



## Vindhya Telelinks Limited

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

Tel.: (07662) 400400; Fax No: (07662) 400591

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PAN NO. AAACV7757J; CIN: L31300MP1983PLC002134

GSTIN: 23AAACV7757J1Z0

VTL/CS/22-23/Reg-30(6)

24 SEP 2022

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 39<sup>th</sup> Annual General Meeting held on 23<sup>rd</sup> September, 2022**

We would like to inform you that the 39<sup>th</sup> Annual General Meeting (AGM) of the Members of Vindhya Telelinks Limited was held on 23<sup>rd</sup> September, 2022 at 3.00 P.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 39<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

**Works:** i) Plot No. 1, Udyog Vihar, P.O. Chorhata, Rewa-486006 (M.P.)

ii) Plot No. 1-C & 1-D, Udyog Vihar, P.O. Chorhata, Rewa-486006 (M.P.)

**BRIEF PROCEEDINGS OF THE 39<sup>TH</sup> ANNUAL GENERAL MEETING  
OF VINDHYA TELELINKS LIMITED HELD ON 23<sup>RD</sup> SEPTEMBER, 2022**

The 39<sup>th</sup> Annual General Meeting of the members of the Company was held on 23<sup>rd</sup> September, 2022 at 3.00 P.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.

The Company Secretary informed the members with profound sorrow and immense grief about the sudden and sad demise of Shri R.C. Tapuriah, Independent Director who left for his heavenly abode on 14<sup>th</sup> September, 2022. He was also the Chairman of the Audit Committee, Nomination and Remuneration Committee & Stakeholders' Relationship Committee. The Directors and Members present at the meeting conveyed their deep condolences.

Shri Shiv Dayal Kapoor, Independent Director who is also a Member of the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and the Chairman of Risk Management Committee of the Company was present at the Meeting to answer relevant shareholders' queries, if any. Shri Y.S. Lodha, Managing Director & CEO, Shri Saurabh Chhajer, Chief Financial Officer, 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, Shri Dilip Ganesh Karnik, Shri P.S. Dasgupta expressed their inability to attend this Meeting due to other prior commitments. Messrs BGJC & Associates LLP, Statutory Auditors of the Company was granted exemption from attending this Meeting as per request to this effect made by them.

Total 62 (Sixty Two) 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 the 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.

The 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, 2022; Audited Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2022; 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; 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, and Regulation 44 of the 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 39<sup>th</sup> Annual General Meeting. The Remote e-Voting commenced on 19<sup>th</sup> September, 2022 at 9:00 A.M. and ended on 22<sup>nd</sup> September, 2022 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 39<sup>th</sup> Annual General Meeting (AGM) of the Company as contained in Notice dated 23<sup>rd</sup> May, 2022 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. 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 2021-22 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. The queries/comments made by Members in the Meeting were duly and satisfactorily replied/addressed by the Management.

The Chairman then proceeded with the business of the Meeting for five (5) business items covered under Notice of the AGM dated 23<sup>rd</sup> May, 2022. 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, 2022; 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, 2022; Re-appointment of Shri D.R. Bansal as Director, who retires by rotation at this Meeting and being eligible has offered himself for re-appointment as a director of the Company; Approval for entering into material related party agreement(s)/contract(s)/arrangement(s)/transaction(s) with Birla Cable Limited during the financial year 2022-23; and Ratification of remuneration to be paid to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2023.

The resolutions as stated below at Item Nos. 1 to 5 were moved for consideration and approval of the Members.

## **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, 2022 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, 2022 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, 2022 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, 2022 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 16<sup>th</sup> September, 2022 or to their Orders or to their Bankers. ”

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

“RESOLVED that Shri D.R. Bansal (DIN: 00050612) 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 Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including any clarifications/ modifications or amendments thereto, the applicable provisions of the Companies Act, 2013 read with related rules made thereunder, if any, each as amended from time to time and the Company’s Policy on Materiality of and Dealing with Related Party Transactions, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (which expression shall be deemed to include the Audit Committee or any other Committee constituted/empowered/to be constituted by the Board

of Directors from time to time to exercise its powers conferred by this resolution) to enter into agreement(s)/contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Birla Cable Limited, a Related Party in terms of Regulation 2(1)(zb) of the Listing Regulations, the value of which either singly or all taken together during the current financial year 2022-23 may exceed ten (10) percent of annual consolidated turnover as per the last audited financial statements of the Company, as mentioned in the explanatory statement on such terms and conditions as may be mutually agreed between the Company and Birla Cable Limited, subject to such agreement(s)/contract(s)/arrangement(s)/ transaction(s) generally being carried out at arm's length and in the ordinary course of the business of the Company.

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)/ transaction(s) 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 this Resolution as may be considered necessary or incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution which shall remain valid upto the date of the next Annual General Meeting or such extended period as may be prescribed by the Securities and Exchange Board of India from time to time.

FURTHER RESOLVED that the Board of Directors be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or any other official(s)/Authorised Representative(s) of the Company to do all such acts and take such steps as may be considered necessary or expedient, to give effect to this resolution.

FURTHER RESOLVED that all actions taken by the Board of Directors or any person so authorised by the Board of Directors of the Company, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

5. **Resolution No. 5 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, 2023, amounting to 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 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.”

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 5 of the Notice of the 39<sup>th</sup> Annual General Meeting as aforesaid for all those members/designated proxies who were present at the AGM. Before commencement of polling, the Chairman requested the Scrutiniser(s) 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.

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 forty-eight (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**