

**VINDHYA TELELINKS LIMITED**

**DRAFT LETTER OF RE-APPOINTMENT FOR INDEPENDENT DIRECTOR**

Shri / Smt.

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Dear Sir,

**Sub: Letter of Re-appointment**

Our Company is grateful to you for giving your kind consent for re-appointment as an Independent Director of our Company. We are sure that the Company would be enriched with your valuable guidance and suggestions in the course of your continued association with us as an Independent Director. We look forward to your participation in the affairs of the Company and advice for the growth and development of the Company and all its stakeholders. As required under the Companies Act, 2013, we are issuing Letter of Re-appointment to you covering the terms of your re-appointment. Kindly confirm your agreement to the above by signing and returning the enclosed duplicate of this letter.

1. Your re-appointment as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years, i.e. with effect from 10<sup>th</sup> November, 2019 to 9<sup>th</sup> November, 2024, have been approved by the members of the Company by way of Special Resolution passed at 36<sup>th</sup> Annual General Meeting of the Company held on 5<sup>th</sup> August, 2019. Your re-appointment and tenure as Independent Director shall be consistent with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"). As per the declaration(s) dated \_\_\_\_\_ provided by you, it is noted that you meet the criteria of being appointed as an Independent Director of the Company in terms of the provisions of Section 149 of the Companies Act, 2013 and Rules notified thereunder from time to time and Regulation 25(8) read with Regulation 16(1)(b) of Listing Regulations. You shall on a yearly basis declare to the Company that you continue to meet these eligibility criteria. In case of happening of any event, if you cease to meet the eligibility criteria for Independent Director, you shall promptly inform the Company of the same and shall cease to become an Independent Director of the Company. Continuation of your appointment is also contingent on satisfactory performance and any relevant statutory provisions relating to the removal of a Director/ vacation of office/ disqualification of director.
2. You will devote sufficient time to the affairs of the Company while functioning as Independent Director as would be required to help the Company to achieve its objectives.
3. As per the legal provisions, you will discharge your duties as per the provisions of Companies Act, 2013, read with Rules made thereunder, Code of Conduct of Independent Directors as per Schedule IV of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company and other Statutes as may be applicable from time to time.
4. The Company will maintain a Directors and Officers (D and O) Liability Insurance Policy to pay for the personal liability of the Directors for claims made against them while serving on the Board of the Company.
5. The Company has adopted Code of Conduct of the Company for its Directors and Senior Management Personnel which is applicable to Independent Directors also, a copy of which is enclosed. The Code for Independent Directors as per Schedule IV of the Companies Act, 2013 is also enclosed and Independent Directors are expected to abide by the same.

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6. As an Independent Director, you will be expected not to:
  - (a) involve in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company;
  - (b) achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners, or associates and if you are found guilty of making any undue gain, you will be liable to pay an amount equal to that gain to the Company; and
  - (c) assign your office and any assignment so made shall be void.
7. Remuneration will be paid by way of fee and reimbursement of expenses for participation in the Board and other meetings and commission and/or such other payments as may be decided by the Board from time to time. Such payments shall be subject to the provisions of Companies Act, 2013 and any amendments /subsequent legislation applicable to such appointments / re-appointment / extension of term of appointment.
8. As per the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your performance as an Independent Director will be evaluated/ reviewed by the Board on an annual basis.
9. Your attention is drawn to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015 in respect of disclosure of price-sensitive information. Consequently, you are hereby informed not make any statements and/or enter into transactions that might risk a breach of these Regulations in any manner, whatsoever.

Thanking you,

Yours sincerely,  
**For Vindhya Telelinks Limited**

**(Harsh V. Lodha)**  
**Chairman**  
**DIN:00394094**

Encl: as above