



## Vindhya Telelinks Limited

Regd. Office : Udyog Vihar, P.O. Chorhata,

Rewa - 486 006 (M.P.) India.

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PAN No. AAACV7757J · CIN No. L31300MP1983PLC002134

GSTIN : 23AAACV7757J1Z0

VTL/SEC/19-20/

06 AUGUST 2019

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 36<sup>th</sup> Annual General Meeting**

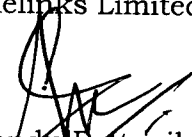
We would like to inform you that the 36<sup>th</sup> Annual General Meeting (AGM) of Members of Vindhya Telelinks Limited was held on 5<sup>TH</sup> August, 2019 at 12.30 P.M. at the registered office of the Company at Udyog Vihar, P.O. Chorhata, Rewa-486006 (M.P.).

In accordance with the Regulation 30 (6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 36<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

  
(Satyendu Pattnaik)  
Compliance Officer

Encl: As above



Works: i) Plot No. 1, Udyog Vihar, P.O. Chorhata, Rewa - 486 006 (M.P.)  
ii) Plot No. 1-C & 1-D, Udyog Vihar, P.O. Chorhata, Rewa - 486 006 (M.P.)

**BRIEF PROCEEDINGS OF THE 36<sup>TH</sup> ANNUAL GENERAL MEETING OF  
VINDHYA TELELINKS LIMITED HELD ON 5<sup>TH</sup> AUGUST, 2019**

The 36<sup>th</sup> Annual General Meeting of the members of the Company was held on 5<sup>th</sup> August, 2019 at 12.30 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 the Meeting in accordance with the Article 72 of the Articles of Association of the Company.

Shri R.C. Tapuriah, Director and Chairman of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee and Shri Y.S. Lodha, Managing Director of the Company were also present at the Meeting.

Fifty (50) Members were present in person including Six (6) Body Corporate Members present through their authorised representatives and Two (2) Members were represented by their Proxies. There was one member's representative who attended the meeting but without proxy.

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.

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; the 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 year ended 31<sup>st</sup> March, 2019; Audited Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2019; Independent Auditors' Report on the audited Standalone and Consolidated Financial Statements of the Company; Secretarial Audit Report; Notice in writing from a member under section 160 of the Companies Act, 2013 proposing the candidature of Smt. Kiran Aggarwal for the office of Director of the Company; Memorandum and Article of Association of the Company 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 Thirty Sixth Annual General Meeting. The remote e-voting commenced on 1<sup>st</sup> August, 2019 (at 9:00 AM) and ended on 4<sup>th</sup> August, 2019 (at 5:00 PM). Shri Rajesh Kumar Mishra, Practicing Company Secretary or failing him Shri R.S. Bajaj, Practicing Company Secretary was appointed as Scrutinizer to scrutinize 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 businesses to be transacted at the 36<sup>th</sup> Annual General Meeting of the Company as contained in Notice dated 16<sup>th</sup> May, 2019 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, Practising Company Secretary and Shri Hemant Singh, Practising Chartered Accountant, were appointed and acted as Scrutinizers to scrutinize 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 2018-19 and the prevailing business condition in telecom cables industry in particular and also on infrastructure sector relevant to business and affairs

The Chairman then invited the Members to ask questions, if any, and/or otherwise offer their view/comments. The queries raised and suggestions made by Members in the Meeting were duly and satisfactorily replied by the Chairman and the Director/Managing Director present in the Meeting.

The Chairman then proceeded with the business of the Meeting for the items of Ordinary and Special Businesses as per Notice of the 36<sup>th</sup> Annual General Meeting of the Company.

All the 7 (Seven) resolutions as stated below were moved for consideration and approval of the Members:

**ORDINARY BUSINESS:**

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

- (a) Adoption of audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 and the reports of the Board of Directors and Auditors thereon.
- (b) Adoption of audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 and the reports of the Board of Directors and Auditors thereon.

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

Declaration of Dividend at the rate of Rs.12/- (Rupees Twelve) only per equity share of the face value of Rs. 10/- (Rupees Ten) each fully paid-up for the financial year ended 31<sup>st</sup> March, 2019.

Being interested in the next resolution concerning his re-appointment as a Director by rotation, Shri Harsh V. Lodha without prejudice to his voting rights on the Resolution, entrusted the conduct of the proceedings in respect of this item of ordinary business to Shri Y.S. Lodha, Managing Director with the consent of Shri R. C. Tapuriah, Director and all members present in the Meeting.

Shri Y.S. Lodha accordingly took the Chair and then moved the following resolution:



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

Re-appointment of Shri Harsh V. Lodha (DIN: 00394094) as a Director, who retires by rotation and being eligible offered himself for re-appointment.

Shri Y.S. Lodha then requested Shri Harsh V. Lodha to resume the chair for the remaining Items of the business to be transacted in this Meeting. Accordingly, Shri Harsh V. Lodha took the Chair and presided over the Meeting again.

**SPECIAL BUSINESS:**

**4. Resolution No.4: Special Resolution**

Re-appointment of Smt. Kiran Aggarwal (DIN: 06991807) as an Independent Director of the Company, for a second term of five (5) consecutive years, w.e.f. 10<sup>th</sup> November, 2019 to 9<sup>th</sup> November 2014.

**5. Resolution No.5: Ordinary Resolution**

Ratification of remuneration to be paid to Messers D. Sabyasachi & Co., Cost accountants, the Cost Auditors of the Company for the financial year ending 31<sup>st</sup> March, 2020.

Being interested in the remaining two resolutions concerning the remuneration/compensation by way of profit related commission or otherwise, as permissible, to Non-Executive Directors including Independent Directors; and to Shri Harsh V. Lodha, without prejudice to his voting rights on the Resolutions, he entrusted the conduct of the proceedings in respect of these two items of Special Businesses to Shri Y.S. Lodha, Managing Director with the consent of Shri R. C. Tapuriah, Director and all Members present in the Meeting.

Shri Y.S. Lodha accordingly took the Chair and then moved the following resolutions:

**6. Resolution No.6: Ordinary Resolution**

Payment of remuneration/ compensation by way of profit related commission or otherwise as permissible to the Non-Executive Directors including Independent Directors of the Company.

**7. Resolution No.7: Special Resolution**

Payment of remuneration/ compensation by way of profit related commission or otherwise as permissible to Shri Harsh V. Lodha (DIN: 00394094), Non-Executive Chairman of the Company, which may exceed Fifty Percent of the total annual remuneration/compensation payable to all Non-Executive Directors of the Company.

Shri Y.S. Lodha then requested Shri Harsh V. Lodha, Chairman to resume the chair for rest of the proceedings of the Meeting. Accordingly, Shri Harsh V. Lodha took the Chair and presided over the meeting again.



Thereafter, the Chairman ordered for a poll to be taken at the Meeting on all the Seven (7) Resolutions for the Ordinary as well as Special Businesses as set out under Item No(s). 1, 2, 3, 4, 5, 6 and 7 of the Notice as aforesaid, but before commencement of polling, the Chairman requested the Scrutinizers 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. The Chairman categorically informed the members that any member, who has already exercised his/her votes through Remote e-voting, is prohibited to vote through ballot process (poll) at the Meeting, and his/her vote, if any, cast at the Meeting shall be treated as invalid.

After completion of poll process, the Chairman informed that based on consolidated Scrutinizer's Report, the combined results of remote e-voting and voting through a ballot process (poll) at the Meeting shall be declared at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa - 486006 (M.P.) on the date, time and in the manner indicated below, by a person duly authorized by him in this behalf.

Resolution No. 1	(a) Adoption of audited financial statements of the Company for the financial year ended March 31, 2019, and the Reports of the Board of Directors and Auditors thereon.  (b) Adoption of the audited consolidated financial statements of the Company for the financial year ended March 31, 2019, and Report of Auditors thereon.	On 6 <sup>th</sup> August 2019 at 3.00 PM
Resolution No. 2	Declaration of Dividend on Equity Shares for the financial year ended March 31, 2019.	
Resolution No. 3	Re-appointment of Shri Harsh V Lodha as a Director, who retires by rotation.	The Hon'ble High Court at Calcutta vide an order dated 2 <sup>nd</sup> August, 2019 passed in G.A. No. 1735 of 2019 (newly numbered as G.A. No. 43 of 2019) in TS 6 of 2004 in the Goods of Priyamvada Devi Birla (Deceased) and Harsh Vardhan Lodha & Ors. v/s Arvind Kumar Newar & Ors. has passed an order, extract of which to the extent prima facie relevant, is stated herein:  "It has been brought to the notice of this Court that the election process for re-election of Mr. Harsh Vardhan Lodha as the Director and/or Chairman of the company mentioned above has already started, this Court is not inclined to stay the election process for the present. However, to protect the interest




		<p>of the parties and to decide the applications, this Court on an urgent basis directs that the election process shall continue and shall be completed within the time scheduled but the result of the election shall not be made public until expiry of six weeks from date or without leave of the Court, whichever happens earlier.”</p> <p>However, the Company is not a party to such litigation.</p> <p>The results in respect of the ordinary item of business relating to re-appointment of Shri Harsh V. Lodha as the Director/Chairman of the Company, (as briefly stated herein) shall not be made public until expiry of six weeks from date (i.e. 5<sup>th</sup> August, 2019) or without leave of the Court, whichever happens earlier.</p> <p>“Re-appointment of Shri Harsh V. Lodha (DIN: 00394094) as a Director, who retires by rotation and being eligible offered himself for re-appointment.”</p> <p>This is without prejudice to the Company’s rights and contentions in law.</p>
Resolution No. 4	Re-appointment of Smt. Kiran Aggarwal as an Independent Director of the Company for the second term of 5 (five) consecutive years, i.e. with effect from 10.11.2019 to 09.11.2024.	On 6 <sup>th</sup> August 2019 at 3.00 PM
Resolution No. 5	Ratification of Remuneration to be paid to Cost Auditors for the financial year ending March 31, 2020.	
Resolution No. 6	Payment of remuneration/ compensation by way of profit related commission or otherwise as permissible to the Non-Executive Directors including Independent Directors of the Company.	



Resolution No. 7	Payment of annual remuneration/ compensation for the financial year 2019-20 to Shri Harsh V Lodha, Non-Executive Non-Independent Chairman, which may exceed 50% of the total remuneration payable to all Non-Executive Directors of the Company.	On 6 <sup>th</sup> August 2019 at 3.00 PM
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For Vindhya Telelinks Limited



  
(Satyendra Pattnaik)  
Compliance Officer