



## 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

### POSTAL BALLOT NOTICE

Dear Member,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and such other Rules and Regulations as may be applicable, including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force, for seeking consent/assent of the members of the Company by means of Postal Ballot or voting through electronic means (“Remote E-Voting”) on the Resolutions set out in this Notice.

Voting through Postal Ballot/ remote E-Voting shall commence from Sunday, 24<sup>th</sup> February, 2019 at 9:00 A.M. (IST) and ends on Monday, 25<sup>th</sup> March, 2019 at 5:00 P.M. (IST). The scrutinizer’s decision on the validity of votes shall be final. The members can opt only one mode for voting i.e. either physical ballot or e-voting. If a member has opted for e-voting, then such member should not vote by physical ballot and vice versa. However, in case member(s) cast their vote both via physical ballot and e-voting, then voting done through e-voting shall prevail and physical voting of that member shall be treated as invalid notwithstanding whichever option is exercised first.

Shareholders desiring to exercise their vote by postal ballot:

- Read carefully instructions given on the back side of Postal Ballot Form.
- Send duly filled Postal Ballot Form to the Scrutinizer on or before 5:00 P.M, (IST) on 25<sup>th</sup> March , 2019.

Shareholders desiring to exercise their vote by E-Voting:

- Read carefully the Point no. 8 of the “NOTES FOR MEMBERS’ ATTENTION” given on the Postal Ballot Notice.
- Voting shall be closed by CDSL on 25<sup>th</sup> March, 2019 at 5:00 P.M. (IST).

In accordance with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India including any modification, amendment or re-enactment thereof for the time being in force, the Resolutions as contained in this Postal Ballot Notice shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or E-Voting i.e. Monday, the 25<sup>th</sup> March, 2019, if approved by the members of the Company with requisite majority.

### SPECIAL BUSINESS:

1. 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 and Regulation 17(1A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri J. Veeraraghavan (DIN: 00078998), who was appointed as an Independent Director of the Company and who holds office as such upto 31<sup>st</sup> March, 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 his 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 1<sup>st</sup> April , 2019 to 31<sup>st</sup> March, 2024.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to delegate all or any powers conferred herein, to any director or Committee of directors with power to further delegate to any executive/officer of the Company to do all such acts, deeds, matters and things and execute all such documents and writings as may be required or considered necessary, appropriate, expedient or desirable in this regard and to give effect to this Resolution.”

2. 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 and Regulation 17(1A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri S. K. Misra (DIN: 00009411), who was appointed as an Independent Director of the Company and who holds office as such upto 31<sup>st</sup> March, 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 his 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 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to delegate all or any powers conferred herein, to any director or Committee of directors with power to further delegate to any executive/officer of the Company to do all such acts, deeds, matters and things and execute all such documents and writings as may be required or considered necessary, appropriate, expedient or desirable in this regard and to give effect to this Resolution.”

3. 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 and Regulation 17(1A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri R.C. Tapuriah (DIN: 00395997), who was appointed as an Independent Director of the Company and who holds office as such upto 31<sup>st</sup> March, 2019 and 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 his 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 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to delegate all or any powers conferred herein, to any director or Committee of directors with power to further delegate to any executive/officer of the Company to do all such acts, deeds, matters and things and execute all such documents and writings as may be required or considered necessary, appropriate, expedient or desirable in this regard and to give effect to this Resolution.”

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 and Regulation 17(1A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Shiv Dayal Kapoor (DIN: 00043634), who was appointed as an Independent Director of the Company and who holds office as such upto 31<sup>st</sup> March, 2019 and is eligible for being re-appointed and in respect of whom the Company has received a notice from a member in writing under Section 160 of the Companies Act, 2013, proposing his 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 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to delegate all or any powers conferred herein, to any director or Committee of directors with power to further delegate to any executive/officer of the Company to do all such acts, deeds, matters and things and execute all such documents and writings as may be required or considered necessary, appropriate, expedient or desirable in this regard and to give effect to this Resolution.”

5. 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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions, if any, of the Companies Act, 2013 and relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of members of the Company be and is hereby accorded for continuation of the Directorship of Smt. Kiran Aggarwal (DIN: 06991807), upto the expiry of her present term as an Independent Director of the Company i.e. 9<sup>th</sup> November, 2019, not liable to retire by rotation, on the existing terms and conditions, notwithstanding that Smt. Kiran Aggarwal is above seventy five (75) years of age.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to delegate all or any powers conferred herein, to any director or Committee of directors with power to further delegate to any executive/officer of the Company to do all such acts, deeds, matters and things and execute all such documents and writings as may be required or considered necessary, appropriate, expedient or desirable in this regard and to give effect to this Resolution.”

6. 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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions, if any, of the Companies Act, 2013 and relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of members of the Company be and is hereby accorded for continuation of the Directorship of Shri D. R. Bansal (DIN: 00050612), as the non-executive non-independent Director of the Company, liable to retire by rotation, notwithstanding that Shri D. R. Bansal is above seventy five (75) years of age.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to delegate all or any powers conferred herein, to any director or Committee of directors with power to further delegate to any executive/officer of the Company to do all such acts, deeds, matters and things and execute all such documents and writings as may be required or considered necessary, appropriate, expedient or desirable in this regard and to give effect to this Resolution.”

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 the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions, if any, of the Companies Act, 2013 and relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of members of the Company be and is hereby accorded for continuation of the Directorship of Shri Pracheta Majumdar (DIN: 00179118), as the non-executive non-independent Director of the Company, liable to retire by rotation, on attaining the age of seventy five (75) years on 15<sup>th</sup> August, 2019.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to delegate all or any powers conferred herein, to any director or Committee of directors with power to further delegate to any executive/officer of the Company to do all such acts, deeds, matters and things and execute all such documents and writings as may be required or considered necessary, appropriate, expedient or desirable in this regard and to give effect to this Resolution.”

**Registered Office:**

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

11<sup>th</sup> February, 2019

**By Order of the Board  
for Vindhya Telelinks Ltd.**

**Satyendu Pattnaik**  
Company Secretary

### NOTES FOR MEMBERS' ATTENTION

1. The Board of Directors of the Company at its Meeting held on 11<sup>th</sup> February, 2019, has approved the issuance of this Postal Ballot Notice. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of item(s) of Special Business as set out in the Postal Ballot Notice is annexed hereto.
2. The Electronic Copy of the Postal Ballot Notice is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address(es), physical copy of the Postal Ballot Notice is being sent in the permitted mode. In this regard, the Members whose names appear in the Register of Members/List of Beneficial Owners as per the record of Depositories as on 15<sup>th</sup> February, 2019 i.e. cut-off date has been enrolled by the Company for participation in voting on resolutions placed by the Company on the voting system. Any person who is not a Member of the Company as on the cut-off date should treat this Notice for information purpose only. The voting shall be reckoned in proportion to a Member's share of voting right on the paid up equity share capital of the Company as on the said cut-off date. Members who have registered their e-mail IDs for receipt of documents in electronic mode, have been sent a weblink for Postal Ballot Notice and Postal Ballot Form along with their login ID and password for the purpose of e-voting on their registered e-mail IDs. Such Members who wish to vote through Postal Ballot Form can download the same from the weblink. Members have an option to cast their votes either through e-voting or through Postal Ballot Form. Members, who wish to cast their votes physically through Postal Ballot Form, may do so by filling up the details required therein.
3. Only those Members who are eligible to vote on the proposed special resolutions are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote through the e-voting facility offered by the Company.
4. The Company has appointed Shri Rajesh Kumar Mishra, Wholetime Practicing Company Secretary (Membership No.FCS 5383 and C.P. No.4433) as Scrutinizer and if he is unable to act as such for any reason whatsoever, Shri R. S. Bajaj, Wholetime Practicing Company Secretary (Membership No. ACS 3370 and C.P. No.7058) shall act as the Scrutinizer for conducting the voting process and submitting a consolidated Scrutinizer's Report thereon in accordance with the applicable law/regulation in a fair and transparent manner.
5. The Members voting through physical Postal Ballot Form are requested to carefully read the instructions printed on the accompanying Postal Ballot Form and on the Postal Ballot Notice and return the completed Form along with assent (**FOR**) or dissent (**AGAINST**), in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before **25<sup>th</sup> March, 2019 upto 5.00 p.m.**, the last date of receipt of the completed Postal Ballot Form. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. However, envelopes containing Postal Ballot, if deposited in person or sent by courier at the expense of the registered Member on or before **25<sup>th</sup> March, 2019 upto 5.00 p.m.** will also be accepted. The same must be sent to the Scrutinizer, Shri Rajesh Kumar Mishra, Practicing Company Secretary, Link Intime India Pvt. Limited (Unit : Vindhya Telelinks Limited), C-101, 247, Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.
6. The Members who do not receive the Postal Ballot Form may apply to the Company or Company's Registrar and Share Transfer Agents, Link Intime India Pvt. Ltd. (Unit: Vindhya Telelinks Limited), C-101, 247, Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 and obtain a duplicate thereof. The Postal Ballot Form may also be downloaded from the Company's website [www.vtlrewa.com](http://www.vtlrewa.com).
7. 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 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide an option to its Members holding equity shares in demat form and in physical form, to exercise their right to vote on the Resolutions as contained in the Postal Ballot Notice by way of electronic voting/remote e-voting to enable Members of the Company to cast their vote electronically instead of physical Postal Ballot Form. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting facility to Members of the Company. It may be noted that remote e-voting is optional. Please carefully read and follow up instructions on remote e-voting printed in this Postal Ballot Notice. In case member(s) cast their vote both via physical ballot and remote e-Voting, then voting done through remote e-voting shall prevail and Physical Voting of that member shall be treated as invalid notwithstanding whichever option is exercised first. The e-voting facility is available at [www.evotingindia.com](http://www.evotingindia.com). Please refer to the

instructions given for e-voting in the following paragraph of this Postal Ballot Notice for the purpose and manner in which the e-voting is to be carried out.

8. The instructions for members voting electronically are as under:

- (i) The voting period begins on Sunday, the 24<sup>th</sup> February, 2019 at 9.00 A.M. (IST) and ends on Monday, the 25<sup>th</sup> March, 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 15<sup>th</sup> February, 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](http://www.evotingindia.com)
- (iii) Click on SHAREHOLDERS/MEMBERS
- (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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> 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 login. <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (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 this 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 votes 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 & 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
9. Upon completion of the scrutiny of the Postal Ballot Forms, the Scrutinizer will submit a Consolidated Scrutinizer’s Report to the Chairman or the Managing Director or Company Secretary of the Company. The result of the Postal Ballot would be announced by the Managing Director or any Director or Company Secretary of the Company on 27<sup>th</sup> March, 2019 at 5.00 p.m., at the Registered Office of the Company. 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](http://www.vtlrewa.com).

## **ANNEXURE TO NOTICE**

### **EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS (RESOLUTION NOS. 1, 2, 3, 4, 5, 6 AND 7) ACCOMPANYING THE POSTAL BALLOT NOTICE DATED 11<sup>TH</sup> FEBRUARY, 2019 PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER INCLUDING THE STATUTORY AMENDMENT(S), MODIFICATION(S) AND RE-ENACTMENT(S) THEREOF FOR THE TIME BEING IN FORCE**

#### **Item Nos. 1 to 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, Shri J. Veeraraghavan (DIN: 00078998), Shri S. K. Misra (DIN: 00009411), Shri R.C. Tapuriah (DIN: 00395997) and Shri Shiv Dayal Kapoor (DIN: 00043634) were appointed as the Independent Directors of the Company to hold office for a term of five (5) consecutive years with effect from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2019 (“first term” in line with the explanation to Sections 149(10) and 149 (11) of the Act).

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 Directors 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 upto two consecutive terms. Further, as per amended provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements), Regulations,

2015 ("Listing Regulations"), which is effective from 1<sup>st</sup> 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 special resolution and justification for appointing such a person is indicated in the explanatory statement. 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.

Pursuant to the recommendations of the Nomination and Remuneration Committee, inter alia, based on performance evaluation of Independent Directors, the Board of Directors of the Company at its meeting held on 11<sup>th</sup> February, 2019, has recommended for re-appointment of Shri J. Veeraraghavan, Shri S. K. Misra, Shri R.C. Tapuriah and Shri Shiv Dayal Kapoor as Independent Directors of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.

The Board of Directors and the Nomination and Remuneration Committee in their respective meeting(s) held on 11<sup>th</sup> February, 2019, placed on record that the above Independent Directors are highly renowned professionals drawn from diverse fields, who bring with them a wide range of skills and experience to the Board, which enhances the quality of Board's decision making process. The Company, its Board of Directors and various Committees of the Board have immensely benefitted from their 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 the said Independent Directors 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 them as Independent Directors of the Company for a second term of five (5) consecutive years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.

Shri J. Veeraraghavan, Shri S. K. Misra, Shri R.C. Tapuriah and Shri Shiv Dayal Kapoor have given their consent to act as Independent Directors of the Company and have furnished necessary declarations to the Board of Directors that they meet the criteria of independence as provided under Section 149 (6) of the Act and Regulation 16 (1)(b) of the Listing Regulations. Further as per the declarations received by the Company, Shri J. Veeraraghavan, Shri S. K. Misra, Shri R.C. Tapuriah and Shri Shiv Dayal Kapoor are not disqualified to be re-appointed as Directors in terms of Section 164 of the Act and given their consent (individually and severally) to act as Director.

The Company has received notice(s) in writing from member(s) under Section 160 of the Companies Act, 2013 proposing the candidature of each of Shri J. Veeraraghavan, Shri S. K. Misra, Shri R.C. Tapuriah and Shri Shiv Dayal Kapoor, for the office of Director of the Company.

In the opinion of the Board, Shri J. Veeraraghavan, Shri S. K. Misra, Shri R.C. Tapuriah and Shri Shiv Dayal Kapoor fulfils the conditions for re-appointment as Independent Directors of the Company as specified under the Act read with the Rules framed thereunder and the Listing Regulations.

Brief profiles of aforesaid Independent Directors proposed to be re-appointed including nature of their expertise and shareholdings in the Company, etc. are annexed as Annexure- 'A' to the Notice 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.

Copy of the draft letter(s) of re-appointment relating to each of Shri J. Veeraraghavan, Shri S. K. Misra, Shri R.C. Tapuriah and Shri Shiv Dayal Kapoor setting out the terms and conditions of re-appointment is available on the Company's website [www.vtlrewa.com](http://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 last date of voting/receipt of Postal Ballot Forms.

Shri J. Veeraraghavan, Shri S. K. Misra and Shri R.C. Tapuriah have already attained the age of seventy five years and Shri Shiv Dayal Kapoor would be attaining the age of seventy five years on 1<sup>st</sup> August, 2021 and are proposed to be re-appointed as an Independent Director(s) of the Company for a second term of five (5) consecutive years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024. Accordingly, approval of the members is sought for passing Special Resolution(s) for re-appointment of above Independent Directors 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 provisions of the Listing Regulations for the time being in force.

This explanatory statement may also be regarded as a disclosure/justification under Regulation 17(1A) and other applicable Regulations of the Listing Regulations.

Having regard to the qualifications, knowledge and vast experience of Shri J. Veeraraghavan, Shri S. K. Misra and Shri R.C. Tapuriah and Shri Shiv Dayal Kapoor, their re-appointment on the Board of Directors of the Company as Independent Director(s) will be in the interest of the Company. Accordingly, the Board of Directors recommends the Resolutions as set out at Item Nos. 1, 2, 3 and 4 of this Notice to be passed as Special Resolutions by the Members by way of Postal Ballot.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives except Shri J. Veeraraghavan, Shri S. K. Misra, Shri R.C. Tapuriah and Shri Shiv Dayal Kapoor and their relatives with regard to their respective re-appointment are, in any way, concerned or interested, whether financially or otherwise, in the resolutions as set out at Item Nos. 1, 2, 3 and 4 of this Notice.

#### **Item Nos. 5 to 7**

As per amended provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('Listing Regulations'), which is effective from 1<sup>st</sup> 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 special resolution and justification for appointing such a person is indicated in the explanatory statement.

Pursuant to the provisions of Section 149 read with Schedule IV 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 the non-executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years with effect from 10<sup>th</sup> November, 2014 till 9<sup>th</sup> November, 2019, whose continuation in office with effect from 1<sup>st</sup> April, 2019 till 9<sup>th</sup> November, 2019 with the existing terms and conditions requires approval of members by way of Special Resolution as she has attained the age of more than seventy five (75) years before 1<sup>st</sup> April, 2019. Further, approval of members by way of Special Resolution(s) are also required for continuation of Directorship of Shri D.R. Bansal (DIN: 00050612) as non-executive non-independent Director of the Company, liable to retire by rotation, beyond 1<sup>st</sup> April, 2019, upon having attained the age of more than seventy five (75) years before 1<sup>st</sup> April, 2019 and for continuation of Directorship of Shri Pracheta Majumdar (DIN: 00179118) as the non-executive non-independent Director of the Company, liable to retire by rotation, on attaining the age of seventy five (75) years with effect from 15<sup>th</sup> August, 2019.

Brief profiles of Smt. Kiran Aggarwal, Shri D.R. Bansal and Shri Pracheta Majumdar are annexed as Annexure- 'A' to this Notice 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.

The Board of Directors and the Nomination and Remuneration Committee in their respective meeting(s) held on 11<sup>th</sup> February, 2019 placed on record that Smt. Kiran Aggarwal, Shri D.R. Bansal and Shri Pracheta Majumdar are highly renowned professionals drawn from diverse fields, who bring with them 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 have immensely benefitted from their vast experience, knowledge and strategic insights on various matters relating to the Company's business. Pursuant to the recommendation of the Nomination and Remuneration Committee based on the performance evaluation of Smt. Kiran Aggarwal, non-executive Independent Director and considering the enormous contribution of Smt. Kiran Aggarwal, Shri D.R. Bansal and Shri Pracheta Majumdar in the functioning and performance of the Company, the Board felt that it will be in the interest of the Company for the continuation of remaining term of office of Smt Kiran Aggarwal as non-executive Independent Director of the Company i.e. upto 9<sup>th</sup> November, 2019 and for the continuation of Directorship of Shri D.R. Bansal and Shri Pracheta Majumdar as non-executive non independent Directors of the Company, liable to retire by rotation, and accordingly, recommends Special resolutions as set out at item Nos. 5, 6 and 7 of this Notice, for consideration and approval of members by way of Postal Ballot.

This explanatory statement may also be regarded as a disclosure/justification 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, Shri D.R. Bansal and Shri Pracheta Majumdar and their relatives with regard to their respective re-appointment are, in any way, concerned or interested, whether financially or otherwise, in the resolutions as set out at Item Nos. 5, 6 and 7 of this Notice.



**ANNEXURE-A**

**Brief Details of Directors seeking re-appointment/continuation of appointment  
Through Postal Ballot Notice dated 11<sup>th</sup> February, 2019  
[In pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and  
Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India]**

	(1)	(2)
<b>Name of Director</b>	Shri J.Veeraraghavan	Shri S.K.Misra
<b>DIN</b>	00078998	00009411
<b>Date of Birth &amp; Age</b>	04.03.1932 86 years	28.04.1933 85 years
<b>Nationality</b>	Indian	Indian
<b>Date of First Appointment on the Board of Directors of the Company</b>	27.10.2014	27.10.2014
<b>Qualifications</b>	M.A. (Economics)	M.A. (Political Science)
<b>Experience (including nature of expertise in specific functional areas)/ brief resume</b>	Retired Senior IAS Officer who has extensive experience at highest policy and administrative level as Secretary to the Government of India including of the HRD Ministry. He served as an Advisor to the Planning Commission, as Director with the Comptroller and Auditor General of India, the Public Accounts Committee and as Director of Defence Audit and member of the Audit Board. He also served as Regional Advisor to the United Nations, ESCAP at Bangkok and as Consultant to UNESCO and UNDP.	Retired Senior IAS Officer, who had served as Secretary to the Govt. of India including Principal Secretary to the Prime Minister. While in Government of India as Secretary (Tourism), he was responsible for initiating the Suraj Kund Crafts Mela, which has now recognized as an international event. As Development Commissioner (Handlooms), he initiated the setting up of National Institute of Fashion Technology. Appointed as Director General, Festivals of India, in France, USA, the then Soviet Union and Japan, where he showcased very comprehensively India's rich cultural traditions in the fields of visual and performing arts, theatre, exhibitions relating to design, textiles and achievements in the scientific field, film retrospectives and academic exchanges. Held the position of Emeritus Vice Chairman in "The Indian National Trust for Art and Cultural Heritage" (INTACH). Thereafter, he launched a new organization called "The Indian Trust for Rural Heritage and Development" which has become a Member of the International National Trusts Organisation (INTO). In 2009, the President of India conferred on him the prestigious Padma Bhushan Award for his rendering distinguished services in the fields of Civil Service and Tourism.
<b>Number of Shares held in the Company</b>	Nil	Nil
<b>List of Directorships held in other companies*</b>	Nil	Nil
<b>Chairman/Member of the Committees of the Boards of the Companies in which he is Director</b>	<b>Member:</b> Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee - Vindhya Telelinks Ltd.	<b>Member:</b> Audit Committee and Corporate Social Responsibility Committee - Vindhya Telelinks Ltd.
<b>Relationship with other Directors, Manager and Key Managerial Personnel of the Company</b>	None	None
<b>Number of Meetings of the Board attended during the year (upto 11.02.2019)</b>	4 out of 4	4 out of 4
<b>Terms and conditions of appointment/Re-appointment</b>	Re-appointment as an Independent Director, not liable to retire by rotation, for 5 (five) consecutive years (i.e. from 1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2024).	Re-appointment as an Independent Director, not liable to retire by rotation, for 5 (five) consecutive years (i.e. from 1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2024).
<b>Remuneration last drawn by such person, if applicable and Remuneration sought to be paid</b>	No remuneration is paid save and except Sitting Fees for attending each Meeting of the Board of Directors and the Committees thereof, of which he is a member. The remuneration paid by way of Sitting Fees was disclosed in the Report of Corporate Governance in all the previous Annual Reports.	

	(3)	(4)
<b>Name of Director</b>	Shri R.C.Tapuriah	Shri Shiv Dayal Kapoor
<b>DIN</b>	00395997	00043634
<b>Date of Birth &amp; Age</b>	15.06.1942 76 years	01.08.1946 72 years
<b>Nationality</b>	Indian	Indian
<b>Date of First Appointment on the Board of Directors of the Company</b>	19.08.1985	19.05.2014
<b>Qualifications</b>	B.Com	B.Sc in Metallurgical Engg., MBA
<b>Experience (including nature of expertise in specific functional areas)/ brief resume</b>	Industrialist with wide experience in Business and Industry.	He has over 50 years of rich experience in the minerals and metals industry. He served as the Chairman of MMTC Limited and Neelachal Ispat Nigam Ltd. He was also on the Board of Governors of IIM, Ahmedabad, on the governing bodies of Indian Institute of Information Technology, Bangalore and Indian Institute of Foreign Trade, New Delhi as Member. He is a recipient of the Best Chief Executive Gold Award – Rajiv Ratna National Award 2005 and Top CEO of the year Award 2000 – Indian Institute of Marketing & Management.
<b>Number of Shares held in the Company</b>	Nil	Nil
<b>List of Directorships held in other companies*</b>	<ol style="list-style-type: none"> <li>1. Alfred Herbert (India) Ltd.</li> <li>2. Awadh Maintenance Pvt. Ltd.</li> <li>3. Birla Cable Ltd.</li> <li>4. Hestia Hospitality Pvt. Ltd.</li> <li>5. Lewis &amp; Tylor Pvt. Ltd.</li> <li>6. Mohta Carbide Chemicals Ltd.</li> <li>7. Maxworth Industrial Services Ltd.</li> <li>8. New India Retailing &amp; Investment Ltd.</li> <li>9. Rajgarh Industries Pvt. Ltd.</li> <li>10. Rajeeta Determined Traders Pvt. Ltd.</li> <li>11. T.T.Commercial Co. Pvt. Ltd.</li> <li>12. T.T.Investments Pvt. Ltd.</li> <li>13. The United Investment Company Ltd</li> </ol>	<ol style="list-style-type: none"> <li>1. Intex Technologies (India) Ltd.</li> <li>2. Neelachal Ispat Nigam Ltd.</li> </ol>
<b>Chairman/Member of the Committees of the Boards of the Companies in which he is Director</b>	<p><b>Chairman:</b> Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee – Birla Cable Ltd. Vindhya Telelinks Ltd.</p> <p><b>Member:</b> Audit Committee - Alfred Herbert India Ltd. New India Retailing &amp; Investment Ltd. Investor Grievance Committee - Alfred Herbert India Ltd. New India Retailing &amp; Investment Ltd. Corporate Social Responsibility Committee - Birla Cable Ltd.</p>	<p><b>Member:</b> Audit Committee and Nomination and Remuneration Committee – Intex Technologies (India) Ltd. Neelachal Ispat Nigam Ltd. Corporate Social Responsibility Committee – Intex Technologies (India) Ltd. Stakeholders Relationship Committee – Vindhya Telelinks Ltd. Project Implementation Review Committee – Neelachal Ispat Nigam Ltd.</p>
<b>Relationship with other Directors, Manager and Key Managerial Personnel of the Company</b>	None	None
<b>Number of Meetings of the Board attended during the year (upto 11.02.2019)</b>	4 out of 4	4 out of 4
<b>Terms and conditions of appointment/Re-appointment</b>	Re-appointment as an Independent Director, not liable to retire by rotation, for 5 (five) consecutive years (i.e. from 1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2024).	Re-appointment as an Independent Director, not liable to retire by rotation, for 5 (five) consecutive years (i.e. from 1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2024).
<b>Remuneration last drawn by such person, if applicable and Remuneration sought to be paid</b>	No remuneration is paid save and except Sitting Fees for attending each Meeting of the Board of Directors and the Committees thereof, of which he is a member. The remuneration paid by way of Sitting Fees was disclosed in the Report of Corporate Governance in all the previous Annual Reports.	

	(5)	(6)
<b>Name of Director</b>	Smt. Kiran Aggarwal	Shri D.R. Bansal
<b>DIN</b>	06991807	00050612
<b>Date of Birth &amp; Age</b>	14.01.1942 77 years	01.08.1939 79 years
<b>Nationality</b>	Indian	Indian
<b>Date of First Appointment on the Board of Directors of the Company</b>	10.11.2014	06.11.1987
<b>Qualifications</b>	B.A. Honours (English), LLB	M.Sc. (Chemistry)
<b>Experience (including nature of expertise in specific functional areas)/ brief resume</b>	<p>Joined the Indian Administrative Service in 1964 and retired in 2002. The significant Posts held were Principal Adviser, Planning Commission, Secretary to Govt. of India in the Ministries of Supply, Housing, Urban Development and Women and Child Development. As Additional Secretary in the Govt. of India, worked in the Department of Administrative Reforms, Public Grievances and Training. In the state of Haryana, held key posts in the departments of Education, Technical Education, P.W.D, Labour and Employment, Tourism, Cultural Affairs etc. Post retirement, apart from being associated with some voluntary organisations have served on some committee set up by the Govt of India. These inter-alia were Training Programme for IAS probationers, working of AICTE, Committee to look why government doctors were opting for private sector jobs, Trustee on the Victoria Memorial Hall Trust, etc. Presently, is a member of the Police Complaint Authority, Chandigarh and heading a Monitoring Committee for Shelter for Urban Homeless.</p>	<p>Possesses rich and varied experience of over 56 years in various facets of cable and other industries including in the field of administration, production and marketing. His strength also includes strong relationship management, international alliances/tie ups and business development. He is actively associated with various cable industry forums in India and abroad and also served at the helm of all renowned power &amp; telecommunication cables industry association(s) in India for several years.</p>
<b>Number of Shares held in the Company</b>	Nil	Nil
<b>List of Directorships held in other companies*</b>	Nil	<ol style="list-style-type: none"> <li>1. Birla Cable Ltd.</li> <li>2. Birla Furukawa Fibre Optics Pvt. Ltd.</li> <li>3. Hindustan Gum &amp; Chemicals Ltd.</li> </ol>
<b>Chairman/Member of the Committees of the Boards of the Companies in which he is Director</b>	Nil	<p><b>Chairman:</b> Corporate Social Responsibility Committee - Birla Cable Ltd. Birla Furukawa Fibre Optics Pvt. Ltd. Vindhya Telelinks Ltd.</p> <p><b>Member:</b> Stakeholders Relationship Committee - Birla Cable Ltd. Vindhya Telelinks Ltd. Nomination and Remuneration Committee – Birla Cable Ltd. Vindhya Telelinks Ltd.</p>
<b>Relationship with other Directors, Manager and Key Managerial Personnel of the Company</b>	None	None
<b>Number of Meetings of the Board attended during the year (upto 11.02.2019)</b>	4 out of 4	4 out of 4
<b>Terms and conditions of appointment/Re-appointment</b>	Continuation of Directorship as an Independent Director of the Company, not liable to retire by rotation, for her remaining term of office with effect from 1 <sup>st</sup> April, 2019 to 9 <sup>th</sup> November, 2019.	Continuation of Directorship as non-executive non-independent Director of the Company, subject to retirement by rotation.

<b>Remuneration last drawn by such person, if applicable and Remuneration sought to be paid</b>	No remuneration is paid save and except Sitting Fees for attending each Meeting of the Board of Directors. The remuneration paid by way of Sitting Fees was disclosed in the Report of Corporate Governance in all the previous Annual Reports.	No remuneration is paid save and except Sitting Fees for attending each Meeting of the Board of Directors and the Committees thereof, of which he is a member. The remuneration paid by way of Sitting Fees was disclosed in the Report of Corporate Governance in all the previous Annual Reports.
	(7)	
<b>Name of Director</b>	Shri Pracheta Majumdar	
<b>DIN</b>	00179118	
<b>Date of Birth &amp; Age</b>	15.08.1944 74 years	
<b>Nationality</b>	Indian	
<b>Date of First Appointment on the Board of Directors of the Company</b>	27.10.2004	
<b>Qualifications</b>	B.E.(Mechanical)	
<b>Experience (including nature of expertise in specific functional areas)/ brief resume</b>	Mechanical Engineer and Management Advisor by profession, he possesses more than 49 years of rich and varied experience in diverse fields viz. design & project management of chemicals, petrochemicals & fertilizer plants and setting up of large Greenfield projects. Spearheaded setting up of large projects both in India and abroad including an international joint venture project with a large US based multinational. Held the position of Managing Director at Ceat Tyres Ltd. and was on the Supervisory Board of RPG Group. Worked for about 12 years in Project and Manufacturing Department of Hindustan Unilever Ltd. (HUL). At the time of leaving, held the position of manufacturing head of the then largest plant of HUL. Attended various international management courses organized by HUL and executive Development Programmes and Advanced management Programmes conducted by Stanford University and Harvard Business School. Presently, he holds the position of Wholtime Director designated as the Chief Management Advisor in Birla Corporation Ltd.	
<b>Number of Shares held in the Company</b>	Nil	
<b>List of Directorships held in other companies*</b>	1. Birla Corporation Ltd. 2. East India Investment Co. Pvt. Ltd. 3. RCCPL Pvt. Ltd.	
<b>Chairman/Member of the Committees of the Boards of the Companies in which he is Director</b>	<b>Member:</b> Audit Committee - RCCPL Pvt. Ltd. Vindhya Telelinks Ltd. Stakeholders Relationship Committee - Birla Corporation Ltd. Committee of Directors - Birla Corporation Ltd.	
<b>Relationship with other Directors, Manager and Key Managerial Personnel of the Company</b>	None	
<b>Number of Meetings of the Board attended during the year(upto 11.02.2019)</b>	4 out of 4	
<b>Terms and conditions of appointment/Re-appointment</b>	Continuation of Directorship as non-executive non-independent Director of the Company, subject to retirement by rotation.	
<b>Remuneration last drawn by such person, if applicable and Remuneration sought to be paid</b>	No remuneration is paid save and except Sitting Fees for attending each Meeting of the Board of Directors and the Committees thereof, of which he is a member. The remuneration paid by way of Sitting Fees was disclosed in the Report of Corporate Governance in all the previous Annual Reports.	

\* Number of other Directorships excludes directorships in foreign bodies corporate, companies incorporated under Section 8 of the Companies Act, 2013 and LLP's besides trustees/membership of Managing Committees of various trusts and other bodies/chambers.

**Registered Office:**

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

11<sup>th</sup> February, 2019

**By Order of the Board  
for Vindhya Telelinks Ltd.**

**Satyendu Pattnaik  
Company Secretary**