

## NOTICE

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of the Members of Vindhya Telelinks Limited will be held on Monday, the July 24, 2017 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:

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - (a) the audited Financial Statements of the Company for the financial year ended March 31, 2017, 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, 2017, and the Report of Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2017.
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 ratify re-appointment of Messrs V. Sankar Aiyar & Co., Chartered Accountants, (Registration No. 109208W) as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

### 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 2017-18, and also during each of subsequent two financial year(s) i.e. 2018-19 and 2019-20, relating to sale, purchase, supply of any goods including raw materials, stores and consumables, semi finished goods, finished goods, etc., carrying out/availing 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 Rs.250 Crores (Rupees Two Hundred Fifty 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 an **Ordinary Resolution**:

“RESOLVED that pursuant to 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 modification(s) or re-enactment(s) thereto), the remuneration of Rs.55,000/- (Rupees Fifty five thousand only) plus applicable taxes thereon and reimbursement of out of pocket expenses as fixed by the Board of Directors and to be paid to Messrs D. Sabyasachi & Co., Cost Accountants (Registration No.000369), who were appointed as Cost Auditors of the Company by the Board of Directors for conducting the audit of the cost accounting records of the Company for the financial year ending March 31, 2018, be and is hereby ratified and approved.

FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

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

By Order of the Board of Directors  
for Vindhya Telelinks Limited

May 15, 2017

R.K.Agarwal  
Vice President (Commercial) & Secretary

**NOTES FOR MEMBERS' ATTENTION**

1. The explanatory statements setting out the material facts pursuant to Section 102 (1) of the Companies Act, 2013, relating to the special business to be transacted at the Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING”) 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 Meeting, i.e. by 11.30 a.m. on July 22, 2017.

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.
3. Members/Proxies are requested to deposit the Attendance Slip duly filled in and signed for attending the Meeting. In case of joint holders attending the Meeting, 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 Meeting 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 Meeting. Members who hold shares in de-materialized form are requested to bring their DP I.D. and Client I.D. No.(s) for easier identification of attendance at the Meeting.
4. During the period beginning twenty four (24) hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, 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 Meeting. 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 the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Meeting.
5. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, the July 18, 2017 to Monday, the July 24, 2017 (both days inclusive) for the purposes of Meeting and determining the names of members eligible for dividend on equity shares, if declared at the Meeting.
6. 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 August 22, 2017 as under:
  - (a) To all Beneficial Owners in respect of shares held in dematerialized 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 July 17, 2017; 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 July 17, 2017.
7. 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.
8. 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.
9. 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. The Company was not required to transfer the unclaimed dividends during the financial year 2016-17 to the Investor Education and Protection Fund (IEPF) established by the Central Government.
10. This Notice of the Meeting along with the Attendance Slip, Proxy Form, Route map of the venue of the Meeting and the Annual Report & Accounts 2016-17 of the Company are being sent by email to all the members whose e-mail addresses (IDs) are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard / physical copy of the same. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members who wish to update or register their e-mail addresses with the Company or with the Depository Participants, may use the Form for updation/registration. The Form can also be downloaded from the Company's website: [www.vtlrewa.com](http://www.vtlrewa.com) under the section 'Investor Relation'. The Annual Report & Accounts 2016-17 circulated to the Members of the Company will also be made available on the Company's website, [www.vtlrewa.com](http://www.vtlrewa.com).

11. Members desirous of obtaining any information on Annual Financial Statements of the Company at the Meeting are requested to write to the Company at least 10 (ten) days before the date of the Meeting, so that the information required may be made available at the Meeting.
12. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. The Company has connectivity from the NSDL and CDSL and equity shares of the Company may be held in the dematerialised form with any Depository Participant (DP) with whom the members/investors are having their depository 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 Registrar and Share Transfer Agents.
13. 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 Company at its Registered Office or to the Registrar and Share Transfer Agents.
14. Additional information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment at the Meeting is furnished and forms a part of the Notice. The Director has furnished the requisite consent/declaration for his re-appointment.
15. Messrs Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 continue to act in the capacity of Registrar and Share Transfer Agents for physical shares 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.
16. In compliance with the 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 is pleased to provide to the Members the facility of voting and remote e-voting on resolutions proposed to be considered at the Meeting and as such all business may be transacted through e-voting services. The facility of casting the votes by the Members using an electronic voting system for a place other than venue of the Meeting ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL). The Members who have cast their votes by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their votes again. The e-voting rights of the shareholders/beneficial owners shall be reckoned on the Equity Share held by them as on July 17, 2017 (cut-off date).
17. The instructions for shareholders voting electronically through remote e-voting facility are as under:
  - (i) The remote e-voting period begins on Thursday, the July 20, 2017 at 9.00 a.m. and ends on Sunday, the July 23, 2017 at 5.00 p.m. During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 17, 2017, may cast their vote by remote e-voting. Once the vote on a resolution is cast by e-voting, the Members shall not be allowed to change it subsequently. Thereafter, the e-voting module shall be disabled by CDSL and Members shall not be allowed to vote electronically upon disablement of such remote e-voting facility. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
  - (ii) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on SHAREHOLDERS/MEMBERS tab.
  - (iv) 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Thereafter enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:

|                       |  | <b>For Members holding shares in Demat Form and Physical Form</b>  |
|-----------------------|--|--|
| PAN                   |  | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for members holding equity shares either in Demat or Physical mode) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/ Attendance Slip in the PAN field.</li> </ul>                               |
| DOB                   |  | Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.  |
| <b>OR</b>             |  |  |
| Dividend Bank Details |  | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).</li> </ul> |

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding equity shares in physical form will then directly reach the Company selection screen. Kindly note that the details can be used only for e-voting on the Resolution contained in the Notice. However, Members 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 can also be used by the demat account holders for voting for resolutions of any other company on which they are eligible to vote, provided that such 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. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on “**Forgot Password**” and enter the details as prompted by the system.
- (x) Click on the EVSN for Vindhya Telelinks Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) Note for Non – Individual Members and Custodians
- (a) Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - (c) 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.
  - (d) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - (e) 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.
- (xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
18. 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. July 17, 2017.
  19. The Company has appointed Shri Rajesh Kumar Mishra, Practicing Company Secretary or failing him Shri R.S.Bajaj, Practicing Company Secretary as the Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.
  20. The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ‘Ballot Paper’ or ‘Polling Paper’ for all those members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
  21. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and 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 three days 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 result of the voting forthwith.
  22. 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 results declared, alongwith the report of the Scrutinizer shall be placed on the website of the Company, [www.vtlrewa.com](http://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 May 15, 2017:

**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, inter alia, 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.

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 2017-18 and thereafter in successive financial years upto 2019-20, ten 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                                 | Chairman & Director, UCL*              | 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                                       | Manager & Chief Executive Officer, UCL |   |   |

\* Shri Harsh V.Lodha also holds 18297 Equity shares in UCL, out of which 2245 equity shares allotted as additional equity shares under the Rights Issue of UCL have not yet been credited in view of the status-quo order passed by the Hon’ble High Court of Delhi on 18<sup>th</sup> November, 2015.

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 (%) (Refer Note below) |
|---------|---|-------------------------------|---|
| (1)     | The Punjab Produce & Trading Co.Pvt.Ltd. (PPTCPL)             | Promoters                     | 14.77%  |
| (2)     | Gwalior Webbing Co.Pvt.Ltd. (GWCPL)                           | Promoters                     | 8.32%   |
| (3)     | Birla Cable Ltd. (formerly Birla Ericsson Optical Ltd.) (BCL) | Promoters                     | 5.46%   |

**Note:** The Shareholding of PPTCPL, GWCPL and BCL in UCL as shown above includes 1.76%, 1.02% and 0.67% respectively being additional equity shares allotted under the Rights Issue of UCL in terms of Letter of Offer dated 14<sup>th</sup> September, 2015, which have not yet been credited in view of the status-quo order passed by the Hon’ble High Court of Delhi on 18<sup>th</sup> November, 2015.

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

# VINDHYA TELELINKS LIMITED

CIN: L31300MP1983PLC002134

Registered Office:

Udyog Vihar, P.O.Chorhata, Rewa-486 006 (M.P.), India  
Telephone No. (07662) 400400 • Fax No. (07662) 400591  
Email: headoffice@vtlrewa.com • Website: www.vtlrewa.com

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

|                          |  |
|--------------------------|--|
| Name of the Member(s)    |  |
| Registered address       |  |
| E-mail Id                |  |
| Folio No/DP Id/Client Id |  |

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him;
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him; and
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Fourth Annual General Meeting of the Company, to be held on Monday, the July 24, 2017 at 11.30 a.m. at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa-486 006 (M.P.), India and at any adjournment thereof in respect of the following resolutions:

| Ordinary Business |  | *For | *Against |
|-------------------|--|------|----------|
| 1.                | (a) Adoption of audited Financial Statements of the Company for the financial year ended March 31, 2017, 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, 2017, and Report of Auditors thereon.                |      |          |
| 2.                | Declaration of Dividend on Equity Shares for the financial year ended March 31, 2017.  |      |          |
| 3.                | Re-appointment of Shri Pracheta Majumdar as a Director, who retires by rotation.   |      |          |
| 4.                | Ratify re-appointment of Messrs V.Sankar Aiyar & Co., Chartered Accountants, as Auditors of the Company and fixation of their remuneration.                              |      |          |
| Special Business  |  |      |          |
| 5.                | Approving the related party agreements/contracts/arrangements/transactions with Universal Cables Ltd., a Related Party.  |      |          |
| 6.                | Ratification of Remuneration to be paid to Cost Auditors for the year ending March 31, 2018.   |      |          |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature of Shareholder : \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix  
Revenue  
Stamp

### NOTES:

- This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa - 486 006 (M.P.), India, not less than FORTY EIGHT (48) hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Thirty Fourth Annual. General Meeting.
- It is optional to put a '✓' in the appropriate column against the resolutions indicated above. If you leave 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

# VINDHYA TELELINKS LIMITED

CIN: L31300MP1983PLC002134

Registered Office:

Udyog Vihar, P.O.Chorhata, Rewa-486 006 (M.P.), India  
Telephone No. (07662) 400400 • Fax No. (07662) 400591  
Email: headoffice@vtlrewa.com • Website: www.vtlrewa.com

## ATTENDANCE SLIP

THIRTY FOURTH ANNUAL GENERAL MEETING

Date of Meeting - July 24, 2017

|   |  |
|---|--|
| Folio No. /DP Id/Client Id  |  |
| Name and Address of the Shareholder/<br>Proxy/Authorised Representative |  |
| No. of Shares held  |  |

I certify that I am member/proxy for the member(s) of the Company.

I hereby record my presence at the THIRTY FOURTH ANNUAL GENERAL MEETING of Vindhya Telelinks Limited being held on Monday, the July 24, 2017 at 11.30 a.m. at Udyog Vihar, P.O. Chorhata, Rewa – 486 006 (M.P).

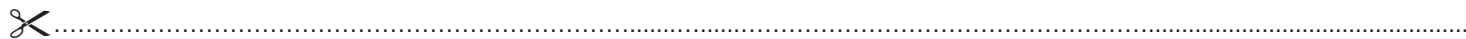
Signature of the Shareholder/Proxy/Authorised  
Representative present

|  |
|--|
|  |
|--|

### NOTE(S):

- (1) Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover it at the entrance duly signed.
- (2) Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.
- (3) Only shareholders of the Company and/or their proxy will be allowed to attend the meeting.

**Note: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING**



### Remote Electronic Voting Particulars

| Electronic Voting Sequence Number (EVSN) | Default PAN/ Sequence No. |
|--|---------------------------|
| 170614005                                | *                         |

\* Only Members who have not updated their PAN with Company / Depository Participant shall use default PAN (10 digit sequence number) which is printed on the address sticker at TOP RIGHT SIDE IN BOLD.

**NOTE:** For remote e-voting, please read the instructions printed under the Note No.17 to the Notice dated May 15, 2017 of the Thirty Fourth Annual General Meeting. The Voting period for remote e-voting begins on July 20, 2017 at 9.00 a.m. and ends on July 23, 2017 at 5.00 p.m. The remote e-voting module shall be disabled by CDSL for voting thereafter.

# ROUTE MAP FOR VENUE OF 34<sup>th</sup> AGM

