

VTL/CS/24-25/Reg-30

2 AUG 2024

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 Sirs,

**Sub: Proceedings of 41<sup>st</sup> Annual General Meeting held on 2<sup>nd</sup> August, 2024**

In accordance with the Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the proceedings of 41<sup>st</sup> Annual General Meeting (AGM) of the Company held on 2<sup>nd</sup> August, 2024 at 10.00 A.M. at the registered office of the Company at Udyog Vihar, P.O. Chorhata, Rewa-486006 (M.P.).

The meeting concluded at 10.57 A.M.

This is for your information and records.

Thanking you,

Yours faithfully,  
**For Vindhya Telelinks Limited**

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

Encl: As above

**PROCEEDINGS OF THE 41<sup>st</sup> ANNUAL GENERAL MEETING  
OF VINDHYA TELELINKS LIMITED HELD ON 2<sup>ND</sup> AUGUST, 2024**

The 41<sup>st</sup> Annual General Meeting (AGM) of the members of the Company was held on 2<sup>nd</sup> August, 2024 at 10.00 A.M. at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa - 486006 (M.P.).

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

Shri Bachh Raj Nahar, Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee was present the Annual General Meeting to answer the shareholders' queries.

Shri Y.S. Lodha, Managing Director & CEO and Shri Dinesh Kapoor, Company Secretary of the Company were also present at the Meeting. Shri Saurabh Chhajer, Chief Financial Officer and other Directors namely Shri D.R. Bansal, Shri Pracheta Majumdar, Smt. Kiran Aggarwal, Shri P.S. Dasgupta, Smt. Rashmi Dhariwal and Dr. Aravind Srinivasan had expressed their inability to attend the Meeting due to other prior commitments.

Shri Kishor Kumar Gupta, representative of Messrs R.K. Mishra & Associates, Secretarial Auditor of the Company was also present at the Meeting. As per the request made by the Statutory Auditors, an exemption was granted to Messrs BGJC & Associates LLP by the Board of Directors from attending this Meeting through its representative.

Total Fifty Two (52) members and their duly appointed authorised representatives were present in person at the Meeting. 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules framed thereunder, Secretarial Standard on General Meetings (SS-2) issued under Section 118(10) of the Companies Act, 2013 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; Audited Standalone Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2024; Audited Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2024; Independent Auditors' Report on the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024; Directors' Report on Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2024; 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 in accordance with 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 on listed items of Ordinary and Special Business to be transacted at the Annual General Meeting. The Remote e-Voting commenced on 29<sup>th</sup> July, 2024 at 9:00 A.M. and ended on 1<sup>st</sup> August, 2024 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 use of Ballot/Polling paper was made available in respect of all items of the business transacted at the 41<sup>st</sup> Annual General Meeting of the Company for all those members and their duly appointed authorised representatives who were present at the Meeting. 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 performance of the Company during the financial year 2023-24, recent development on prospective business front, Corporate Social Responsibility (CSR) activities and Environment, Social & Governance (ESG) initiatives taken by the Company.

The Chairman then invited the members to ask questions, if any, and/or otherwise offer their views/comments on the working of the Company. 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 as set out in Notice of the AGM dated 17<sup>th</sup> May, 2024.

Shri Harsh V. Lodha, Chairman moved the following Resolution(s) No. 1 to 5 for consideration and approval of the members:

### **ORDINARY BUSINESS:**

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

**Consideration and adoption of the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 together with the Reports of the Board of Directors and Auditors thereon.**

“RESOLVED that the audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 and the Reports of the Board of Directors and Independent Auditors thereon, as circulated to the Members and laid before this Meeting, be and are hereby considered and adopted.”

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

**Consideration and adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 together with the Report of Auditors thereon.**

“RESOLVED that the audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 and the Report of Independent Auditors thereon, as circulated to the Members and laid before this Meeting, be and are hereby considered and adopted.”

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

**Declaration of Dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2024.**

“RESOLVED that a dividend at the rate of Rs. 15/- (Rupees Fifteen) only per equity share of face value of Rs. 10/- (Rupees Ten) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31<sup>st</sup> March, 2024 and the same be paid out of the profits of the Company 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 26<sup>th</sup> July, 2024 or to their Orders or to their Bankers.”

## **Resolution No. 4: Ordinary Resolution**

**Retirement by rotation of Shri Pracheta Majumdar (DIN:00179118), a Non-Executive Non-Independent Director of the Company, who does not seek re-appointment and not to fill up the vacancy so caused, for the time being.**

“RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Pracheta Majumdar (DIN: 00179118), Non-Executive Non-Independent Director of the Company, who retires by rotation and does not seek re-appointment upon the expiry of his term at this Annual General Meeting, be not re-appointed as a Director of the Company.

FURTHER RESOLVED that the vacancy, so caused on the Board of Directors of the Company, be not filled up for the time being.”

## **SPECIAL BUSINESS:**

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

**Ratification of remuneration to be paid to the Cost Auditors of the Company for the financial year ending 31<sup>st</sup> March, 2025.**

“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(s) 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 31<sup>st</sup> March, 2025, 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 forming part of Ordinary and Special Business as set out in Item Nos. 1 to 5 of the Notice of 41<sup>st</sup> AGM for the members and their duly appointed authorised representatives who were present at the Meeting. Before commencement of polling, the Chairman requested the Scrutiniser(s) to show the empty Ballot Box to the members and then lock it appropriately. The Chairman then requested the members and their duly appointed authorised representatives present in the Meeting to cast their vote(s) and put the Ballot/Polling Papers in the Ballot Box.

After completion of Poll process, the Chairman informed the members that the results of the voting on each resolution shall be determined by adding the votes cast through Poll during the AGM in favour or against a resolution with the vote cast through Remote e-Voting in favour or against the same resolution. Based on consolidated Scrutiniser's Report, Shri Y.S. Lodha, Managing Director & CEO, failing him Shri Dinesh Kapoor, Company Secretary have been duly authorised by the Chairman to declare the combined results of Remote e-Voting and voting through Ballot process (Poll) conducted at the Meeting within two working days at the Registered Office of the Company at Udyog Vihar, P.O. Chorhata, Rewa – 486 006 (M.P.).

The result of voting shall be displayed on the Notice Board of the Company at its Registered Office as well as at Corporate Office and shall also be placed on the website of the Company.

The meeting concluded at 10:57 A.M. with a vote of thanks to the Chair.

For **Vindhya Telelinks Limited**

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