

NOTICE OF 27th ANNUAL GENERAL MEETING OF VISTRA ITCL (INDIA) LIMITED

NOTICE is hereby given that the Twenty Seventh – Annual General Meeting of the Members of Vistra ITCL (India) Limited will be held on Tuesday, August 23, 2022, at The Qube, 6th Floor, A Wing, Hasan Pada Road, Mittal Industrial Estate, Marol, Andheri (East), Mumbai - 400059 at 12.30 p.m. (IST) to transact the following business :

A. ORDINARY BUSINESS

(1) Adoption of Financial statements of the Company:

To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, including Audited Balance Sheet as at March 31, 2022 and the Statement of Profit & Loss for the year ended on that date together with the reports of the Board of Directors and the Auditors thereon.

(2) Annual ratification of appointment of Statutory Auditors:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an *Ordinary Resolution*:-

“RESOLVED THAT pursuant to the provisions of Section 139, Section 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the Members on recommendation of the Audit Committee and Board of Directors, at 25th Annual General Meeting held on September 22, 2020, for the appointment of M/s Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Registration No. 104607W / W100166) as the Statutory Auditors of the Company to hold office from conclusion of 25th Annual General Meeting till conclusion of the 30th Annual General Meeting, be and is hereby ratified and the Board of Directors be and are hereby authorized to fix the remuneration payable to them for the period commencing from the Financial Year ending March 31, 2022 to the Financial ending March 31, 2023, as may be determined by the Audit Committee in consultation with the Statutory Auditors.”

RESOLVED FURTHER THAT Ms. Shikha Bagai, Managing Director or Mr. Nityananda Shanbhag, Head – Accounts & Finance of the Company be and are hereby severally authorized to negotiate and fix such remuneration for the financial year ending March 31, 2023 in consultation with the Statutory Auditors and to do all acts, deeds, matters and things as may be necessary to give effect to this appointment”



“RESOLVED FURTHER THAT Ms. Shikha Bagai, Managing Director, Ms. Dipti Jain, Company Secretary, Mr. Jatin Chonani, Compliance Officer and Mr. Nityananda Shanbhag, Deputy Vice President & Head : Accounts - Finance of the Company be and are hereby severally authorized to furnish certified extracts of this resolution’

(3) Appointment of Mr. Debabrata Sarkar (DIN: 02502618) liable to retire by rotation:

To appoint a Director in place of Mr. Debabrata Sarkar (DIN:02502618), a Non – Executive Director of the Company who retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment.

B. SPECIAL BUSINESS

(4) To declare Commission to be paid to the Non – Executive Directors (External Directors) not in whole time employment of the Company for the year ended March 31, 2022:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a *Special Resolution*: -

‘RESOLVED THAT pursuant to the provisions of Section 197,198 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as per provisions of Article 123 of the Articles of Association of the Company, the Non – Executive Directors (External Directors) of the Company be paid, Commission in such amount not exceeding in aggregate one percent of the net profits of the Company for Financial Year 2021 – 22, as computed in the manner laid down in Section 198 of the Act, in addition to the Sitting fee for attending the meeting of the Board of Directors or Committee thereof.’

‘RESOLVED FURTHER THAT any one of the Directors and / or the Key Managerial Personnel of the Company be and are hereby authorized severally to do all acts, deeds, matters and things as may be necessary to give effect to this resolution.’





‘RESOLVED FURTHER THAT Ms. Shikha Bagai, Managing Director, Ms. Dipti Jain, Company Secretary, Mr. Jatin Chonani, Compliance Officer and Mr. Nityananda Shanbhag, Deputy Vice President & Head Accounts - Finance of the Company be and are hereby severally authorized to furnish certified extracts of this resolution.’

**BY ORDER OF THE BOARD OF DIRECTORS
FOR VISTRA ITCL (INDIA) LIMITED**

**DIPTI JAIN
COMPANY SECRETARY
(MEMBERSHIP NO: FCS 9287)**

June 22, 2022

Registered Office:

Vistra ITCL (India) Limited
The IL&FS Financial Centre,
Bandra Kurla Complex, Bandra (East), Mumbai 400 051
CIN: U66020MH1995PLC095507
Website: www.vistraitcl.com

NOTES:

- 1) A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
- 2) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

Proxies in order to be effective must be received at the registered office of the company not less than 48 hours before the Annual General Meeting.

- 3) Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
- 4) Members are requested to write their DP Id and Client Id number in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
- 5) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with the Company at the email id: Dipti.Jain@vistra.com or with their DPs in case the shares are held by them in electronic form and with Link Intime (India) Private Limited (Registrar and Share Transfer Agent').
- 6) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company through email on Dipti.Jain@vistra.com. The same will be replied by the Company suitably.
- 7) In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2021 – 22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories and will be uploaded on the website of the Company at www.vistraitcl.com.





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

The following Explanatory Statement set out all material facts relating to the Special Business mentioned in the accompanying Notice

Item No. 4

Considering the overall guidance and support provided by the Board in steering the growth of the Company, it would be appropriate for the Company to share some part of its profit as a token of appreciation of the Board's effort.

Pursuant to the provisions of Section 197,198 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and as per provisions of Article 123 of the Articles of Association of the Company, a Commission not exceeding 1% of the Net Profit, as computed in the manner laid down in Section 198 of the Act can be paid to the Directors who are not Whole-time Directors of the Company, subject to approval of the members in the general meeting by way of a Special Resolution.

It is therefore proposed that a Commission upto not exceeding one percent of the net profits of the Company calculated in accordance with the provisions of the Act be paid to all the Directors who are not in whole time employment of the Company i.e. External Non – Executive Directors for the Financial Year ended March 31, 2022.

Accordingly, the resolution contained in Item no. 4 of the Notice convening the said meeting is placed for your consideration and approval.

All the Directors except Ms. Shikha Bagai & Mr. Jonathon Clifton are interested in the resolution to the extent of the Commission payable to them in accordance with the aforesaid proposed resolution. Neither the Key Managerial Personnel nor their relatives are interested or concerned in the above resolution.



The Board of Directors recommends the *Special Resolution* set out at Item No. 4 of the Notice for approval by the Member.

BY ORDER OF THE BOARD OF DIRECTORS
FOR VISTRA ITCL (INDIA) LIMITED

DIPTI JAIN
COMPANY SECRETARY
(Membership No: FCS 9287)

Mumbai, June 22, 2022

Registered Office:

Vistra ITCL (India) Limited
The IL&FS Financial Centre,
Bandra Kurla Complex, Bandra (East), Mumbai 400 051
CIN: U66020MH1995PLC095507
Website: www.vistraitcl.com

Registered office:

The IL&FS Financial Centre
Plot No. C-22, G Block, 6th Floor
Bandra Kurla Complex, Bandra (East)
Mumbai 400051, India

Corporate office :

The Qube, 6th floor, 602
A wing Hasan pada road,
Mittal industrial estate Marol,
Andheri (East) Mumbai 400059

Tel : +91 22 2850 0028

Fax : +9122 2850 0029

Email: mumbai@vistra.com

www.vistraitcl.com

Vistra ITCL (India) Limited
Corporate Identity Number (CIN): U66020MH1995PLC095507



VISTRA ITCL (INDIA) LIMITED

Registered Office: The IL&FS Financial Centre, Plot C 22, G Block,
Bandra Kurla Complex, Bandra (East) Mumbai – 400 051
Phone: +91 22 28500028, Fax: +91 22 28500029
CIN: U66020MH1995PLC095507
Website: www.vistraitcl.com

Form No. MGT - 11

PROXY FORM

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

The Corporate Identity Number (CIN)	:	U66020MH1995PLC095507		
Name of the Company	:	Vistra ITCL (India) Limited		
Registered Office	:	The IL&FS Financial Centre, Plot C-22, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai-400051, Maharashtra.		
Name of Member / (s)	:			
Registered Address	:			
Email Id	:			
Folio No. / Client ID	:		DP ID	
I/We are being the member(s) of the _____ of the above-named Company, hereby appoint				
1	Name			
	Address			
	Email Id		Signature	
	Or failing him			
2	Name			
	Address			
	Email Id		Signature	
	Or failing him			
3	Name			
	Address			
	Email Id		Signature	
	Or failing him			

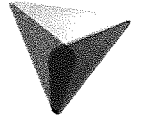
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday August 23, 2022, at 12:15 a.m. at The Qube, 6th Floor, A Wing, Hasan Pada Road, Mittal Industrial Estate, Marol, Andheri (East), Mumbai - 400059 and at any adjournment thereof in respect of such resolutions as are indicated below:

Registered office:
The IL&FS Financial Centre
Plot No. C-22, G Block, 6th Floor
Bandra Kurla Complex, Bandra (East)
Mumbai 400051, India

Corporate office :
The Qube, 6th floor, 602
A wing Hasan pada road,
Mittal industrial estate Marol,
Andheri (East) Mumbai 400059

Tel : +91 22 2850 0028
Fax : +9122 2850 0029
Email: mumbai@vistra.com
www.vistraitcl.com

Vistra ITCL (India) Limited
Corporate Identity Number (CIN): U66020MH1995PLC095507.



ORDINARY BUSINESS	
(1)	Adoption of Financial statements of the Company.
(2)	Annual ratification of appointment of Statutory Auditors
(3)	Appointment of Mr. Debabrata Sarkar (DIN: 02502618) liable to retire by rotation
SPECIAL BUSINESS	
(4)	To declare Commission to be paid to the Non – Executive Directors (External Directors) not in whole time employment of the Company for the year ended March 31, 2022

Signed this _____ day of _____, 2022

Signature of the Shareholder: _____

Signature of Proxy holder(s): _____

Affix ₹ 1
Revenue
Stamp

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- (2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 27th Annual General Meeting
- (3) Please complete all details including details of member(s) in above box before submission.

✂-----TEAR HERE-----✂

VISTRA ITCL (INDIA) LIMITED

Registered Office: The IL&FS Financial Centre, Plot C 22, G Block,
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Phone: +91 22 28500028, Fax: +91 22 28500029
CIN: U66020MH1995PLC095507
Website: www.vistraitcl.com

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting hall)

I hereby record my presence at the 27th Annual General Meeting of the Company held at The Qube, 6th Floor, A Wing, Hasan Pada Road, Mittal Industrial Estate, Marol, Andheri (East), Mumbai - 400059 on _____ day, _____, 2022 at _____ a.m. / p.m.

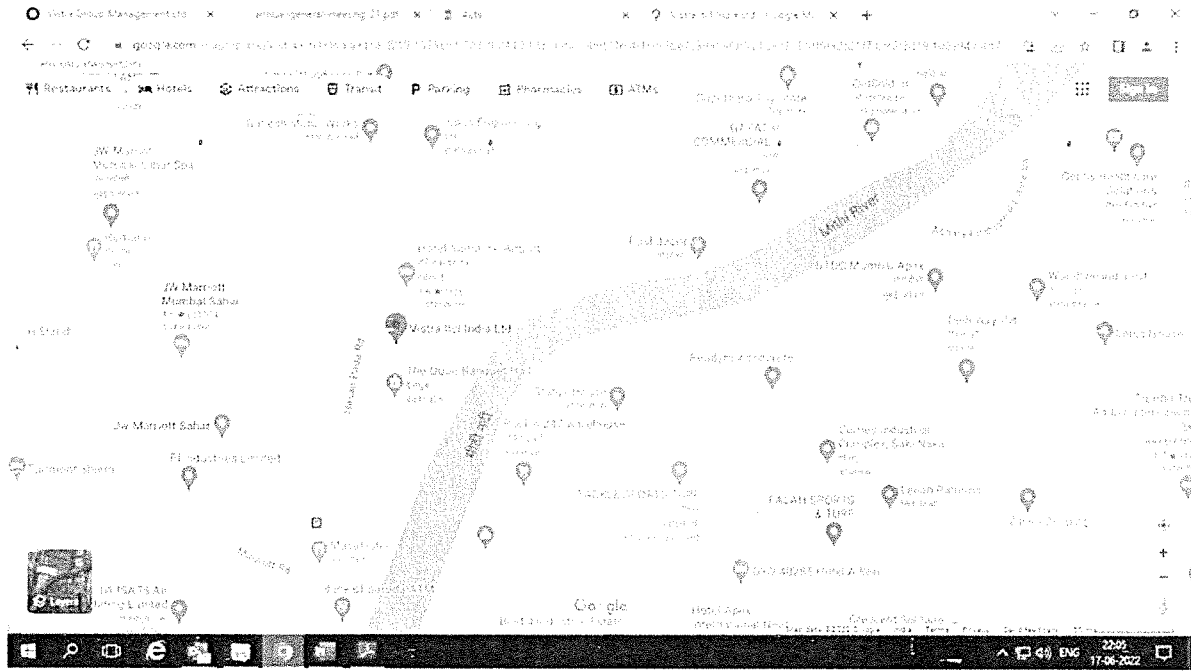
Full name of the Member (IN BLOCK LETTERS) _____

Full name of the Proxy (IN BLOCK LETTERS) _____

Members' / Proxy Signature _____

Note: Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue. For route map of meeting venue viz; The Qube, 6th Floor, A Wing, Hasan Pada Road, Mittal Industrial Estate, Marol, Andheri (East), Mumbai – 400059, please see overleaf.

In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) issued by the Institute of the Company Secretaries of India, route map for the location of the venue of the 27th Annual General Meeting is given below:




Registered office:
The IL&FS Financial Centre
Plot No. C-22, G Block, 6th Floor
Bandra Kurla Complex, Bandra (East)
Mumbai 400051, India

Corporate office :
The Qube, 6th floor, 602
A wing Hasan pada road,
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