

# 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: \_\_\_\_\_, or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Seventh Annual General Meeting of the Company, to be held on Tuesday, the August 18, 2020 at 11.30 A.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, 2020, 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, 2020, and Report of Auditors thereon.		
2.	Declaration of Dividend on Equity Shares for the financial year ended March 31, 2020.		
3.	Re-appointment of Shri Pracheta Majumdar (DIN:00179118), as a Director, who retires by rotation.		
4.	Appointment of Messrs BGJC & Associates LLP, Chartered Accountants (Firm Registration No.003304N), as Statutory Auditors of the Company for a term of 5 (five) consecutive years commencing from the conclusion of this 37th Annual General Meeting (AGM) until the conclusion of the 42nd AGM of the Company along with the remuneration.		
Special Business			
5.	Approval of related party agreement(s)/contract(s)/ arrangement(s)/transaction(s) with Universal Cables Limited, a related party.		
6.	Re-appointment of Shri Y.S. Lodha (DIN:00052861) as the Managing Director & CEO of the Company not liable to retire by rotation, for a further period of 5 (five) consecutive years effective from 4th November, 2020 to 3rd November, 2025 along with the remuneration.		
7.	Ratification of remuneration to be paid to Cost Auditors of the Company for the financial year ending March 31, 2021.		
8.	Payment of annual remuneration/compensation for the financial year 2020-21 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 \_\_\_\_\_ 2020

Signature of shareholder : \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_

### 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 Seventh 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.