1A) and all other applicable regulations of the Listing Regulations for the time being in force.

Pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, brief profile of aforesaid Independent Director proposed to be re-appointed including nature of her expertise and shareholdings in the Company, etc. are given in Annexure-A attached hereto.

Copy of the draft letter of re-appointment relating to Smt. Kiran Aggarwal setting out the terms and conditions of re-appointment is available on the Company's website www.vtlrewa.com and also available for inspection by any member at the Registered Office and Corporate Office of the Company between 10.00 A.M. to 1.00 P.M. on any working day excluding Saturday(s) and Sunday(s) upto and including the date of the meeting.

Having regard to the qualifications, knowledge and vast experience of Smt. Kiran Aggarwal, her re-appointment on the Board of Directors of the Company as Independent Director will be in the interest of the Company. Accordingly, the Board of Directors recommends the Resolution as set out at Item No.4 of this Notice to be passed as Special Resolution by the Members of the Company. The aforesaid explanation be also regarded as adequate justification for re-appointing Smt. Kiran Aggarwal under Regulation 17(1A) and other applicable Regulations of the Listing Regulations.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives except Smt. Kiran Aggarwal and her relatives are, in any way, concerned or interested, whether financially or otherwise, in the resolution as set out at Item No.4 of the accompanying Notice.

Item No. 5

The Board of Directors at its Meeting held on 16th May, 2019, on the recommendation of the Audit Committee has appointed Messrs D. Sabyasachi & Co., Cost Accountants (Registration No.00369) as the Cost Auditors at a remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand) Only plus applicable tax thereon and reimbursement of out of pocket expenses for conducting audit of the cost accounting records of the Company for the financial year ending 31st March, 2020 in accordance with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time and to the extent applicable to the Company. As per the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration to be paid to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors is subject to ratification by the Members of the Company. Accordingly, consent of the members is sought by way of an Ordinary Resolution as set out in Item No.5 of the Notice for ratification of remuneration to be paid to the Cost Auditors for the financial year ending 31st March, 2020.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 5 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out in Item No.5 of the accompanying Notice for approval of the Members of the Company.

Item No.6

In terms of provisions contained in Section 197 of the Companies Act, 2013 ("the Act"), a company by way of an Ordinary Resolution in general meeting may authorise payment of remuneration/compensation to Non-Executive Directors (including Independent Directors), a sum not exceeding 1% (one percent) of the Net Profits of such company, if there is a Managing or Whole-Time Director or Manager. Further, as per Regulation 17(6)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment thereto or modification thereof ("Listing Regulations"), the Board of Directors shall recommend all fees (save and except payment of sitting fees for attending meeting(s) of the Board of Directors and/or Committee(s) thereof or for any other purposes whatsoever as may be decided by the Board of Directors within the limits as prescribed under Section 197(5) of the Act) or compensation, if any, paid to Non-Executive Directors including Independent Directors and the same shall require approval of shareholders in general meeting.

At present, save and except for the sitting fees for participating in the meetings of the Board of Directors and Committees thereof, the Company does not pay any remuneration/ compensation to Non-Executive Directors including Independent Directors. The Non-Executive Directors including Independent Directors of your Company bring with them significant professional expertise and rich experience across wide spectrum of functional areas and role played by the Non-Executive Directors including Independent Directors in the Company's governance and performance is very important for growth of the Company. Accordingly, the Board of Directors of the Company at its meeting held on 16th May, 2019 recommended for the approval of the members, payment of remuneration/compensation by way of profit related commission or otherwise as permissible under the Act to Non-Executive Directors including Independent Directors of the Company for all financial years commencing from 1st April, 2019 in line with the current trends, considering their roles and responsibilities and contribution made by them during their tenure as Non-Executive Directors of the Company. The amount of remuneration/ compensation payable to the Non-Executive Directors shall be determined by the Board of Directors for each financial year commencing from 1st April, 2019 based on the recommendation of the Nomination and Remuneration Committee. The remuneration/compensation by way of profit related commission or otherwise as permissible (excluding Goods and Services Tax, if any, thereon) as above, shall be paid in such proportion/manner and upto such extent amongst all or some Non-Executive Directors as the Board of Directors determine from time to time within the overall maximum limit of 1% (one percent) of the Net Profits of the Company for the relevant financial year computed in the manner as laid down under Section 198 and other governing provisions of the Act and rules made thereunder.

The said remuneration/compensation by way of profit related commission or otherwise as permissible (excluding Goods and Services Tax, if any, thereon) to the Non-Executive Director(s) shall be in addition to the remuneration by way of sitting fees for attending meeting(s) of the Board of Directors and/or Committee(s) thereof or for any other purpose whatsoever as may be decided by the Board of Directors within the limit as prescribed under Section 197(5) of the Act and reimbursement of expenses for participation in the Board and other meetings. Additional information in respect of Non-Executive Directors of the Company are disclosed in the Annual Report under 'Report on Corporate Governance'.

Save and except all the Non-Executive Directors/Independent Directors of the Company and their relatives, none of the other Directors/Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, whether financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out in Item No. 6 of the accompanying Notice for approval of the Members of the Company.

Item No.7

Pursuant to the provisions of Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as inserted vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective from 1st April, 2019, the approval of the members of the Company by way of a special resolution is required to be obtained every year for payment of annual remuneration/compensation by way of profit related commission or otherwise as permissible under the Companies Act, 2013 to a single Non-Executive Director exceeding fifty percent of the total annual remuneration/compensation payable to all Non-Executive Directors and giving details of remuneration thereof.

Shri Harsh V. Lodha has contributed immensely towards the sustained growth of the Company since his appointment as Non-Executive Chairman of the Company with effect from 22nd December, 2010. Considering the active and vital role played by Shri Harsh V. Lodha as Non-Executive Chairman of the Company, it is proposed to pay him remuneration/ compensation by way of profit related commission or otherwise (excluding Goods and Services Tax, if any, thereon) of an amount not exceeding 0.75% (seventy five basis points) of Net Profits of the Company for the financial year 2019-20, which may exceed fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company. Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 16th May, 2019, recommended for passing of a Special Resolution by the Members of the Company for payment of remuneration/compensation by way of profit related commission or otherwise to Shri Harsh V. Lodha as the said remuneration/compensation payable to him for the financial year 2019-20 may exceed fifty percent of total annual remuneration payable to all Non-Executive Directors of the Company.

Disclosures/additional information concerning Shri Harsh V. Lodha, as required under Listing Regulations and Secretarial Standard on General Meetings (SS-2) are given in the Annexure to this Explanatory Statement.

Save and except Shri Harsh V. Lodha and his relatives, none of the other Directors/Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, whether financially or otherwise, in the Resolution as set out at Item No.7 of the Notice.

The Board recommends the Special Resolution as set out in Item No.7 of the accompanying Notice for approval of the Members of the Company.

VINDHYA TELELINKS LIMITED

CIN: L31300MP1983PLC002134

Registered Office:

Udyog Vihar, P.O.Chorhata, Rewa-486 006 (M.P.),India
Telephone No. (07662) 400400 • Fax No. (07662) 400591
Email: headoffice@vtlrewa.com • Website: www.vtlrewa.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered address	
E-mail Id	
Folio No/DP Id/Client Id	

I/We, being the member(s) of _____ equity shares of the above named Company, hereby appoint:

- Name: _____ Address: _____
E-mail Id: _____ Signature: _____, or failing him;
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____, or failing him; and
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Sixth Annual General Meeting of the Company, to be held on Monday, the August 5, 2019 at 12.30 P.M. at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa-486 006 (M.P.), India and at any adjournment thereof in respect of the following resolutions:

Ordinary Business		*For	*Against
1.	(a) Adoption of audited financial statements of the Company for the financial year ended March 31, 2019, and the Reports of the Board of Directors and Auditors thereon.		
	(b) Adoption of the audited consolidated financial statements of the Company for the financial year ended March 31, 2019, and Report of Auditors thereon.		
2.	Declaration of Dividend on Equity Shares for the financial year ended March 31, 2019.		
3.	Re-appointment of Shri Harsh V Lodha as a Director, who retires by rotation.		
Special Business			
4.	Re-appointment of Smt. Kiran Aggarwal as an Independent Director of the Company for the second term of 5 (five) consecutive years, i.e. with effect from 10.11.2019 to 09.11.2024.		
5.	Ratification of Remuneration to be paid to Cost Auditors for the year ending March 31, 2020.		
6.	Payment of remuneration/compensation by way of profit related commission or otherwise as permissible to the Non-Executive Directors including Independent Directors of the Company.		
7.	Payment of annual remuneration/compensation for the financial year 2019-20 to Shri Harsh V Lodha, Non-Executive Non-Independent Chairman, which may exceed 50% of the total remuneration payable to all Non-Executive Directors of the Company.		

Signed this _____ day of _____ 2019

Signature of Shareholder : _____

Signature of Proxy holder(s): _____

Affix
Revenue
Stamp

NOTES:

- This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa-486 006(M.P.), India, not less than FORTY EIGHT (48) hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Thirty Sixth Annual. General Meeting.
- It is optional to put a ✓ in the appropriate column against the resolutions indicated above. If you leave 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate

VINDHYA TELELINKS LIMITED

CIN: L31300MP1983PLC002134

Registered Office:

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Email: headoffice@vtlrewa.com • Website: www.vtlrewa.com

ATTENDANCE SLIP

THIRTY SIXTH ANNUAL GENERAL MEETING

Date of Meeting – August 5, 2019

Folio No. /DP Id./Client Id.	
Name and Address of the Shareholder/ Proxy/Authorised Representative	
No. of Shares held	

I certify that I am member/proxy for the member(s) of the Company.

I hereby record my presence at the THIRTY SIXTH ANNUAL GENERAL MEETING of Vindhya Telelinks Limited being held on Monday, the August 5, 2019 at 12.30 P.M. at Udyog Vihar, P.O. Chorhata, Rewa – 486006 (M.P).

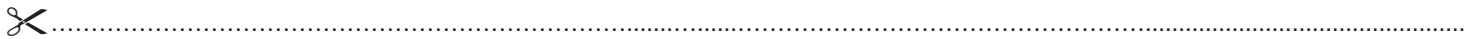
Signature of the Shareholder/Proxy/Authorised
Representative present

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NOTE(S):

- (1) Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand it over at the entrance duly signed.
- (2) Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.
- (3) Only shareholders of the Company and/or their proxy will be allowed to attend the meeting.

Note: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING



ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	Default PAN/Sequence No.
190629010	*

* Only Members who have not updated their PAN with Company / Depository Participant shall use default PAN (10 digit sequence number) which is printed on the address sticker at TOP RIGHT SIDE IN BOLD.

NOTE: For remote e-voting, please read the instructions printed under the Note No.18 to the Notice dated May 16, 2019 of the Thirty Sixth Annual General Meeting. The Voting period for e-voting begins on August 1, 2019 at 9.00 a.m. and ends on August 4, 2019 at 5.00 p.m. The e-voting module shall be disabled by CDSL for voting thereafter.

ROUTE MAP FOR VENUE OF 36th AGM

ROUTE MAP

