

VTL/CS/21-22/

24 SEP 2021

BSE Limited  
Corporate Relationship Department,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
P.J.Towers, Dalal Street, Fort,  
**MUMBAI-400 001**

The Manager,  
Listing Department,  
The National Stock Exchange of India Ltd,  
Exchange Plaza, C-1, Block G,  
BandraKurla Complex, Bandra (E),  
**MUMBAI-400 051**

**Company's Scrip Code: 517015**

**Company's Scrip Code: VINDHYATEL**

Dear Sir,

**Sub: Proceedings of 38<sup>th</sup> Annual General Meeting**

We would like to inform you that the 38<sup>th</sup> Annual General Meeting (AGM) of Members of Vindhya Telelinks Limited was held on 23<sup>rd</sup> September, 2021 at 11.30 A.M. at the registered office of the Company at Udyog Vihar, P.O. Chorhata, Rewa-486006 (M.P.)

In accordance with the Regulation 30 (6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 38<sup>th</sup> Annual General Meeting of the Company is enclosed herewith for your kind information.

Please find the same in order and acknowledge the receipt.

Thanking you,

Yours faithfully,  
**For Vindhya Telelinks Limited**



**(Dinesh Kapoor)**  
**Company Secretary**

Encl: As above

**BRIEF PROCEEDINGS OF THE 38<sup>TH</sup> ANNUAL GENERAL MEETING  
OF VINDHYA TELELINKS LIMITED HELD ON 23<sup>RD</sup> SEPTEMBER, 2021**

The 38<sup>th</sup> Annual General Meeting of the members of the Company was held on 23<sup>rd</sup> September, 2021 at 11.30 A.M. at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa - 486006 (M.P.).

Shri Harsh V. Lodha, Chairman of the Board of Directors took the Chair and presided over the Meeting in accordance with the Article 72 of the Articles of Association of the Company.

Shri R.C. Tapuriah, Chairman of the Audit Committee, Nomination and Remuneration Committee & Stakeholders' Relationship Committee expressed his inability to attend the meeting due to certain unavoidable circumstance including health advisory by his doctors not to undertake travel for the time being. Therefore, he authorized Shri Shiv Dayal Kapoor, Independent Director and a Member of the Audit Committee, Nomination & Remuneration Committee and the Stakeholders' Relationship Committee of the Company to attend this Annual General Meeting on his behalf and answer shareholders' queries, if any. Shri Y.S.Lodha, Managing Director & CEO, Shri Saurabh Chhajer, Chief Financial Officer and Shri Dinesh Kapoor, Company Secretary of the Company and Shri Kishor Kumar Gupta, representative of Messrs R.K. Mishra & Associates, Secretarial Auditor of the Company were also present at the Meeting. Other Directors namely Shri S.K. Misra, Shri D.R. Bansal, Shri Pracheta Majumdar, Smt. Kiran Aggarwal and Shri Dilip Ganesh Karnik and Messrs BGJC & Associates LLP, Statutory Auditors of the Company expressed their inability to attend this Meeting due to other prior commitments.

Total Fifty Eight (58) members were present in the Meeting in person/through proxy. Since the Quorum was present, the Chairman called the Meeting to order.

The quorum was present at the commencement of the Meeting as well as at the time of consideration of each item of business. The Chairman confirmed the compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder, Secretarial Standard on General Meetings (SS-2) issued under Section 118(10) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, with respect to calling, convening and conducting the Annual General Meeting.

Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 read with Rule 17 of the Companies (Appointment and Qualification of Directors) Rules, 2014; Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013; Register of Proxies; Audited Standalone Financial Statements for the financial year ended 31<sup>st</sup> March, 2021; Audited Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2021; Independent Auditors' Report on the Audited Standalone and Consolidated Financial Statements of the Company; Secretarial Audit Report; Memorandum and Articles of Association of the Company; Notice(s) alongwith enclosures as received under Section 160 of the Companies Act, 2013 from a member signifying candidature of certain persons for the office of Director(s) of the Company; and Register of Members of the Company (in electronic



mode) were open for inspection and accessible by the members having a right to attend the Meeting during the continuance of the Meeting.

The Chairman informed the members that pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided to its members the facility of Remote e-Voting to exercise their right to vote by electronic means in respect of the business to be transacted at the 38<sup>th</sup> Annual General Meeting. The Remote e-Voting commenced on 19<sup>th</sup> September, 2021 at 9:00 A.M. and ended on 22<sup>nd</sup> September, 2021 at 5:00 P.M. Shri Rajesh Kumar Mishra, Practicing Company Secretary or failing him Shri Hemant Singh, Practicing Chartered Accountant were appointed as the Scrutiniser(s) to scrutinise the Remote e-Voting process in a fair and transparent manner.

The facility for voting through Ballot process by distributing Ballot/Poll paper was also provided to put every Resolution to vote through a Ballot process in respect of all items of the business transacted at the 38<sup>th</sup> Annual General Meeting (AGM) of the Company as contained in Notice dated 29<sup>th</sup> June, 2021 and Addendum to Notice of the AGM dated 9<sup>th</sup> September, 2021 read with Explanatory Statement annexed thereto and forming a part of said Notice for all those members/designated proxies who were present at the AGM but did not cast their votes by availing the Remote e-Voting facility. Shri Rajesh Kumar Mishra, Practicing Company Secretary and Shri Hemant Singh, Practicing Chartered Accountant, were appointed and acted as Scrutiniser(s) to scrutinise the voting through Ballot/Poll process at the Meeting in fair and transparent manner.

The Chairman apprised the members about the financial performance of the Company during the financial year 2020-21 and the prevailing business condition of optical fibre cable industry and business affairs of the Company.

The Chairman then invited the Members to ask questions, if any, and/or otherwise offer their views/comments. No queries and / or comments were made by any Member present at the Meeting.

The Chairman then proceeded with the business of the Meeting for four (4) business items covered under Notice of the AGM dated 29<sup>th</sup> June, 2021 and subsequently two additional items of special business proposed by way of Addendum to the Notice of the AGM dated 9<sup>th</sup> September, 2021, in the backdrop of two Notice(s) received by the Company under Section 160 of the Companies Act, 2013. Briefly stated, the items dealing with the consideration and adoption of Audited Standalone Financial Statements; Reports of the Board of Directors and Auditors thereon for the financial year ended 31<sup>st</sup> March, 2021; consideration and adoption of Audited Consolidated Financial Statements and the Report of Auditors thereon; Declaration of Dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2021; Re-appointment of Shri Dilip Ganesh Karnik as Director, who retires by rotation at this Meeting and being eligible has offered himself for re-appointment as a director of the Company; Ratification of remuneration to be paid to the Cost Auditors for the year ending 31<sup>st</sup>



March, 2022 and two (2) additional special business items as per Addendum to the Notice of 38<sup>th</sup> AGM dated 9<sup>th</sup> September, 2021 circulated to the members pursuant to the Notices received under Section 160 of the Companies Act, 2013 which pertains to the intention of a member to propose the appointment of Dr. Dhanpat Ram Agarwal as a Director of the Company, liable to retire by rotation; and Appointment of Retired Justice Shyamal Kanti Chakrabarti (Retired) in place of Justice Dilip Ganesh Karnik (Retired) who retires by rotation in this AGM and being eligible, has offered himself for re-appointment.

Attention of the shareholders was specifically drawn to the explanatory statement to Item Nos. 5 and 6, which explain the background of these proposals and the stand of Nomination and Remuneration Committee as well as Board of Directors of the Company thereon. The Nomination and Remuneration Committee as well as the Board of Directors of the Company did not recommend the Ordinary Resolutions set out in Item Nos. 5 and 6 of the Addendum to the Notice of 38<sup>th</sup> AGM for approval of the Members keeping in view the best interest of the Company and its stakeholders. The resolutions as stated below at Item Nos. 1 to 4 were moved for consideration and approval of the Members. However, no member and / or representative of such member from whom the Company has received notices under Section 160 of the Companies Act, 2013 proposed / moved the resolutions stated at Item Nos. 5 and 6 for consideration and approval of the Members at the meeting.

#### **ORDINARY BUSINESS:**

##### **1. Resolution No.1: Ordinary Resolution**

- (a) "RESOLVED that the audited Financial Statements of the Company for the financial year ended March 31, 2021 and the Reports of the Board of Directors and Independent Auditors thereon laid before this Meeting, be and are hereby considered, approved and adopted."
- (b) "RESOLVED that the audited consolidated Financial Statements of the Company for the financial year ended March 31, 2021 and the Report of Independent Auditors thereon laid before this Meeting, be and are hereby considered, approved and adopted."

##### **2. Resolution No.2: Ordinary Resolution**

"RESOLVED that a dividend at the rate of Rs.10/- (Rupees Ten) only per equity share of face value of Rs.10/- (Rupees Ten) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2021 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2021 to those shareholders who are entitled to receive payment of declared dividend and whose names appear on the Company's Register of Beneficial Owners (as per details furnished by the Depositories in respect of equity shares held in electronic form) and Register of Members as of the close of business hours on 16th September, 2021 or to their Orders or to their Bankers. "



3. **Resolution No.3: Ordinary Resolution**

“RESOLVED that Shri Dilip Ganesh Karnik (DIN: 06419513) Director of the Company, who retires by rotation at this Annual General Meeting and he being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.”

**SPECIAL BUSINESS:**

4. **Resolution No.4 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), the remuneration payable to Messrs D. Sabyasachi & Co., Cost Accountants (Registration No. 000369), appointed as the Cost Auditors by the Board of Directors, on the recommendation of the Audit Committee, for conducting the audit of the cost accounting records of the Company for the financial year ending on March 31, 2022, amounting to Rs. 75,000/- (Rupees Seventy Five Thousand) only plus reimbursement of applicable Goods and Service Tax and actual out of pocket and travelling expenses incurred that may be incurred in connection with audit of cost accounting records of the Company, be and is hereby ratified and confirmed.

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.”

5. **Resolution No.5 as an Ordinary Resolution.**

“RESOLVED that pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with the governing provisions of the Articles of Association of the Company, Dr. Dhanpat Ram Agarwal (DIN: 00322861), in respect of whom the Company has received a notice dated 13th August, 2021 in writing from a member viz. The Punjab Produce & Trading Co. Pvt. Ltd. under Section 160 of the Act along with requisite deposit of Rs. 1,00,000/- (Rupees One Lakh only), proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

FURTHER RESOLVED that the Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as considered necessary, proper, expedient or desirable in this regard or matters incidental or connected thereto.”



A handwritten signature in blue ink, appearing to be "Dilip", written over the stamp.

6. **Resolution No.6 as an Ordinary Resolution.**

“RESOLVED that pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with the governing provisions of the Articles of Association of the Company, Justice Shyamal Kanti Chakrabarti (Retired) (DIN: 08953661), in respect of whom the Company has received a notice dated 6th September, 2021 in writing from a member viz. The Punjab Produce & Trading Co. Pvt. Ltd. under Section 160 of the Act along with requisite deposit of Rs. 1,00,000/- (Rupees One Lakh only), proposing his candidature for the office of a Director in place of Justice Dilip Ganesh Karnik (Retired) (DIN: 06419513), Director retiring by rotation at this Annual General Meeting, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

FURTHER RESOLVED that the Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as considered necessary, proper, expedient or desirable in this regard or matters incidental or connected thereto.”

Thereafter, the Chairman ordered for a poll to be taken at the Meeting on all the above Resolutions for Ordinary and Special business as set out in Item Nos. 1 to 6 of the Notice including Addendum to Notice of the 38<sup>th</sup> Annual General Meeting as aforesaid for all those members/designated proxies who were present at the AGM but did not cast their votes by availing the Remote e-Voting facility. Before commencement of polling, the Chairman requested the Scrutinisers to show the empty Ballot Box to the Members and then lock the Ballot box appropriately. The Chairman then requested the Members and Proxies present in the Meeting to cast their vote(s) and put the ballot papers in the Ballot Box, if they have not voted through Remote e-Voting facility made available by the Company.

After completion of poll process, the Chairman informed the members that based on consolidated Scrutiniser’s Report, Shri Y.S. Lodha, Managing Director & CEO, failing him Shri Dinesh Kapoor, Company Secretary be and are hereby authorised to declare the combined results of Remote e-Voting and voting through a ballot process (poll) conducted at the Meeting within 48 hours of the conclusion of the meeting at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa - 486006 (M.P.).

For **Vindhya Telelinks Limited**



  
(Dinesh Kapoor)  
Company Secretary