

NOTICE

NOTICE is hereby given that the Thirty Seventh Annual General Meeting (AGM) of the Members of Vindhya Telelinks Limited will 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.) to transact the following business along with the facility of Video Conferencing (VC) or Other Audio Visual Means (OAVM) so as to allow other Members of the Company to participate in the AGM:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the 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; and
 - (b) the audited consolidated Financial Statements of the Company for the financial year ended March 31, 2020, and the Report of Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2020.
3. To appoint a Director in place of Shri Pracheta Majumdar (DIN: 00179118), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, Messrs BGJC & Associates LLP, Chartered Accountants (Firm Registration No.003304N), be and is hereby appointed as the Statutory Auditors of the Company to hold office for a term of five (5) consecutive years commencing from the conclusion of this 37th Annual General Meeting (AGM) until the conclusion of the 42nd AGM of the Company, at a remuneration of ₹ 18.00 Lakhs (Rupees Eighteen Lakhs) for the financial year 2020-21 plus reimbursement of applicable Goods and Service Tax and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively and that the Board of Directors of the Company based on the recommendation of the Audit Committee be and is hereby authorised to fix the remuneration for the subsequent periods during their term as Auditors of the Company.”

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

“RESOLVED that pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as applicable including any statutory modifications or amendments or re-enactments thereto and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (which expression shall include the Audit Committee or any other Committee thereof for the time being exercising the powers conferred by this Resolution) to enter into agreement(s)/ contract(s)/arrangement(s)/ transaction(s) with Universal Cables Ltd., a Related Party as defined under the Companies Act, 2013 and Listing Regulations, the value of which either singly or all taken together may exceed ten percent of annual consolidated turnover as per audited financial statements of the Company, during the current financial year 2020-21, and also during each of subsequent two financial year(s) i.e. 2021-22 and 2022-23, relating to sale, purchase, supply of any goods including raw materials, stores and consumables, semi finished goods, finished goods, etc., carrying out/availling job work, availing/rendering of marketing / business transfer and other services (including services under a turnkey contract by way of co-bidding/consortium bidding), leasing of factory / office premises / godowns /facilities / reimbursement / recovery of cost or other obligations or any other transaction, for an amount not exceeding in aggregate ₹ 500.00 Crores (Rupees Five Hundred Crores) per financial year, on such terms and conditions as may be mutually agreed between the Company and Universal Cables Ltd.

FURTHER RESOLVED that the Board of Directors or a Committee thereof or any of their delegate(s) be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory or contractual, in relation to the above and to approve aforesaid agreement(s)/contract(s)/arrangement(s)/ transactions and further to do all such acts, deeds, matters and things and finalise the terms and conditions and to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its/their absolute discretion pursuant to the above Resolution as may be considered necessary or incidental thereto.”
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 Sections 196, 197, 203 read along with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended or re-enacted from time to time, Shri Y.S. Lodha (DIN: 00052861) be and is hereby re-appointed as the Managing Director & Chief Executive Officer 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, on the terms and conditions including remuneration, perquisites and benefits, etc. as set out in the draft Agreement, the main terms and conditions of which are set out in the Explanatory Statement attached to this Notice (including the remuneration to be paid in the event of loss or inadequacy

of profits in any financial year during his said tenure), to be entered into between the Company and Shri Y. S. Lodha and submitted for approval to this meeting, which Agreement is hereby specifically approved with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee of the Board constituted to exercise its powers including powers conferred by this Resolution) to alter and vary the terms and conditions of the said re-appointment and/or remuneration, perquisites and benefits, etc. as it may deem fit and in such manner as may be agreed to between the Board and Shri Y. S. Lodha.

FURTHER RESOLVED that the Board be and is hereby authorised and empowered to approve annual increments in Basic Salary with consequential increase in allowances, perquisites and benefits, etc. effective from 1st July each financial year and Performance Linked Incentive/Special Allowance for each financial year as considered appropriate from time to time subject to limits, if any, prescribed under Section 197, Schedule V or elsewhere under the Companies Act, 2013 read with rules framed thereunder and/or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time or in such manner as may be permissible under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this Meeting and in force from time to time and to make such improvements, alterations, amendments or variations in the terms and conditions of the said Agreement and/or remuneration, perquisites and benefits payable as may be agreed to between the Board and Shri Y. S. Lodha.

FURTHER RESOLVED that the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writing as may be required or considered necessary, appropriate, expedient or desirable in regard to the said re-appointment and payment of remuneration, etc. as it may in its sole and absolute discretion deem fit to give effect to this resolution."

7. 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, 2021, be paid a remuneration of Rs.75,000/- (Rupees Seventy Five Thousand) plus reimbursement of applicable Goods and Services Tax and actual out of pocket and travelling expenses incurred in connection with cost audit work.

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."

8. 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 2020-21 (1st April, 2020 to 31st March, 2021) 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 at the 36th Annual General Meeting of the Company held on 5th August, 2019.

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

June 1, 2020

Satyendu Pattnaik
Company Secretary

NOTES FOR MEMBERS' ATTENTION

1. In view of the situation arising due to Covid-19 pandemic, as per guidelines issued by the Ministry of Corporate Affairs, Government of India vide Circular No. 20/2020 dated May 5, 2020 read with Circular No. 14/2020 dated April 8, 2020 and Circular No.17/2020 dated April 13, 2020, in case a company gets the permission from the relevant authorities to conduct its AGM at its registered office or at any other place as provided under Section 96 of the Companies Act, 2013, after following the advisories issued from such authorities, the Company may, in addition to holding such meeting with the physical presence of some members, also provide the facility of VC/OAVM, so as to allow other members of the Company to participate in such meeting. In accordance with the said guidelines, the Company proposed to obtain permission from the concerned government authorities for conducting the AGM at its Registered Office situated at Udyog Vihar, P.O. Chorhata, Rewa-486006 (M.P) with physical presence of some members. In addition thereto, the Company shall also provide the facility to other Members of the Company to participate in the AGM through VC/OAVM in compliance with the guidelines provided in the Circular No. 20/2020 dated May 5, 2020. The detailed procedure for participating in the AGM through VC/OAVM by the eligible members of the Company is elaborated in Serial Number 20, 21, 22C, 22D and 22E hereinafter and also uploaded at the Company's website www.vtlrewa.com.
2. The explanatory statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Annual General Meeting is annexed hereto. In line with the Circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI), the Notice of the 37th AGM along with the Annual Report 2019-20 will be available on the website of the Company at www.vtlrewa.com, on the website of BSE Limited at www.bseindia.com, on the website of NSE Limited at www.nseindia.com. The Notice of 37th AGM will also be available on the website of Central Depository Services (India) Limited at www.cdslindia.com.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") THROUGH PHYSICAL PRESENCE 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 AGM, i.e. by 11.30 A.M on August 16, 2020.

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. The proxy form is valid only in case of physical participation in the AGM and shall not be valid in case of participation in the AGM through VC/OAVM.
4. Members/Proxies attending AGM through physical participation are requested to deposit the Attendance Slip duly filled in and signed for attending the AGM. In case of joint holders attending the AGM, 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 the AGM 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 AGM. Members who hold shares in dematerialised form are requested to bring their DP I.D. and Client I.D. No. for easier identification of attendance at the AGM.
5. During the period beginning twenty-four (24) hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, 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 AGM. 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 Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection during the AGM at the Registered Office of the Company for the Members attending the AGM physically and electronically for Members attending the AGM through VC/OAVM upon log-in to CDSL e-Voting system.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, the August 12, 2020 to Tuesday, the August 18, 2020 (both days inclusive) for the purposes of the 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 16, 2020 as under:
 - (a) To all Beneficial Owners in respect of shares held in dematerialised 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 August 11, 2020; 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 August 11, 2020.
8. As per the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by the Company after April 1, 2020 shall be taxable in the hands of the Shareholders in the manner as stated hereinbelow. Your Company shall therefore be required to deduct tax at source at the time of making the payment of the Dividend as recommended by the Board of Directors

after obtaining the approval of Shareholders in the Annual General Meeting (AGM). The said dividend, if declared in the AGM, will be payable to those shareholders whose names appear in the Register of Members of the Company as on August 11, 2020.

- (i) For Resident Shareholders, tax shall be deducted at source under Section 194 of the Income tax Act, 1961 at 7.50% on the amount of dividend, if Permanent Account Number (PAN) is provided by the Shareholders to the Company. If no PAN is provided, then the tax shall be deducted at source at 20% as per Section 206AA of the Income Tax Act, 1961. However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by the resident shareholders during Financial Year 2020-21 does not exceed Rs.5,000/-. In cases where the shareholder provides Form 15G (applicable to any person other than a company or a firm)/Form 15H (applicable to an Individual above the age of 60 years) as notified under Income Tax Rules, 1962, provided that all the required eligibility conditions are met, no tax will be deducted at source.
- (ii) For Foreign Portfolio Investor (FPI) category Shareholders, tax shall be deducted at source under Section 196D of the Income Tax Act, 1961 at 20% on the amount of dividend payable.
- (iii) For other Non-resident Shareholders, tax is required to be deducted in accordance with the provisions of Section 195 of the Income Tax Act, 1961, at the rates in force. Accordingly, as per the relevant provisions of the Income Tax Act, 1961, the tax shall be deducted at the rate of 20% on the amount of dividend payable to them. However, as per Section 90(2) of the Income Tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (tax treaty) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail a lower rate of deduction of tax at source under an applicable tax treaty, such non-resident shareholders will have to provide the following:
 - (a) Self-attested copy of the PAN allotted by the Indian Income Tax authorities;
 - (b) Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident. In case, the TRC is furnished in a language other than English, the said TRC would have to be translated from such other language to English language and thereafter duly notarized and apostilled copy of the TRC would have to be provided;
 - (c) Self-declaration in Form 10F as notified under Income Rules, 1962 if all the details required in this form are not mentioned in the TRC; and
 - (d) Self-declaration (attached herewith) by the non-resident shareholder as to:
 - Eligibility to claim tax treaty benefits based on the tax residential status of the shareholder, including having regard to the Principal Purpose Test (if any), introduced in the applicable tax treaty with India;
 - No Permanent Establishment / fixed base in India in accordance with the applicable tax treaty;
 - Shareholder being the beneficial owner of the dividend income to be received on the equity shares; and
 - Shareholder has no reason to believe that its claim for the benefits under the tax treaty is impaired in any manner.

In order to enable us to determine the appropriate tax rate at which tax has to be deducted at source under the respective provisions of the Income Tax Act, 1961 and rules made thereunder, eligible shareholders are requested to provide the above-mentioned details and documents as applicable on or before August 17, 2020. The dividend, if declared in the Annual General Meeting, will be paid after deduction of tax at source as determined on the basis of the aforementioned documents provided by the respective shareholders as applicable to them and being found to be satisfactory. The Company is not obligated to apply the beneficial tax treaty rates at the time of deduction of tax at source on the dividend amount, which shall depend upon the completeness and satisfactory review by the Company of the documents submitted by the Non-resident Shareholders.

Note: All the above referred tax rates shall be duly enhanced by the applicable surcharge and cess, wherever applicable.

It may be noted that the aforementioned documents are required to be submitted to Company's Registrar and Share Transfer Agents, Messrs Link Intime India Private Limited at its dedicated link mentioned below - <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before August 17, 2020 at 17:00 Hrs. Indian Standard Time (IST) in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate.

No communication on the tax determination/deduction in respect of the said dividend shall be entertained post August 17, 2020. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from an eligible shareholder, there would still be an option available with such shareholder to file the return of income and claim an appropriate refund, if eligible. All communications/ queries in this respect should be addressed and sent to Company's Registrar and Share Transfer Agents, Messrs Link Intime India Private Limited at its email address vtdivtax@linkintime.co.in. The Company shall arrange to email a soft copy of TDS certificate to the concerned shareholders at their registered email addresses in due course.

Disclaimer: This Communication is not to be treated as an advice from the Company or its affiliates or Link Intime India Private Limited. Shareholders should obtain the tax advice related to their tax matters from a tax professional.

9. 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. In the event the Company is unable to pay the dividend to certain Members directly in their bank account through Electronic Clearing Service (ECS) or any other means due to non-registration of the Electronic Bank Mandate, the Company shall despatch the Dividend Warrant/Bankers Cheque/Demand Draft to such Members at the earliest once the normalcy of postal services is restored. 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 with effect from April 1, 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.
10. 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.
11. 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 2019-20 to the Investor Education and Protection Fund (IEPF) established by the Central Government.
12. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 37th AGM and the Annual Report for the year 2019-20 including therein the Audited Financial Statements for the year 2019-20, this Notice of the Meeting along with the Attendance Slip, Proxy Form, Route map of the venue of the Meeting and the Annual Report 2019-20 of the Company are being sent only by e-mail to all the Members whose e-mail addresses (IDs) are registered with the Company/Depository Participant(s). Members, who wish to update or register their e-mail addresses, in case of Demat holding, may please contact your Depository Participant (DP) and register your e-mail address, as per the process advised by your DP; and in case of Physical holding, may send a request to the Registrar and Share Transfer Agents of the Company - Messrs Link Intime India Pvt. Ltd. at rnt.helpdesk@linkintime.co.in providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy). The Attendance Slip, Proxy Form and Route map is valid only for members attending the AGM physically.
13. Electronic copy of all the documents referred to in the accompanying Notice of the 37th AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at www.vtlrewa.com.
14. Members desirous of obtaining any information on Annual Financial Statements of the Company at the Meeting are requested to write to the Company atleast One Week (7 days) before the date of the Meeting, so that the information required may be made available at the AGM.
15. 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 electronic 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 Company's Registrar and Share Transfer Agents.
16. 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 Registrar and Share Transfer Agents, Messrs Link Intime India Pvt. Ltd. at rnt.helpdesk@linkintime.co.in.
17. Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) in respect of the Directors/Managing Director seeking re-appointment/remuneration at 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.
18. 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 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.

19. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and in compliance with MCA Circulars dated April 8, 2020, April 13, 2020 and May 5, 2020, the Company is providing facility of Remote e-Voting to its Members in respect of the business to be transacted at the AGM. In addition, the facility of voting through electronic voting system (e-voting) shall also be made available during the AGM for Members of the Company participating in the AGM through VC/OAVM and who have not cast their vote by Remote e-Voting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a Member using Remote e-Voting as well as the e-Voting system on the date of the AGM in case of a member participating in the AGM through VC/OAVM will be provided by CDSL.
20. The Members attending the AGM through VC/OAVM can join the AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned below in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first-come- first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first-come-first-served basis.
21. All the Members who are physically present in the AGM as well as members attending the AGM through VC/OAVM shall be reckoned for the purpose of ascertaining the quorum under Section 103 of the Companies Act,2013.

22. Instructions for e-Voting and joining the AGM are as follows:

A. THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Friday, the August 14, 2020 at 9:00 a.m. and ends on Monday, the August 17, 2020 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 11, 2020 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-Voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.
- (viii) If you are a first-time user follow the steps given below:

	For Shareholders 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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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 login. <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 (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for ‘Vindhya Telelinks Limited’ on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

B. PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to rnt.helpdesk@linkintime.co.in.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to rnt.helpdesk@linkintime.co.in.

C. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the Remote e-Voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request in advance atleast One Week (7 days) prior to the AGM mentioning their name, demat account number/folio number, email id, mobile number at investorgrievance@vtlrewa.com to enable the Company to reply suitably during the AGM. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance One Week (7 days) prior to the AGM mentioning their name, demat account number/folio number, email id, mobile number at investorgrievance@vtlrewa.com. The Chairman will endeavor to respond to the same at the AGM. Queries received after the above deadline may not be responded to, at the AGM. Further, the Company reserves the right to restrict the number of speakers depending upon availability of time for the AGM.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

D. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-Voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through Remote e-Voting, and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting through VC/OAVM facility.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

E. NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- 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.
- A scanned copy of the Board Resolution and 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.
- Alternatively Non Individual shareholders are required to send a certified copy of Board Resolution/Power of Attorney together with attested specimen signature of the duly authorized signatory who are authorized to vote (by e-mail through its registered e-mail address) to the Scrutinizer at rkmaoffice@gmail.com with a copy marked to the Company at investorgrievance@vtlrewa.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM through VC/OAVM or e-Voting from e-Voting System, 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 or contact Shri Nitin Kunder (022- 23058738) or Shri Mehboob Lakhani (022-23058543) or Shri Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means/VC/OAVM may be addressed to Shri Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058738, 022-23058542/43.

23. 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. August 11, 2020.
24. The Company has appointed Shri Rajesh Kumar Mishra, Practising Company Secretary or failing him Shri Hemant Singh, Practising Chartered Accountant as the Scrutinizer to scrutinise the voting during the AGM and Remote e-voting process in a fair and transparent manner.
25. The Scrutinizer(s) shall after the conclusion of voting at the Meeting, first count the votes cast including through e-voting during the AGM, 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 results of the voting forthwith.
26. 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 June 1, 2020:

Item No.4

In terms of Section 139 of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the present Statutory Auditors of the Company, Messrs V. Sankar Aiyar & Co., Chartered Accountants (Registration No.109208W), will hold office as such until the conclusion of this 37th Annual General Meeting upon completion of their second term of five (5) consecutive years. The Company is required to appoint another Auditor for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the Forty Second (42nd) Annual General Meeting of the Company.

The Board of Directors at its meeting held on June 1, 2020, after considering the recommendation of the Audit Committee, has recommended for approval of members the appointment of Messrs BGJC & Associates LLP, Chartered Accountants, (Registration No.003304N), as the Statutory Auditors of the Company. The proposed Auditors shall hold office for a term of five consecutive years commencing from the conclusion of the Thirty Seventh (37th) Annual General Meeting till the conclusion of Forty Second (42nd) Annual General Meeting of the Company. Before recommending appointment of Messrs BGJC & Associates LLP, Chartered Accountants as Statutory Auditors of the Company, the Audit Committee has duly assessed the capability of the proposed Statutory Auditors to serve Company's operating business segments besides considering various parameters including market standing, audit experience and peer review certification, technical knowledge, etc. and found Messrs BGJC & Associates LLP, to be best suited to handle the audit of financial statements of the Company.

The Board of Directors of the Company, based on the fees proposal received and on the recommendation of the Audit Committee, has proposed Audit Fees of Rupees Eighteen Lakhs plus reimbursement of applicable Goods and Services Tax and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively to Messrs BGJC & Associates LLP, Chartered Accountants, (Firm Registration No.003304N) for the Financial Year 2020-21. The Board may revise the Audit Fees payable to the Statutory Auditors, as per the recommendation of the Audit Committee, as may be mutually agreed with the Statutory Auditors of the Company.

The Company had paid Audit Fees of Rupees Eighteen Lakhs to the outgoing Statutory Auditors i.e. Messrs V. Sankar Aiyer & Co., Chartered Accountants, (Firm Registration No. 109208W) for the financial year 2019-20 besides reimbursement of applicable Goods and Services Tax and actual out of pocket expenses, etc. In the opinion of the Audit Committee and the Board of Directors of the Company, the Audit Fees payable to Messrs BGJC & Associates LLP, Chartered Accountants, is based on the proposal received at the time of selection of the Statutory Auditors by the Audit Committee. The other terms and conditions of appointment of the Statutory Auditors shall, inter-alia, include the conditions as mentioned in 6(A) and 6(B) of SEBI Circular No.CIR/CFD/CMD1/114/2019 dated 18th October, 2019 with respect to – "Resignation of Statutory Auditors from listed entities and their material subsidiaries" and fixation of remuneration for the periods subsequent to financial year 2020-21 during the remainder term of Statutory Auditors by the Board of Directors based on the recommendation of the Audit Committee.

Messrs BGJC & Associates LLP, Chartered Accountants, have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No.4 of this Notice.

The Board of Directors recommends the resolution at Item No.4 of this Notice for your approval.

Item No.5

Pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of the members by an ordinary resolution in case certain related party transactions exceed such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions entered into by the Company in its ordinary course of business and on an arm's length basis. However, pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of the shareholders through an ordinary resolution is required for all 'material' related party transactions, even if they are entered into in the ordinary course of business and on an arm's length basis. For this purpose, a related party Transaction shall be considered 'material' if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company.

Universal Cables Ltd., engaged primarily in the business of manufacturing and sale of Electrical Cables, Capacitors, Wires and Conductors, etc. is a related party of the Company within the meaning of Section 2 (76) of the Act and also under regulation 2(1)(zb) of the Listing Regulations.

The Company and in particular its EPC business segment, a leading end-to-end solution provider, interalia, in power distribution, sub-transmission and allied project, in its ordinary course of business sale, purchase, supply outsource goods including raw materials, stores and consumables, semi-finished goods, finished goods, etc., carry out/avail job work, avail/render marketing/business transfer and other services (including services under a turnkey contract by way of co-bidding/consortium bidding), leasing of factory / office premises / godowns / facilities, reimbursement/ recovery of cost or other obligations or other business transactions as mutually agreed between the Company and Universal Cables Ltd. from time to time. These transactions are necessary, normal and incidental to business and also play a significant role in Company's business operations and are entered into generally in the ordinary course of business and on arm's length basis.

The members of the Company accorded their approval by passing an Ordinary Resolution in the Annual General Meeting of the Company held on 24th July, 2017 for entering into material related party transactions with Universal Cables Limited for an amount not exceeding in aggregate Rs. 250.00 Crores per financial year from financial year 2017-18 to financial year 2019-20.

In terms of the Current business and market trend, the estimated material related party transactions, individually or taken together with previous transaction(s) are likely to exceed, during the financial year 2020-21 and thereafter in successive financial years upto 2022-23, ten (10) percent or more of the annual consolidated turnover as per the last audited financial statements of the Company being the materiality threshold as prescribed under Explanation to the Regulation 23(1) of the Listing Regulations. Accordingly, these transactions require the approval of the members by way of an Ordinary Resolution. All the agreements/contracts/ arrangements/ transactions entered into/to be entered into by the Company are in accordance with the Related Party Transaction Policy of the Company.

The other particulars pursuant to Rule 15 of the Companies (Meeting of the Board and its Powers) Rules, 2014 are summarized below:

Name of the related party	Name of the Director or Key Managerial Personnel who is related, if any*	Nature of Relationship	Nature, Material Terms, Monetary Value and Particulars of the contract or arrangement	Any other information relevant or important for the members to take a decision on the proposed resolution
Universal Cables Limited (UCL)	Shri Harsh V. Lodha, Chairman & Director	An Associate Company	As referred to above and as per commercial terms in line with business practices and comparable with unrelated parties.	The transactions are generally in the ordinary course of business and are at arm's length basis.
	Shri Y. S. Lodha, Managing Director & CEO			

*Shri Harsh V. Lodha, Chairman & Director of the Company is holding the position of Chairman & Director of UCL and also holds 18297 Equity shares in UCL. Shri Y. S. Lodha, Managing Director & CEO of the Company is holding the position of the Managing Director & CEO of UCL and also holds 100 Equity shares in UCL.

The disclosure of shareholding of the Promoters of the Company in UCL (to the extent of such shareholding is not less than two percent of paid-up share capital of UCL) is given below:

Sl.No.	Name of Company/Body Corporate	Category (in relation to UCL)	Shareholding in UCL Percentage (%)
(1)	The Punjab Produce & Trading Co. Pvt. Ltd. (PPTCPL)	Promoter	14.77%
(2)	Gwalior Webbing Co. Pvt. Ltd. (GWCPL)	Promoter	8.32%
(3)	Birla Cable Ltd. (formerly Birla Ericsson Optical Ltd.) (BCL)	Promoter	2.27%

Section 188 of the Act as amended by the Companies (Amendment) Act, 2015 and Listing Regulations require members' approval by an ordinary resolution, subject to all persons/entities falling under the definition of related parties as per regulation 2(1) (zb) of the Listing Regulations shall not vote to approve such Resolution irrespective of whether the person/entity is a party to the particular transaction or not.

The Board is of the opinion that the aforesaid Resolution set out at Item No.5 of the accompanying Notice is in the best interest of the Company and its shareholders and hence, commends the Resolution set out under Item No.5 for approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or 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, except to the extent of his/her respective shareholding, if any, in the Company.

Item No.6

The Members of the Company, in the Thirty Second Annual General Meeting of the Company held on 23rd July, 2015, had appointed Shri Y. S. Lodha as Managing Director & Chief Executive Officer of the Company for a period of 5 (Five) consecutive years with effect from 4th November, 2015. The current term of office of Shri Y. S. Lodha as the Managing Director & Chief Executive Officer of

the Company is due to expire on 3rd November, 2020. Having regard to the professional and academic qualifications, background, experience and very long association of Shri Y. S. Lodha with the Company and considering the overall performance of the Company and its growth during his tenure, the Board of Directors based on recommendation of the Nomination and Remuneration Committee, at its meeting held on 1st June, 2020 has re-appointed Shri Y. S. Lodha as the Managing Director & Chief Executive Officer of the Company, not liable to retire by rotation, for another term of five 5 (Five) consecutive years effective from 4th November, 2020 through 3rd November, 2025, subject to approval of the members of the Company by way of a special resolution. The Board has also approved the remuneration, perquisites and other benefits, etc. payable to Shri Y. S. Lodha as the Managing Director & Chief Executive Officer, based on the approval accorded by a resolution passed by the Nomination and Remuneration Committee, subject to approval of the members of the Company. The broad particulars of remuneration, perquisites and other benefits, etc. payable to and other main terms and conditions relating to his re-appointment as contained in the draft Agreement to be entered into between the Company and Shri Y. S. Lodha, are as under:

I. Tenure of Re-appointment: 5 (Five) consecutive years with effect from 4th November, 2020 to 3rd November, 2025.

II. Remuneration:

- (1) Basic Salary:** Rs.8,10,000/- (Rupees Eight Lakhs Ten Thousand) only per month with such annual increments which will be effective from 1st July each financial year (commencing from 1st July, 2021), as may be approved by the Board of Directors of the Company based on the recommendation/approval of the Nomination and Remuneration Committee.
- (2) Performance Linked Incentive/Special Allowance:** Such amount as may be considered appropriate from time to time and approved by the Board of Directors based on the recommendation/approval of the Nomination and Remuneration Committee, for each financial year. The payment may be made on a prorata basis monthly/quarterly/half years or on an annual basis at the discretion of the Board.
- (3) Other Allowances, Benefits and Perquisites:** In addition to the Basic Salary, Performance Linked Incentive/Special Allowance as outlined above, the Managing Director & Chief Executive Officer shall be entitled to other allowances, benefits and perquisites as under:
 - (i) House Rent Allowance (HRA):** HRA at the rate of 40% of the Basic Salary. In addition, the expenditure incurred on furnishings, repairs/upkeep and maintenance, society charges and utilities (e.g. gas, fuel, electricity, water charges, etc.) of residential accommodation shall be reimbursed on actual basis.
 - (ii) Medical Benefits:** Healthcare/medical allowance and reimbursement of/payment towards mediclaim/medical insurance premium and Personal Accident Insurance Premium in accordance with Rules of the Company.
 - (iii) Leave Travel Allowance/Concession:** For self and family, once in a year, in accordance with Rules of the Company.
 - (iv) Club Fees:** Payment/reimbursement of club fees for not more than two clubs in India, excluding admission and life membership fees.
 - (v) Contribution to Provident Fund, Pension, Superannuation Fund and National Pension Scheme:** As per Rules framed under the Company's relevant schemes/policies while ensuring compliances with the applicable statutory provisions, if any, from time to time.
 - (vi) Gratuity:** As per Rules of the Company and applicable statutory provisions from time to time.
 - (vii) Leave Encashment:** Leave with full pay and allowances with all benefits and amenities as per Rules of the Company. Accumulation/encashment of unavailed earned privilege leave will be permissible in accordance with Rules of the Company.
 - (viii) Other Perquisites, benefits & Allowance(s):** As per Rules of the Company which are applicable to other senior employees of the Company unless specifically provided herein and/or as may be decided by the Board of Directors based on approval, if any, accorded by the Nomination and Remuneration Committee.
 - (ix) Car/Communication Facilities:** The following shall not be included in the computation of perquisites –
 - (a) Provision of Company's Car with driver for official use.
 - (b) Provision of or reimbursement towards telecommunication facilities including internet/broadband connectivity, etc. at office and residence.

Explanation(s):

- (a) The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 and rules framed thereunder or any statutory modification(s) or re-enactment(s) thereof. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. Income Tax alongwith surcharge and/or cess thereon in respect of above remuneration shall be deducted at source as per the governing provisions of the Income Tax Act, 1961 and rules made thereunder.
- (b) The Company's contribution to provident fund, pension, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure, as per the relevant rules of the

Company, shall not be included in the computation of the ceiling on remuneration as prescribed under Schedule V of the Companies Act, 2013, as amended from time to time.

- (c) For the purpose of payment of gratuity, Company's contribution to superannuation fund and leave encashment benefits, the services of Shri Y.S. Lodha will be considered continuous service with the Company from the date he joined the services of associate/sister concern(s)/group company or this Company in any capacity from time to time and termination of the Agreement followed by immediate renewal(s) thereof or execution of a fresh Agreement, will not be considered as any break in service.
- (d) The Managing Director & Chief Executive Officer shall be entitled to be paid/reimbursed by the Company all travelling, boarding and lodging during business trips, business promotion and other out-of-pocket expenses, costs, charges and expenses as may be incurred by him for the purpose of Company's work or on behalf of the Company or as may be approved by the Nomination and Remuneration Committee and/or the Board. Expenses including travelling, and lodging relating to spouse accompanying on any official domestic and overseas trip or other facilities, if any, shall be dealt with in accordance with the practices and rules of the Company as applicable from time to time. The Managing Director & Chief Executive Officer would also be entitled to any other benefits or privileges as per Personnel Policies of the Company including but not limited to Social/House loan(s) as per related Rules of the Company as applicable from time to time.

Overall Remuneration: The Board of Directors based on the recommendation/ approval of the Nomination and Remuneration Committee and/or any other Committee constituted by the Board for the purpose is entitled to revise the remuneration payable to the Managing Director & Chief Executive Officer from time to time, as it may in its discretion deem fit, subject to limits, if any, specified in Section 197, Schedule V or elsewhere under the Companies Act, 2013 read with rules framed thereunder and/ or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, in such manner as may be agreed to between the Board and the Managing Director & Chief Executive Officer, subject to such approvals, if so required.

Remuneration to be paid in the event of loss or inadequacy of profits: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of the Managing Director & Chief Executive Officer, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of Basic Salary, Allowances, Benefits, Perquisites and Incentives as specified above, subject to requisite approvals being obtained in that behalf, if and to the extent necessary or in the alternative payment of remuneration to the Managing Director & Chief Executive Officer as specified above shall be governed by the provisions as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as may be in force at the relevant time.

III. Other Conditions:

- (a) As long as Shri Y. S. Lodha functions as the Managing Director & Chief Executive Officer of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committees thereof.
- (b) Shri Y. S. Lodha, in the capacity of Managing Director & Chief Executive Officer, shall be considered as a Key Managerial Personnel pursuant to the provisions of Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- (c) In addition to his present appointment as Managing Director & Chief Executive Officer of the Company, Shri Y. S. Lodha had also been appointed as "Managing Director & Chief Executive Officer" of a promoter Company viz. Universal Cables Limited. He would receive remuneration from the said promoter Company as well on holding the managerial position of "Managing Director & Chief Executive Officer", provided that subject to the provisions of Sections I to IV of Part II of Schedule V to the Companies Act, 2013, the total remuneration drawn by him from both the companies shall not generally exceed the higher of maximum limit admissible from any one of the companies of which he is a managerial person as prescribed under Section V of Part II of Schedule V to the Companies Act, 2013 subject to the overall ceiling as stipulated in Section 197 of the Companies Act, 2013 and related rules. Provided further that the remuneration/minimum remuneration in excess of above limit may be paid once the approval is accorded by the members of the Company by way of Special Resolution for payment of remuneration, perquisites, benefits, etc. to Shri Y. S. Lodha in the capacity of Managing Director & Chief Executive Officer of the Company and compliance with other relevant terms and conditions as contained in Section I to V of Part II of Schedule V to the Companies Act, 2013 to the extent applicable in such case.
- (d) Shri Y. S. Lodha as Managing Director & Chief Executive Officer shall, devote his such time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to superintendence, control and direction of the Board in connection with and in the best business interests of the Company and the business of any one or more of its Subsidiaries and Associates. However, he may hold Directorships in other companies and provide services to other group companies, bodies or institutions or any other executive body or any committee of such companies/bodies or institutions, if permissible under applicable laws.
- (e) The terms and conditions of the Agreement for appointment of Shri Y. S. Lodha as Managing Director & Chief Executive Officer of the Company may be altered, varied, modified or amended and/or remuneration payable to him (including salary, Performance Linked Incentive and/or Special Allowance, if any, allowances, perquisites and benefits) as set out herein may be increased/ enhanced from time to time by the Board of Directors of the Company and/or the Nomination and

Remuneration Committee as it may, at its discretion deem fit, irrespective of the limits stipulated under Schedule V of the Companies Act, 2013 or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Managing Director & Chief Executive Officer, subject to such further approvals, if so required.

- (f) The Company shall indemnify Shri Y. S. Lodha and keep him indemnified against all costs, expenses, losses, damages, penalties that he may incur or suffer in the course of attending or performing the Company's work including legal costs and expenses incurred by him in defending any dispute or proceedings in any Court of Law, Arbitration, etc.
- (g) The Agreement may be terminated by either Party (the Company or the Managing Director & Chief Executive Officer) by giving to other Party six calendar month's prior notice in writing of such termination or the Company paying six month's remuneration (including allowances and perquisites/ benefits and pro-rated performance linked incentive) in lieu of such notice to Shri Y. S. Lodha.
- (h) The said draft Agreement also contains further terms and conditions as to powers and authority of Shri Y. S. Lodha, non-participation in any selling agency of the Company, termination, mutual rights and obligations of the Company and Shri Y. S. Lodha, etc.

Copy of the resolution passed by the Board of Directors in its meeting held on 1st June 2020, the draft of the Agreement referred hereinabove and Articles of Association of the Company are available for inspection by any member of the Company at the Registered Office and Corporate Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days of the Company (excluding Saturday and Sunday) upto and including the date of this ensuing Annual General Meeting and will also be available for inspection at the venue of the said Meeting. The draft Agreement is also available on the Company's website www.vtlrewa.com.

Disclosures:

The details of remuneration of all the Directors/Key Managerial Personnel and other information/details, as applicable, shall be disclosed under the Report of Corporate Governance in the Annual Report.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out terms and conditions of re-appointment of Shri Y. S. Lodha as the Managing Director and Chief Executive Officer of the Company. The information/details of Shri Y. S. Lodha pursuant to Secretarial Standard on General Meetings (SS-2) are provided herein as also in the Annexure-'A' to the Notice.

Shri Y. S. Lodha has rich & varied experience in the industry and businesses and possesses expertise and knowledge in the field in which the Company operates. It would, therefore, be in the best interests of the business of the Company to re-appoint him as the Managing Director & Chief Executive Officer of the Company. Accordingly, in compliance with the provisions of Sections 196, 197, 203 and other applicable provisions read with Schedule V of the Companies Act, 2013 and based on the recommendation of the Board & Nomination and Remuneration Committee, approval of the members is sought for passing the Special Resolution for re-appointment and terms of remuneration of Shri Y.S. Lodha as the Managing Director & Chief Executive Officer as set out at Item No.6 of the accompanying Notice.

Save and except Shri Y. S. Lodha, none of the Directors/other Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the accompanying Notice. Shri Y. S. Lodha does not hold any equity share in the Company and is not related to any other Directors or Key Managerial Personnel of the Company.

The Board recommends the Resolutions set forth in Item No.6 of the accompanying Notice for approval of the Members of the Company.

Item No.7

The Company is required under Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 conducted by a Cost Accountant in practice. The Board of Directors of the Company in its Meeting held on 1st June, 2020, has on the recommendation of the Audit Committee approved the appointment of Messrs D.Sabyasachi & Co., Cost Accountants (Registration Number - 000369) as the Cost Auditors of the Company for the Financial Year 2020-21 at a remuneration of Rs.75,000/- (Rupees Seventy Five Thousand) only plus reimbursement of applicable Goods and Services Tax and actual out of pocket and travelling expenses incurred in connection with cost audit work.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought by way of an Ordinary Resolution as set out at Item No.7 of the Notice for ratification of the remuneration payable to the Cost Auditors of the Company for the Financial Year ending March 31, 2021.

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.7 of the accompanying Notice.

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

Item No.8

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 2020-21, 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 1st June, 2020, 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 2020-21 may exceed fifty percent of total annual remuneration 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 approved/ fixed by the members of the Company at the 36th Annual General Meeting of the Company held on 5th August, 2019.

Disclosures/additional information concerning Shri Harsh V. Lodha, as required under 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.8 of the Notice.

The Board recommends the Special Resolution as set out in Item No.8 of the accompanying Notice for approval of the Members of the Company.

Annexure A

Disclosures/additional information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015/ Secretarial Standard on General Meetings ('SS-2') pertaining to Directors/Managing Director recommended for re-appointment/ remuneration and concerning other matters as referred to in the accompanying Notice/Explanatory Statement.

	(1)	(2)	(3)
Name of Director	Shri Pracheta Majumdar	Shri Y.S. Lodha	Shri Harsh V.Lodha
DIN	00179118	00052861	00394094
Date of Birth & Age	15.08.1944 76 years	03.04.1964 56 years	13.02.1967 53 years
Nationality	Indian	Indian	Indian
Date of First Appointment on the Board of Directors of the Company	27.10.2004	27.10.2006 He worked in the capacity of Whole-time Director of the Company from 4th November, 2006 to 3rd November, 2009. Now, he has been working in the capacity of Managing Director of the Company since 4th November, 2009.	05.05.2004
Qualifications	B.E.(Mechanical)	B.Com, FCA, ACS	Chartered Accountant
Experience (including nature of expertise in specific functional areas)/ brief resume	Mechanical Engineer and Management Advisor by profession, he possesses more than 50 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 Wholetime Director and Chief Executive Officer in Birla Corporation Limited.	Fellow member of the Institute of Chartered Accountants of India and also an Associate member of the Institute of Company Secretaries of India having vast knowledge and rich & varied corporate experience of more than 33 years in the various cable companies all belonging to M.P. Birla Group. He is a seasoned executive in Cable Industry. His strength lies in his ability to generate and communicate a vision and understand technology trends, take advantage of market timings to drive innovation and deliver contemporary solution to Company's domestic and global customers base. He has a proven track record built over a period of more than 3 decades of delivering and exceeding objectives by building strong organisations and developing and executing effective go market strategies besides experience in starting and bringing to fruition start up companies and diversifying into emerging businesses. His strength also includes strong relationship management, international alliances /tie-ups and business development.	He holds a Bachelor's Degree in Commerce from Calcutta University and is a qualified Chartered Accountant. He possesses vast and varied experience of about 34 years in profession and industry. He served as a Partner of Lodha & Co., Chartered Accountants for two decades where he was involved in and handled several advisory assignments in the fields of Audit, International Takeovers and Financing. He has served on various key positions of Committees constituted by FICCI, ICAI, Indian Chamber of Commerce, ASSOCHAM, Ministry of Corporate Affairs and Reserve Bank of India. He has served as Honorary Consul of the Government of Romania for West Bengal, Orissa and Bihar and as Vice Consul of the Republic of Philippines for Eastern India. In addition to the above, he also adds wings to his credentials by rendering services as Trustee and/or Managing Committee Member of several Philanthropic Institutions including Bombay Hospital and Medical Research Centre, Belle Vue Clinic, South Point Education Society, Priyamvada Birla Aravind Eye Hospital, M.P. Birla Institute of Fundamental Research, etc.

Number of Shares held in the Company	<p style="text-align: center;">Nil</p>	<p style="text-align: center;">Nil</p>	<p style="text-align: center;">Nil</p>
List of Directorships held in other companies	<p>Listed Companies</p> <ol style="list-style-type: none"> Birla Corporation Ltd. <p>Unlisted Companies</p> <ol style="list-style-type: none"> East India Investment Co. Pvt. Ltd. RCCPL Pvt. Ltd. 	<p>Listed Companies</p> <ol style="list-style-type: none"> Universal Cables Ltd. <p>Unlisted Companies</p> <ol style="list-style-type: none"> Birla Furukawa Fibre Optics Pvt. Ltd. Birla Visabeira Pvt. Ltd. 	<p>Listed Companies</p> <ol style="list-style-type: none"> Alfred Herbert (India) Ltd. Birla Corporation Ltd. Birla Cable Ltd. Universal Cables Ltd. <p>Unlisted Companies</p> <ol style="list-style-type: none"> Baroda Agents & Trading Co. Pvt. Ltd. Birla Furukawa Fibre Optics Pvt. Ltd. East India Investment Co. Pvt. Ltd. Gwalior Webbing Co. Pvt. Ltd. Hindustan Gum & Chemicals Ltd. J.K. Fenner (India) Ltd. Oneworld Resources Pvt. Ltd. Punjab Produce Holdings Ltd. RCCPL Pvt. Ltd. Swiss India Financial Services Co. Pvt. Ltd. The Punjab Produce & Trading Co. Pvt. Ltd.
Chairman/Member of the Committees of the Boards of the Companies in which he is Director	<p>A. Member:</p> <p style="text-align: center;"><u>Stakeholders Relationship Committee</u></p> <p>Listed Company</p> <ol style="list-style-type: none"> Birla Corporation Ltd. <p>Unlisted Company</p> <ol style="list-style-type: none"> RCCPL Pvt. Ltd. <p>B. Committee of Directorship</p> <p style="text-align: center;"><u>Listed Company</u></p> <ol style="list-style-type: none"> Birla Corporation Ltd. <p style="text-align: center;"><u>Unlisted Company</u></p> <ol style="list-style-type: none"> RCCPL Pvt.Ltd. 	<p>Member:</p> <p style="text-align: center;"><u>Corporate Social Responsibility Committee</u></p> <p>Unlisted Company</p> <ol style="list-style-type: none"> Birla Furukawa Fibre Optics Pvt. Ltd. 	<p>A. Chairman:</p> <p style="text-align: center;"><u>A.1 Corporate Social Responsibility Committee</u></p> <p>Listed Companies</p> <ol style="list-style-type: none"> Birla Corporation Ltd. Universal Cables Ltd. <p>Unlisted Companies</p> <ol style="list-style-type: none"> Hindustan Gum & Chemicals Ltd. RCCPL Pvt. Ltd. The Punjab Produce & Trading Co. Pvt. Ltd. <p style="text-align: center;"><u>A.2 Stakeholders Relationship Committee</u></p> <p>Listed Company</p> <ol style="list-style-type: none"> Birla Corporation Ltd. <p>B. Member:</p> <p style="text-align: center;"><u>B.1 Nomination and Remuneration Committee</u></p> <p>Listed Company</p> <ol style="list-style-type: none"> Birla Corporation Ltd <p>Unlisted Company</p> <ol style="list-style-type: none"> RCCPL Pvt. Ltd. <p style="text-align: center;"><u>B.2 Corporate Social Responsibility Committee</u></p> <p>Unlisted Company</p> <ol style="list-style-type: none"> Gwalior Webbing Co. Pvt. Ltd. <p>C. Committee of Directorship</p> <p style="text-align: center;"><u>Listed Company</u></p> <ol style="list-style-type: none"> Birla Corporation Ltd. <p style="text-align: center;"><u>Unlisted Company</u></p> <ol style="list-style-type: none"> RCCPL Pvt.Ltd.

Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None	None
Number of Meetings of the Board attended during the financial year 2019-20	3 out of 4	3 out of 4	4 out of 4
Terms and conditions of appointment/Re-appointment	Liable to retire by rotation.	Re-appointment as Managing Director & Chief Executive Officer, not liable to retire by rotation, for a period of 5(five) years with effect from 4th November, 2020 to 3rd November, 2025.	Liable to retire by rotation.
Remuneration last drawn by such person, if applicable and Remuneration sought to be paid	The remuneration paid by way of Sitting Fees for attending the meeting of Board of Directors and/or any Committee thereof was disclosed in the Report of Corporate Governance in all the previous Annual Reports. In addition to payment of Sitting Fees for attending the meetings of Board of Directors and/or any Committee thereof, the Board of Directors based on recommendation of Nomination and Remuneration Committee has approved a token amount of One (1) Rupee towards remuneration/compensation by way of profit related commission for the financial year 2019-20 due to prevailing adverse and challenging market conditions as a fall out of COVID-19 pandemic.	Kindly refer Explanatory Statement to the Notice.	The remuneration paid by way of Sitting Fees for attending the meeting of Board of Directors and/or any Committee thereof was disclosed in the Report of Corporate Governance in all the previous Annual Reports. In addition to payment of Sitting Fees for attending the meetings of Board of Directors and/or any Committee thereof, the Board of Directors based on recommendation of Nomination and Remuneration Committee has approved a token amount of One (1) Rupee towards remuneration/compensation by way of profit related commission for the financial year 2019-20 due to prevailing adverse and challenging market conditions as a fall out of COVID-19 pandemic. He continues to be eligible for annual remuneration/compensation by way of profit related commission or otherwise payable to all Non-Executive Directors of the Company and it is proposed to pass an enabling resolution for payment of remuneration/compensation to him by way of profit related commission or otherwise of an amount not exceeding 0.75% (seventy five basis points) of Net Profits of the Company for the financial year 2020-21 within the overall maximum limit of 1% (one percent) per annum of the Net Profits of the Company to all Non-Executive Directors, subject to approval of members of the Company by way of Special Resolution.

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

June 1, 2020

By Order of the Board of Directors
For Vindhya Telelinks Limited

Satyendu Pattnaik
Company Secretary

ROUTE MAP FOR VENUE OF 37th AGM

