



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
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ADDENDUM TO THE NOTICE OF THIRTY EIGHTH ANNUAL GENERAL MEETING

ADDENDUM to the Notice dated 29th June, 2021 convening the Thirty Eighth Annual General Meeting (AGM) of the Members of Vindhya Telelinks Limited scheduled to be held on Thursday, 23rd September, 2021 at 11:30 A.M. at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa - 486006 (M.P.)

Notice is hereby given pursuant to Section 160(2) of the Companies Act, 2013 ('the Act') read with the Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, of the intention of a member signifying candidature of certain persons for the office of Director of the Company. Accordingly, the following items of business are added in the aforesaid Notice as Item Nos. 5 and 6 as a Special Business and this addendum shall be deemed to be an integral part of the original Notice dated 29th June, 2021 and the notes provided therein. Attention of the shareholders is specifically drawn to the attached explanatory statement to explain the background of these proposals and the stand of Nomination and Remuneration Committee as well as Board of Directors of the Company thereon.

5. To consider the following resolution 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.”

6. To consider the following resolution 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.”

Registered Office:
Udyog Vihar,
P.O. Chorhata,
Rewa - 486 006 (M.P.)
September 9, 2021

By Order of the Board of Directors
For Vindhya Telelinks Limited

Y.S. Lodha
Managing Director & CEO

NOTES

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Act in respect of the above mentioned additional Special Business proposed to be transacted at the ensuing 38th AGM is annexed hereto.
2. All relevant documents referred to in this Addendum to Notice of 38th AGM 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 AGM.
3. This addendum to the Notice of 38th AGM is available on the website of the Company at www.vtlrewa.com.
4. The revised Proxy Form including the resolutions proposed hereinabove is annexed hereto.
5. All the processes, notes and instructions relating to Remote e-voting set out for and applicable to the ensuing AGM shall mutatis-mutandis apply to the Remote e-voting for the Resolutions proposed in this Addendum to the Notice of AGM. Furthermore, the Scrutinisers appointed for the ensuing AGM will act as Scrutinisers for the Resolutions proposed in this Addendum to the Notice of AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 5

The Board of Directors of the Company has, at its meeting held on 29th June, 2021, approved the Notice convening the 38th Annual General Meeting (AGM) of the Company scheduled to be held on Thursday, 23rd September, 2021 at 11:30 A.M at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa - 486006 (M.P.) and the same has already been circulated to the members.

Subsequently, the Company received a Notice u/s 160 of the Companies Act, 2013 ("the Act") dated 13th August, 2021 from a member, The Punjab Produce & Trading Co. Pvt. Ltd. (CIN: U74999WB1937PTC025402) ("Punjab Produce") proposing candidature of Dr. Dhanpat Ram Agarwal (DIN: 00322861) for appointment as a Director on the Board of the Company at the forthcoming 38th Annual General Meeting (AGM) of the Company. Punjab Produce has also submitted the requisite deposit of Rs. 1,00,000/- (Rupees One Lakh only) by way of cheque.

Upon perusal of the said Notice and after careful evaluation of the candidature of Dr. Dhanpat Ram Agarwal, the Nomination and Remuneration Committee as well as the Board of Directors of the Company in their respective meeting(s) held on 9th September, 2021 **have strongly recommended against the appointment** of Dr. Dhanpat Ram Agarwal as a director of the Company and discussed, noted and observed the followings:

- (a) The Company has received from Dr. Dhanpat Ram Agarwal, consent to act as a Director, if appointed, in Form DIR -2. He has also submitted intimation in Form DIR-8 confirming that he is not disqualified from being appointed as Director. However, he has not submitted either himself or through the member proposing his candidature for the office of a director, his profile, details of experience and a declaration confirming that he has not been debarred or disqualified from being appointed or continuing or from holding office or restrained from acting as Director of any Company pursuant to any order of the Securities and Exchange Board of India (SEBI) / Ministry of Corporate Affairs, or any such statutory authority.
- (b) It was further observed that Punjab Produce, which has proposed candidature of Dr. Dhanpat Ram Agarwal for the office of a Director of the Company, has ongoing litigations with the companies/entities belonging to M.P. Birla Group including the Company. Therefore, the induction of Dr. Dhanpat Ram Agarwal on the Board of Directors of the Company could be detrimental to the interest of the Company and other stakeholders as there is a possibility of conflict of interest. One of the criteria for identification of the Board member is that the proposed member should be able to balance the legitimate interest and concerns of all the stakeholders of the Company in arriving at appropriate decision in the best interest of the Company and not advance the views of or take directions from or advance the interests of a particular constituency. In view of multiple litigations initiated by Punjab Produce, the appointment of Dr. Dhanpat Ram Agarwal as a Director may be in an apparent conflict of interest with the Company and other stakeholders. As per the policy of the Company, a director should act in good faith in order to promote the objects of the Company for the benefit of its members as a whole and in the best interests of the Company, its employees, the shareholders and exercise independent judgment and should not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company or act at the behest of any person or entity.

- (c) Even though the Notice under Section 160 of the Act is issued by the Punjab Produce, it is at the dictates of Justice Mohit S. Shah (Retired) and Mr. A. C. Chakrabortti, two of the three joint APLs to the Estate of Late Priyamvada Devi Birla, the other joint APL being Mr. Mahendra Kumar Sharma being totally opposed to them, the relevant chronicles of which is summarised herein:
- (i) Mr. A. C. Chakrabortti has on multiple occasions approached Justice Dilip G. Karnik (Retired), a director on the Board of the Company for various confidential / insider information with regard to the affairs of the Company which in the normal course is not available to shareholders and has then proceeded to accuse Justice Dilip Ganesh Karnik (Retired) of not sharing such confidential information and threatened to oppose his re-election for not doing so.
 - (ii) The said Justice Mohit S. Shah (Retired) and Mr. A. C. Chakrabortti had in the past issued letters to all the directors of the Company alleging disregard of orders of the Hon'ble Courts and followed it up by a contempt petition filed at their instigation before the Division Bench of the Hon'ble Calcutta High Court. This contempt petition was dismissed on 22nd April, 2021 by the Hon'ble Division Bench of the Calcutta High Court. Special Leave Petition from the said judgment and order dated 22nd April, 2021 has not been entertained by the Hon'ble Supreme Court by an order passed on 12th July, 2021. Mr. Mahendra Kumar Sharma, one of the joint Administrator pendente lite did not support the action of the other two joint Administrators pendente lite.
 - (iii) The said Justice Mohit S. Shah (Retired) and Mr. A. C. Chakrabortti have been repeatedly writing letters to the Company (even though, along with the said Mr. Mahendra Kumar Sharma, they hold only 500 equity shares in the Company) alleging that the Company has to divulge various internal information to the said persons and have to act as per their dictates. Therefore, the induction of any director who has behind him Justice Mohit S. Shah (Retired) and Mr. A. C. Chakrabortti is likely to result in unauthorised sharing of confidential / insider information and disruption in the Company's management.
 - (iv) The Board felt that the process adopted by the two joint Administrators pendente lite proposing appointment of directors through a promoter shareholder is an attempt to override the sanctity and authority of the Nomination & Remuneration Committee and the Board of Directors and the integrity of the Board would be compromised if they are so appointed.
- (d) Besides the above, the Nomination and Remuneration Committee has to also ensure that the Board of the Company consist of members with diverse background and experience in business, government, academics, technology, human resources, finance, law, etc. The Committee after examining the structure, composition and functioning of the present Board, reached to an unanimous conclusion that there would be no value addition to the Board of Directors or the Company by appointing Dr. Dhanpat Ram Agarwal as a Non-Executive Non-Independent Director.
- (e) It was further observed that after the sad demise of Shri J. Veeraraghavan, a Non-Executive Independent Director of the Company, the present composition of the Board of Directors of the Company comprises of total nine (9) Directors out of which four (4) are Non-Executive Independent Directors. In terms of the proviso to Regulation 17(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), at least half of the Board of Directors of the Company shall consist of Independent Directors. The Company is, therefore, required to appoint Non-Executive Independent Director to fill the casual vacancy caused by demise of Shri J. Veeraraghavan. Accordingly, it would not be proper to induct Dr. Dhanpat Ram Agarwal for the office of Non-Executive Non-Independent Director on the Board of the Company as it would further lead to non-compliance with the aforesaid regulation of the SEBI Listing Regulations.
- (f) The Board of Directors felt that Dr. Dhanpat Ram Agarwal is not suitable for appointment as director in the Company.

For the reasons stated above, the Nomination and Remuneration Committee as well as Board of Directors of the Company in their respective meeting(s) held on 9th September, 2021 have recommended “**against**” the appointment of Dr. Dhanpat Ram Agarwal for the office of a Director of the Company as proposed by The Punjab Produce & Trading Co. Pvt. Ltd. vide its Notice dated 13th August, 2021, pursuant to Section 160 of the Act.

Pursuant to Section 160(2) of the Act read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the members are being informed about the above referred candidature by way of this Addendum to the Notice of 38th AGM and has placed notice of such candidature on its website – www.vtlrewa.com.

The information/details of Dr. Dhanpat Ram Agarwal pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are provided hereinafter in this Addendum to Notice of 38th Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

The Nomination and Remuneration Committee and Board of Directors of the Company **do not recommend** the Ordinary Resolution set out in Item No. 5 of the accompanying Notice for approval of the Members keeping in view the best interest of the Company and its relevant stakeholders.

Item No. 6

The Board of Directors of the Company has, at its meeting held on 29th June, 2021, approved the Notice convening the 38th Annual General Meeting (AGM) of the Company scheduled to be held on Thursday, 23rd September, 2021 at 11:30 A.M. at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa - 486006 (M.P.) and the same has already been circulated to the members.

Subsequently, the Company received an another Notice u/s 160 of the Companies Act, 2013 ("the Act") dated 6th September, 2021 from a member, The Punjab Produce & Trading Co. Pvt. Ltd. (CIN: U74999WB1937PTC025402) ("Punjab Produce") proposing candidature of Justice Shyamal Kanti Chakrabarti (Retired) (DIN: 08953661) for appointment as a Director on the Board of the Company in place of Justice Dilip Ganesh Karnik (Retired) (DIN: 06419513), Director retiring by rotation at the forthcoming 38th Annual General Meeting (AGM) of the Company and being eligible, has offered himself for re-appointment as per Item No. 3 of Ordinary Business of the Notice of 38th AGM. Punjab Produce has also submitted the requisite deposit of Rs. 1,00,000/- (Rupees One Lakh only) by way of cheque.

Upon perusal of the said Notice and after careful evaluation of the candidature of Justice Shyamal Kanti Chakrabarti (Retired), the Nomination and Remuneration Committee as well as the Board of Directors of the Company in their respective meeting(s) held on 9th September, 2021 **have strongly recommended against the appointment** of Justice Shyamal Kanti Chakrabarti (Retired) as a director of the Company and discussed, noted and observed the followings:

- (a) The Company has received from Justice Shyamal Kanti Chakrabarti (Retired), consent to act as a Director, if appointed, in Form DIR -2. He has also submitted intimation in Form DIR-8 confirming that he is not disqualified from being appointed as Director. However, he has not submitted either himself or through the member proposing his candidature for the office of a director, a declaration confirming that he has not been debarred or disqualified from being appointed or continuing or from holding office or restrained from acting as Director of any Company pursuant to any order of the Securities and Exchange Board of India (SEBI) / Ministry of Corporate Affairs, or any such statutory authority.
- (b) Even though the notice under Section 160 of the Act is issued by the Punjab Produce, it is at the dictates of Justice Mohit S. Shah (Retired) and Mr. A. C. Chakrabortti, two of the three joint APLs to the Estate of Late Priyamvada Devi Birla, the other joint APL being Mr. Mahendra Kumar Sharma being totally opposed to them. Mr. A. C. Chakrabortti on multiple occasions approached Justice Dilip Ganesh Karnik (Retired), director for various confidential / insider information with regard to the affairs of the Company which in the normal course is not available to shareholders and has then proceeded to accuse Justice Dilip Ganesh Karnik (Retired) of not sharing such confidential information and threatened to oppose his re-election for not doing so.
- (c) Justice Mohit S. Shah (Retired) in writing has chastised Justice Dilip Ganesh Karnik (Retired), a director for not objecting the decision taken by the Board of Directors of the Company rejecting the declaration of significant beneficial ownership made by the said two persons, which was not in compliance with the provisions of Section 90 of the Act.
- (d) The said Justice Mohit S. Shah (Retired) and Mr. A. C. Chakrabortti had in the past issued letters to all the directors of the Company alleging disregard of orders of the Hon'ble Courts and followed it up by a contempt petition filed at their instigation before the Division Bench of the Hon'ble Calcutta High Court. This contempt petition was dismissed on 22nd April, 2021 by the Hon'ble Division Bench of the Calcutta High Court. Special Leave Petition from the said judgment and order dated 22nd April, 2021 has not been entertained by the Hon'ble Supreme Court by an order passed on 12th July, 2021. Mr. Mahendra Kumar Sharma, one of the joint Administrator pendente lite did not support the action of the other two joint Administrators pendente lite.
- (e) Justice Mohit S. Shah (Retired) and Mr. A. C. Chakrabortti had repeatedly tried to intervene in the affairs of three wholly owned subsidiaries of the Company viz. August Agents Limited, Laneseda Agents Limited and Insilco Agents Limited, firstly, by way of letters to Registrar of Companies resulting in marking of "management dispute" by the Registrar of Companies, Kolkata which was undone only after higher authorities giving direction to undo the same. Justice Mohit S. Shah (Retired) and Mr. A. C. Chakrabortti has also filed litigation before the Hon'ble National Company Law Tribunal against these companies and even though so far unsuccessful in getting any order have been causing much harassment to the companies.

- (f) The said Justice Mohit S. Shah (Retired) and Mr. A. C. Chakrabortti have been repeatedly writing letters to the Company (even though along with the said Mr. Mahendra Kumar Sharma, they hold only 500 shares in the Company) alleging that the Company has to divulge various internal information to the said persons and have to act as per their directions.
- (g) Therefore, the induction of any director who has behind him Justice Mohit S. Shah (Retired) and Mr. A. C. Chakrabortti is likely to result in unauthorised sharing of confidential insider information and disruption in the Company's management.
- (h) The Board felt that the process adopted by the two joint Administrators pendente lite proposing appointment of directors through a promoter shareholder is an attempt to override the sanctity and authority of the Nomination & Remuneration Committee and the Board of Directors and the integrity of the Board would be compromised if they are so appointed.
- (i) Justice Dilip Ganesh Karnik (Retired) was inducted as a Director of the Company without reference to any statutory or contractual obligations and played an active role alongwith other members of the Board in institutionalising the governance standards based on rich expertise and experience. In addition, he is neither a nominee of the Joint APLs and the Estate of Priyamvada Devi Birla nor any of the promoters have a right to nominate directors on the Board of Directors of the Company. The Nomination & Remuneration Committee and the Board of Directors strongly recommended reappointment of Justice Karnik as director of the Company considering his experience and contribution to the Company and to protect the integrity of the Board.
- (j) The Board of Directors felt that Justice Shyamal Kanti Chakrabarti is not suitable for appointment as director in the Company.

For the reasons stated above, the Nomination and Remuneration Committee as well as Board of Directors of the Company in their respective meeting(s) held on 9th September, 2021 have recommended “**against**” the appointment of Justice Shyamal Kanti Chakrabarti (Retired) for the office of a Director of the Company in place of Justice Dilip Ganesh Karnik (Retired), Director retiring by rotation at the forthcoming Annual General Meeting of the Company, as proposed by The Punjab Produce & Trading Co. Pvt. Ltd. vide its Notice dated 6th September 2021, pursuant to Section 160 of the Act.

Pursuant to Section 160(2) of the Act read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the members are being informed about the above referred candidature by way of this Addendum to the Notice of 38th AGM and has placed notice of such candidature on its website – www.vtlrewa.com.

The information/details of Justice Shyamal Kanti Chakrabarti (Retired) pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are provided hereinafter in this Addendum to Notice of 38th Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

The Nomination and Remuneration Committee and Board of Directors of the Company **do not recommend** the Ordinary Resolution set out in Item No. 6 of the accompanying Notice for approval of the Members keeping in view the best interest of the Company and its relevant stakeholders.

Disclosures/additional information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ('SS-2') with respect to Directors seeking appointment, to the extent provided by them along with Notice under Section 160 of the Companies Act, 2013:

Name of Director	Dr. Dhanpat Ram Agarwal	Justice Shyamal Kanti Chakrabarti (Retired)
DIN	00322861	08953661
Date of Birth & Age	13.01.1959 (62 years)	28.09.1949 (71 years)
Nationality	Indian	Indian
Date of First Appointment on the Board of Directors of the Company	Not Applicable	Not Applicable
Qualifications	Chartered Accountant	M.A, LLB, LLM
Experience (including nature of expertise in specific functional areas)/ brief resume	Not provided	He has worked at various posts in Judicial Department, West Bengal and appointed as permanent Judge at Hon'ble High Court, Calcutta from the year 2009 to 2011. He has retired as Chairman-in-charge West Bengal State Administrative Tribunal (SAT) in the year 2014. Presently, he is appointed as Arbitrator in several cases by the Hon'ble High Court, Calcutta and also presiding over Lok Adalat organised by Wakf Board, West Bengal apart from rendering legal advice to Individuals and Trusts etc.
Number of Shares held in the Company	Not provided	Not provided
List of Directorships held in other companies	Listed Companies 1. Barak Valley Cements Ltd. 2. TCI Finance Ltd. Unlisted Companies 3. Kumpepar Construction Pvt. Ltd. 4. Lucas Financial Services Pvt. Ltd. 5. Style Investment & Properties Pvt.Ltd. 6. ITAG Business Solutions Ltd.	Listed Companies None Unlisted Companies 1. The Punjab Produce & Trading Co. Pvt. Ltd. 2. Punjab Produce Holdings Ltd. 3. East India Investment Co. Pvt. Ltd. 4. Gwalior Webbing Co. Pvt. Ltd. 5. Baroda Agents and Trading Co. Pvt. Ltd.
Chairman/Member of the Committees of the Boards of the Companies in which he is Director	Not provided	Not provided
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None
Number of Meetings of the Board attended during the financial year 2020-21	Not Applicable	Not Applicable
Terms and conditions of appointment/Re-appointment	Appointment as Non-Executive Non-Independent Director, liable to retire by rotation	Appointment as Non-Executive Non-Independent Director, liable to retire by rotation
Remuneration last drawn by such person, if applicable and Remuneration sought to be paid	Remuneration last drawn: Not Applicable If appointed, they will be eligible for payment of sitting fees and annual remuneration / compensation by way of profit related commission or otherwise payable to Non-Executive Directors of the Company, as may be decided by the Board of Directors from time to time.	

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

September 9, 2021

By Order of the Board of Directors
For Vindhya Telelinks Limited

Y.S. Lodha
Managing Director & CEO