NOTICE

NOTICE is hereby given that the Forty Third (43rd) Annual General Meeting (AGM) of the Members of Vindhya Telelinks Limited will be held on Monday, August 3, 2026 at 3.15 P.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 the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 together with the Report of Auditors thereon.
3. To declare dividend on equity shares for the financial year ended March 31, 2026.
4. To appoint a Director in place of Shri Harsh Vardhan Lodha (DIN: 00394094), who retires by rotation at this Annual General Meeting in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. **Re-appointment of Shri Priya Shankar Dasgupta (DIN: 00012552) as a Non-Executive Independent Director of the Company for a second term of five (5) consecutive years.**

   To consider and if thought fit, to pass, the following resolution as a **Special Resolution:**

   "RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read together with the Rules framed thereunder, Regulation 17, 25(2A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company and in consonance with the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, Shri Priya Shankar Dasgupta (DIN: 00012552), who was appointed as a Non-Executive Independent Director of the Company for first term of five (5) consecutive years with effect from November 21, 2021 to November 20, 2026, and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from November 21, 2026 to November 20, 2031.

   FURTHER RESOLVED that the Board of Directors and/or Company Secretary of the Company, be and is/are hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be deemed necessary, proper, expedient or desirable to give effect to this Resolution."

6. **Appointment of Shri Pandanda Kariappa Madappa (DIN: 00058822) as a Non-Executive Independent Director of the Company for a first term of five (5) consecutive years.**

   To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

   "RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read together with the Rules framed thereunder, Regulation 17, 25(2A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Pandanda Kariappa Madappa (DIN: 00058822), who was appointed as an Additional Director with effect from May 23, 2026 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term of five (5) consecutive years with effect from May 23, 2026 to May 22, 2031.

   FURTHER RESOLVED that the Board of Directors and/or Company Secretary of the Company, be and is/are hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be deemed necessary, proper, expedient or desirable to give effect to this Resolution."

7. **Ratification of remuneration of Cost 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 148 and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force, and such other provisions as may be applicable, the remuneration payable to Messrs D. Sabyasachi & Co., Cost Accountants (Registration No. 000369), appointed by the Board of Directors as the Cost Auditors of the Company, based on the recommendation of the Audit Committee, to conduct audit of the cost records maintained by the Company for the financial year ending on March 31, 2027, amounting to ₹ 1,00,000/- (Rupees One Lakh only) plus applicable Goods and Services Tax and reimbursement of actual out of pocket and travelling expenses that may be incurred in connection with the aforesaid cost audit, be and is hereby ratified.

FURTHER RESOLVED that any one of Directors, Managing Director and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

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

Date: May 23, 2026

By Order of the Board of Directors
For Vindhya Telelinks Limited

Dinesh Kapoor
Company Secretary

NOTES FOR MEMBERS' ATTENTION

1. The Statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed to the Notice.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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 AGM, i.e. by 3.15 P.M on August 1, 2026.

   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 member.

3. Members/Proxies are requested to deposit the Attendance Slip duly filled in and signed for attending the AGM. Members/ Proxies/Authorised Representatives are requested to carry valid ID proof such as PAN, Voter Card, Driving Licence, Aadhar Card alongwith the Attendance Slip duly filled in for attending the Meeting. In case of joint holders attending the AGM, only one such joint holder whose name appears first in the joint holders list will be entitled to vote. Corporate members, Institutional Investors, Societies, etc. intending to attend the AGM through their authorised representatives are requested to send to the Company or Scrutinizer, 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 AGM. Members who hold shares in dematerialised form are requested to bring their DP ID and Client ID Number for easier identification of attendance at the AGM.

4. During the period beginning twenty-four (24) hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, 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 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 AGM. 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 Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection during the AGM at the Registered Office of the Company.

5. Messrs V. Sankar Aiyar & Co., Chartered Accountants were appointed as the Statutory Auditors by the members at the Forty Second (42^{nd}) AGM of the Company held on September 12, 2025 for a term of five (5) consecutive years until the conclusion of Forty Seventh (47^{th}) AGM of the Company to be held for the financial year 2029-30 as per the provisions of Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as amended.

6. **Dividend and related information**

   The Board of Directors of the Company, at its meeting held on May 23, 2026, has recommended a dividend of ₹ 6/- (Six) per equity share of face value ₹ 10/- each fully paid up, i.e. 60% for the financial year 2025-26. The Company has fixed July 27, 2026 as the "Record Date" for the purposes of the AGM and determining the names of members eligible for dividend on equity shares, if declared at the AGM.

7. If the dividend as recommended by the Board of Directors is declared at the AGM, payment of such dividend will be made on or before August 31, 2026 as under:

   (a) To all Beneficial Owners in respect of shares held in dematerialised 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 27, 2026; and

   (b) To all Members in respect of shares held in physical form as per Register of Members as on July 27, 2026 after giving effect to valid transmission/transposition or transfers, if any, in respect of transfer requests lodged with the Company on or before the close of business hours on July 27, 2026.

8. As per the Income Tax Act, 2025, ("IT Act") read together with Income Tax Rules, 2026, dividends paid or distributed by the Company during the Tax Year 2026-27 shall be taxable in the hands of the Shareholders. Your Company shall, therefore, be required to deduct tax at source at the time of making the payment of the Dividend as recommended by the Board of Directors and declared by the members in the Annual General Meeting (AGM). The members are requested to refer the governing provisions of the Income Tax Act, 2025 and rules framed thereunder for the prescribed rates of tax deduction at source for various categories. The withholding tax rate would vary depending on the residential status, category of the shareholder and is subject to provision of requisite declarations / documents to the Company. The relevant provisions to this effect under the Income Tax Act, 2025 are succinctly given herein:

A. RESIDENT SHAREHOLDERS:

A.1 No tax will be deducted on payment of dividend to the resident individual shareholder if the total dividend, paid during the Tax Year 2026-27, does not exceed ₹ 10,000/-.

A.2 Tax deductible at source for Resident Shareholders (other than resident individual shareholders receiving dividend not exceeding ₹ 10,000 during Tax Year 2026-27).

Sl. No.	Particulars	Withholding tax rate	Declaration/ documents required
(i)	Valid PAN updated with the Depository Participant in case shares are held in dematerialized form; or Registrar and Transfer Agent ('RTA') in case shares are held in physical form and no exemption sought by Shareholder	10%	N.A.
(ii)	No / Invalid PAN with the Depository Participant in case shares are held in dematerialized form; or RTA in case shares are held in physical form and no exemption sought by Shareholder	20%	N.A.
(iii)	Availability of lower/nil tax deduction certificate issued by the Income Tax Department under Section 395(1) of the IT Act	Rate specified in Lower tax withholding certificate obtained from the Income Tax Department.	• Copy of PAN card • Copy of lower tax withholding certificate obtained from the Income Tax Department.

A.3 Nil Tax Deductible at Source on dividend payment to Resident Shareholders, if the Shareholders submit documents mentioned in table below with the Company/RTA.

Sl. No.	Particulars	Declaration / documents required
(i)	An Individual having dividend income more than ₹ 10,000 and furnishing Form 121	• Copy of PAN card (Refer point iii to the Notes below). • Declaration in Form No. 121, fulfilling prescribed conditions.
(ii)	Shareholders to whom section 393(1) of the IT Act does not apply, such as LIC, GIC, Business Trust (REIT, InVIT), etc.	• Copy of PAN card. • Self-declaration along with adequate documentary evidence (e.g., registration certificate), to the effect that the no tax withholding is required as per provisions of Section 393(1) of the IT Act.
(iii)	Shareholder covered under Section 393(5) of the IT Act such as Government, RBI, Mutual Funds specified under Schedule VII to Section 11 of the IT Act, corporations established by Central Act and exempt from Income Tax	• Copy of PAN card. • Self-declaration along with adequate documentary evidence, substantiating applicability of Section 393(5) of the IT Act.
(iv)	Business Trust (i.e Infrastructure Investment Fund and real Estate Investment Fund registered under SEBI)	• Copy of PAN card. • Self-declaration along with adequate documentary evidence substantiating the nature.
(v)	Category I and II Alternative Investment Fund (AIF)	• Copy of PAN card. • Self-declaration that AIF's income is exempt under Schedule V to Section 11 of the IT Act and they are governed by SEBI regulations as applicable to Category I or Category II AIFs, along with copy of registration certificate.
(vi)	Any other entity exempt from withholding tax under the provisions of Section 393(6) of the IT Act	• Copy of PAN card. • Self-declaration along with adequate documentary evidence, substantiating the nature of the entity. • Copy of the lower tax withholding certificate obtained from the Income Tax Department.

B. NON-RESIDENT SHAREHOLDERS:

Tax deductible at source for non-resident shareholders.

Sl. No.	Particulars	Withholding tax rate	Declaration / documents required
(i)	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	• Copy of PAN card (if available). • Self-declaration. • Copy of Tax Residency certificate issued by revenue authority of country of residence of shareholder for the Tax Year 2026-27 (covering the period from April 1, 2026 to March 31, 2027). • Shareholders need to mandatorily provide digital Form 41 covering the period from April 1, 2026 to March 31, 2027. *(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholders. In case the documents are found to be incomplete, the Company reserves the right to not consider the tax rate prescribed under the tax treaty).*
(ii)	Alternative Investment Fund - Category III located in International Financial Services Centre	10% (plus applicable surcharge and cess)#	• Copy of PAN card (if available). • Self-declaration along with adequate documentary evidence substantiating the nature of the entity.
(iii)	Other Non-resident shareholders (except those who are tax residents of Notified Jurisdictional Area)	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	To avail beneficial rate of tax treaty following tax documents would be required: • Copy of PAN card (if available). • Copy of Tax Residency certificate issued by revenue authority of country of residence of shareholder for the Tax Year 2026-27 (covering the period from April 1, 2026 to March 31, 2027). • Shareholders needs to mandatorily provide digital Form 41 covering the period from April 1, 2026 to March 31, 2027. • Self-declaration for non-existence of permanent establishment / fixed base / business connection in India, place of effective management, beneficial ownership and eligibility to avail tax treaty benefit [on shareholder's letterhead]. • In case of shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidences demonstrating the non-applicability of Article 24 - Limitation of Relief under India-Singapore Double Taxation Avoidance Agreement (DTAA). *(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholders. In case the documents are found to be incomplete, the Company reserves the right to not consider the tax rate prescribed under the tax treaty).*
(iv)	Non-Resident Shareholders who are tax residents of Notified Jurisdictional Area as defined under Section 176(1) of the IT Act	30%	NA

Sl. No.	Particulars	Withholding tax rate	Declaration / documents required
(v)	Sovereign Wealth funds and Pension funds notified by Central Government specified under Schedule V to Section 11 of the IT Act	NIL	• Copy of the notification issued by CBDT substantiating the applicability of Schedule V (Table Sl. No. 7) of the IT Act issued by the Government of India. • Self-Declaration that the conditions specified under Schedule V read with Section 11 of the IT Act have been complied with.
(vi)	A Wholly Owned Subsidiary of Abu Dhabi Investment Authority (ADIA) as prescribed specified under Schedule V to Section 11 of the IT Act	NIL	Self-Declaration that substantiating the fulfilment of conditions specified under Schedule V read with Section 11 of the IT Act.
(vii)	Availability of Lower/NIL tax deduction certificate issued by the Income Tax Department under Section 395(1) of the IT Act	Rate specified in Lower tax withholding certificate obtained from the Income Tax Department	Copy of the lower tax withholding certificate obtained from the Income Tax Department.

In case PAN is not updated with the Company's RTA or depository; or PAN is not available; and information sought in the declaration are not provided, higher rate of withholding tax as per Section 397(2) shall be applied.

Notes:

(i) It may be noted that the aforementioned documents are required to be submitted to Company's Registrar and Share Transfer Agents (RTA), MUFG Intime India Private Limited at its dedicated link mentioned below - https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html on or before July 27, 2026 at 17:00 Hrs. Indian Standard Time (IST) in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate.

(ii) The Company will issue soft copy of the TDS certificate to its shareholders through email registered with the Depository Participant / RTA post payment of the dividend. Shareholders will be able to download the tax credit statement by logging in with their credentials at TRACES website, https://traces.tdscpc.gov.in/ or from the Income Tax Department's website, https://eportal.incometax.gov.in/iec/foservices/#/login (Refer Form 168 - Annual Information Statement).

(iii) The aforesaid documents such as Form 121, documents under Section(s) 393(5), 393(6), FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be sent by email to vtldivtax@in.mpms.mufg.com on or before July 27, 2026 to enable the Company to determine the appropriate withholding tax rate applicable on a case to case basis. In case where copy of documents (such as, PAN card, Registration certificate, etc.) is provided, the copy should be self-attested by the Shareholder or its authorized signatory. Any communication in relation to tax rate determination/ deduction received post July 27, 2026 shall not be considered.

(iv) As per Section 262 of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply to this, the PAN allotted shall be deemed to be invalid/inoperative and tax shall be deducted at the rate of 20% as per the provisions of Section 397(2) of the IT Act. The Company will be using functionality of the Income-tax department for the above purpose. Shareholders may visit https://www.incometax.gov.in/iec/foportal/help/e-filing-link-aadhaar-faq for FAQ issued by the Government on PAN Aadhar linking.

(v) Clearing member should ensure that as on record date no shares are lying in their account and shares are transferred to respective shareholder's account so that dividend is credited directly to shareholder's account and not to the clearing member's account.

(vi) Determination of withholding tax rate is subject to necessary verification by the Company of the shareholder details as available with the Depository Participant in case shares are held in dematerialized form; or RTA in case shares are held in physical form as on the Record Date, and other documents available with the Company / RTA. In this respect, the Company reserves the right to independently verify the PAN number of the shareholder from the National Securities Depository Limited ('NSDL') utility and if the same is found contrary to the PAN quoted/provided, the Company will disregard the PAN and proceed as per the prevalent law.

(vii) Shareholders holding shares under multiple accounts under different residential status / category and single PAN, may note that, higher of the tax rate as applicable to different residential status/category will be considered for their entire shareholding under different accounts.

(viii) The documents furnished by the shareholders (such as Form 121, TRC, Form 41, Self-Attested Declaration etc.) shall be subject to review and examination by the Company and/or its Registrar & Share Transfer Agents before granting any beneficial rate or NIL Rate. The Company reserves the right to reject the documents in case of any discrepancies, or the documents are found to be incomplete.

(ix) In case withholding tax is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund. No claim shall lie against Company for any taxes deducted by the Company.

(x) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, the shareholder will be responsible for indemnifying the Company and also, provide the Company with all information / documents and co-operation in any tax proceedings.

(xi) This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

(xii) In case of any discrepancy in documents submitted by the shareholder, the Company will deduct tax at higher rate as applicable, without any further communication in this regard.

(xiii) In terms of Rule 203 of the Income Tax Rules, 2026, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file declaration with Company in the manner prescribed in the Rules.

(xiv) All communications/queries in this respect should be addressed and sent to Company's Registrar and Share Transfer Agents, MUFG Intime India Private Limited at its email address vtldivtax@in.mpms.mufg.com.

Disclaimer:

This Communication is not to be treated as an advice from the Company or its affiliates or MUFG Intime India Private Limited. Shareholders should obtain the tax advice related to their tax matters from a tax professional.

9. 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 in requisite Form ISR-1 along with required documents.

10. Non-resident Indian Members are requested to inform Depositories/Registrar and Share Transfer Agents, as the case may be, 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.

11. The Securities and Exchange Board of India (SEBI) vide its various Circulars issued from time to time, to the Registrar and Share Transfer Agents has specified Common and Simplified Norms for processing Investor's Service Requests. The members holding shares in Physical form are mandatorily require to record their PAN, KYC i.e. Address with PIN Code, Mobile Number, Bank Account details, Specimen Signatures etc. along with Nomination details with the Company/Registrar and Share Transfer Agents (RTA) of the Company. Further, the security holders (holding securities in physical form), whose folio(s) do not have PAN or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode, upon their furnishing all the aforesaid details in entirety.

Members may please note that:

(a) In case of Non-updation of PAN or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend shall be paid only through electronic mode with effect from April 1, 2024 upon furnishing all the aforesaid details in entirety.

(b) If a security holder updates the PAN, Contact Details including Mobile Number, Bank Account Details and Specimen Signature after April 1, 2024, then the security holder would receive all the dividends declared during that period (from April 1, 2024 till date of updation) pertaining to the securities held after the said updation automatically.

The Company has sent necessary communication in this regard to all the members holding shares in physical mode. The relevant formats for updation of PAN, KYC and Nomination details viz. Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 are available on Company's website as well as the website of RTA.

The concerned members/shareholders are therefore advised to submit the PAN, KYC and Nomination details at the earliest to the Company's Registrar and Share Transfer Agents, MUFG Intime India Private Limited.

12. **Special Window for Re-lodgement of Transfer Requests of Physical Shares:**

Pursuant to SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 ('SEBI Circular') dated January 30, 2026, another Special Window for transfer and dematerialisation ("demat") of physical securities has been opened for a period of one year from February 5, 2026 to February 4, 2027, for those investors who had sold/purchased physical securities of the Company prior to April 1, 2019; and (i) had not lodged the physical securities for transfer; or (ii) had lodged the physical securities for transfer but the same were rejected/returned/not attended to due to deficiency in the documents/process/or otherwise.

For more clarity with regard to applicability of this window, please refer below matrix:

Execution Date of Transfer Deed	Lodged for transfer before April 1, 2019?	Original Security Certificate Available?	Eligible to lodge in the current window?
Before April 1, 2019	No (it is fresh lodgement)	Yes	✓
Before April 1, 2019	Yes (it was rejected/ returned earlier)	Yes	✓
Before April 1, 2019	Yes	No	×
Before April 1, 2019	No	No	×

The securities so transferred shall be mandatorily credited to the transferee only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer. Such securities shall not be transferred/lien-marked/pledged during the said lock-in period. The cases involving disputes between transferor and transferee; and securities which have been transferred to the Investor Education and Protection Fund (IEPF) shall not be considered under this window for processing.

Shareholders are encouraged to take advantage of this opportunity by furnishing the Original Security Certificates, Share Transfer Deed, Client Master List (CML) and all other documents listed in the aforesaid SEBI Circular, to the Company's Registrar and Share Transfer Agents ('RTA'), i.e. MUFG Intime India Private Limited (Unit: Vindhya Telelinks Limited), C-101, Embassy 247, LBS Marg, Vikhroli (West), Mumbai – 400083.

13. SEBI, vide its Circular No. HO/38/13(3)2026-MIRSDPOD/I/3763/2026 dated January 30, 2026, has mandated listed companies to credit securities directly to the demat account of the investor while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; subdivision/ splitting of securities certificates; consolidation of folios; transmission and transposition. Under the revised framework effective from April 2, 2026, RTA shall directly credit securities to the demat account of the investor, after carrying out necessary due diligence. The issuance of a 'Letter of Confirmation' has been discontinued. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website and on the website of the Registrar and Share Transfer Agents (RTA) of the Company. It may be noted that any service request can be processed only after the folio is KYC Compliant. It may be noted that Investor service requests shall be accompanied with a copy of latest Client Master List (CML) of the demat account, not older than two months and duly attested by the Depository Participant.

14. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal" – https://smartodr.in/login) which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. An investor/client shall first take up his/her/their grievance by lodging a complaint directly with the Company. If the grievance is not redressed satisfactorily, the investor/client may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. After exhausting all available options for resolution of the grievance, if the investor/client is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal. In compliance with the SEBI guidelines, the Company had sent communication intimating about the said Dispute Resolution Mechanism to all the members.

15. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. Therefore, the members holding equity shares of the Company in physical form are advised to dematerialize their shareholdings. The Company has connectivity from NSDL and CDSL and equity shares of the Company may be held in the electronic form with

any Depository Participant (DP) with whom the members/investors are having their demat 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 Company's Registrar and Share Transfer Agents.

16. As per the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 and SEBI Master Circular dated February 6, 2026 issued to the Registrar and Share Transfer Agents, the facility for making nomination is available for the Members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said form can be downloaded from the Company's website or from the website of Registrar and Share Transfer Agents (RTA) of the Company. Members are requested to submit the said details to their Depository Participant in case the shares are held by them in dematerialized form and to the Registrar and Share Transfer Agents of the Company – MUFG Intime India Private Limited in case the shares are held in physical form.

17. During the year 2025-26, the Company has transferred ₹ 14,14,830/- being the unpaid and unclaimed dividend amount for the financial year 2017-18 on September 17, 2025 to the Investor Education and Protection Fund established by the Central Government pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Members who have so far not claimed or encashed the dividend warrant(s) for the financial year ended March 31, 2019 or any subsequent financial years, are requested to write to the Company or its Registrar and Share Transfer Agents, MUFG Intime India Private Limited (Unit: Vindhya Telelinks Limited), C-101, Embassy 247, LBS Marg, Vikhroli (West), Mumbai – 400083, e-mail ID: investor.helpdesk@in.mpms.mufg.com, for claiming dividends declared by the Company. Details of unpaid/unclaimed dividend amounts lying with the Company are available on the website of the Company, https://www.vtlrewa.com.

    As per Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all the shares in respect of which dividend has not been encashed or claimed for seven consecutive years or more shall be transferred to designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty (30) days of such shares becoming due to be transferred to the IEPF Account. Accordingly, the Company has transferred 7,499 Equity Shares to the IEPF Account on October 1, 2025 after following the prescribed procedure.

    The Members whose unclaimed dividends and/or equity shares have been transferred to IEPF may claim the same by approaching the Company or RTA for issuance of Entitlement Letter on submission of required documents. The Members may then make an application to the IEPF Authority, in web Form IEPF-5 (available on https://www.iepf.gov.in) by attaching the Entitlement Letter and other documents.

18. The Company had participated in the "Saksham Niveshak", a 100-day campaign, initiative taken by the Investor Education and Protection Authority (IEPFA), earlier from July 28, 2025 to November 6, 2025 and has now again participated in the Second 100-Day Campaign - "Saksham Niveshak" running from April 1, 2026 to July 9, 2026. This campaign aimed to help shareholders to update their KYC details, bank mandates and contact information to facilitate direct payment of unpaid/unclaimed dividends to the rightful shareholders and to prevent transfer of unpaid or unclaimed dividends/shares to Investor Education and Protection Fund ("IEPF"), pursuant to guidelines issued by the Investor's Education and Protection Fund Authority ("IEPFA"), Ministry of Corporate Affairs ("MCA").

    As a part of the campaign, the Company has published newspaper advertisement to create awareness among shareholders and the same has also been hosted on the Company's website to facilitate wider dissemination of information to the shareholders.

19. This Notice of the AGM along with the Attendance Slip, Proxy Form, Route map of the venue of the Meeting and the Annual Report 2025-26 of the Company are being sent by e-mail to all the members whose e-mail addresses (IDs) are registered with the Company/Registrar and Share Transfer Agents/respective Depository Participant(s) unless any member has requested in writing for a hard /physical copy of the same. Further, as per Regulation 36(1)(b) of the Listing Regulations, a letter providing the weblink where the complete details of the Annual Report for the financial year 2025-26 is available, will be sent to those shareholders who have not registered their e-mail address with the Company/Registrar and Share Transfer Agents/Depository Participant(s). The Notice of AGM alongwith the Annual Report for the financial year 2025-26 is also available on the Company's website at https://www.vtlrewa.com, website of stock exchanges i.e. BSE Limited and the National Stock Exchanges of India Limited at https://www.bseindia.com and https://www.nseindia.com respectively. The AGM Notice is also available on the website of Central Depository Services Limited at https://www.evotingindia.com. Members, who wish to update or register their e-mail addresses, in case of Demat holding, may please contact the Depository Participant (DP) and register their e-mail address, as per the process advised by the DP; and in case of Physical holding, may send a request in requisite Form ISR-1 along with necessary documents to the Registrar and Share Transfer Agents of the Company - MUFG Intime India Private Limited.

20. Members desirous of obtaining any information on Annual Financial Statements of the Company at the AGM are requested to write to the Company atleast one week (7 days) before the date of the AGM, so that the information required may be made available at the AGM.

21. Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) in respect of the Directors seeking appointment/re-appointment at the ensuing AGM is furnished in **Annexure - 'A'** forming an integral part of the Notice. The Directors have furnished the requisite consent/declaration for their appointment/re-appointment.

22. MUFG Intime India Private Limited, C-101, Embassy 247, LBS Marg, Vikhroli (West), Mumbai – 400083 continues to act in the capacity of Registrar and Share Transfer Agents of the Company. MUFG Intime India Private Limited 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.

    Members are also informed that 'SWAYAM' a secure, user-friendly web-based application has been developed by MUFG Intime India Private Limited, the Company's Registrar and Share Transfer Agents, that empowers shareholders to effortlessly access various services. This application can be accessed at https://swayam.in.mpms.mufg.com/ which offers the following functionalities:

    - Effective Resolution of Service Request -Generate and Track Service Requests/Complaints through SWAYAM.
    - Features - A user-friendly GUI.
    - Track Corporate Actions like Dividend/Interest/Bonus/split.
    - PAN-based investments - Provides access to PAN linked accounts, Company wise holdings and security valuations.
    - Effortlessly Raise request for Unpaid Amounts.
    - Self-service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant.
    - Statements - View entire holdings and status of corporate benefits.
    - Two-factor authentication (2FA) at Login - Enhances security for investors.

23. **CDSL e-Voting System – For Remote e-Voting**

    (i) 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) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Company is providing facility of Remote e-Voting ("Remote e-Voting is the facility of casting the votes by the Members using an electronic voting system for a place other than venue of the AGM on resolutions proposed to be considered at the AGM and as such all business may be transacted through Remote e-Voting") to its Members in respect of the businesses to be transacted at the AGM.

    (ii) The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized Remote e-Voting's agency. The Members who have cast their votes by Remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes again. The AGM Notice is also disseminated on the website of CDSL i.e. https://www.evotingindia.com.

    (iii) The Remote e-Voting period shall commence on Friday, July 31, 2026 at 9.00 A.M. and end on Sunday, August 2, 2026 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 (record date) i.e. July 27, 2026, may cast their votes electronically. The Remote e-Voting facility shall be disabled by CDSL for voting thereafter and will not be allowed beyond the said date and time. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. A person who is not a member as on the cut-off date should treat this Notice of AGM for information purposes only. The voting rights of the members shall be reckoned in proportion to their shareholding in the total paid-up equity share capital of the Company as on the cut-off date i.e. July 27, 2026.

    (iv) Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares at the cut-off date i.e. July 27, 2026, may obtain login id and password by sending a request at helpdesk.evoting@cdslindia.com. However, if a person is already registered with CDSL for Remote e-Voting, then they can use their existing User ID and Password to cast the vote.

    (v) In order to increase the efficiency of the voting process, Remote e-Voting facility is provided to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-Voting service providers (ESP), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

    INSTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

    Step 1: **Access through Depositories CDSL/NSDL e-Voting system in case of Individual members holding shares in demat mode.**

    (vi) Individual members holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. The Individual Members are advised to update their mobile number and e-mail-ID address in their demat accounts in order to access Remote e-Voting facility.

(vii) **Login method for Remote e-Voting for Individual members holding shares in demat mode is given below**:

Type of Members	Login Method
Individual members holding shares in demat mode with **CDSL**	(1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit https://www.cdslindia.com and click on Login icon and select My Easi New (Token) Tab. (2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting their vote during the Remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/MUFG INTIME, so that the user can visit the e-Voting service providers' website directly. (3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/home/login. (4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available at https://www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual members holding shares in demat mode with **NSDL**	(1) If the user is already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. The user will have to enter their User ID and Password. After successful authentication, the user will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and the user will be able to see e-Voting page. Click on Company name or e-Voting service provider name and the user will be re-directed to e-Voting service provider website for casting their vote during the Remote e-Voting period. (2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. (3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/Member" section. A new screen will open. The user will have to enter their User ID (i.e. their sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, the user will be redirected to NSDL Depository site wherein the user can see e-Voting page. Click on Company name or e-Voting service provider name and the user will be redirected to e-Voting service provider website for casting their vote during the Remote e-Voting period. (4) For OTP based login, user can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. User will have to enter their 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, user will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and user will be re-directed to e-Voting service provider website for casting their vote during the Remote e-Voting period.

Type of Members	Login Method
Individual members (holding shares in demat mode) login through their **Depository Participants**	The user can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, the user will be able to see e-Voting option. Once the user click on e-Voting option, they will be redirected to NSDL/CDSL Depository site after successful authentication, wherein they can see e-Voting feature. Click on Company name or e-Voting service provider name and the user will be redirected to e-Voting service provider website for casting their vote during the Remote e-Voting period.

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding shares in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual members holding shares in demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800 2109 911.
Individual members holding shares in demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or contact at 022 - 4886 7000 and 022 - 2499 7000.

Step 2: **Access through CDSL e-Voting system in case of members holding shares in physical mode and non-individual members (i.e. other than Individuals, HUF, NRI etc.) holding shares in demat mode.**

(viii) **Login method for e-Voting for members holding shares in physical mode and members other than individual members holding shares in demat mode.**

(a) The members should log on to the Remote e-Voting website https://www.evotingindia.com.

(b) Click on "Shareholders/Members" module.

(c) Now enter your User ID.

- For CDSL: 16 digits beneficiary ID.
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
- Members holding shares in physical mode should enter Folio Number registered with the Company.

(d) Next enter the Image Verification as displayed and Click on Login.

(e) If the members is holding shares in demat mode and had logged on to https://www.evotingindia.com and voted on an earlier Remote e-Voting of any company, then their existing password is to be used.

(f) If the member is a first-time user follow the steps given below:

Particulars	For members holding shares in physical mode and other than individual members holding shares in Demat mode.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat account holders as well as members holding shares in physical mode). • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both 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 (c).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical mode will then directly reach the Company selection screen. However, members holding shares in demat mode 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 is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for Remote e-Voting through CDSL platform. It is strongly recommended not to share the password with any other person and take utmost care to keep your password confidential.

xi) For members holding shares in physical mode, the details can be used only for Remote e-Voting on the resolutions contained in this Notice.

xii) Click on the EVSN for '**Vindhya Telelinks Limited**'.

xiii) On the voting page, the member 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 the member assent to the Resolution and option NO implies that the member dissent to the Resolution.

xiv) Click on the "RESOLUTIONS FILE LINK" if the member wish to view the entire Resolution details.

xv) After selecting the resolution, the member has decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If the member wish to confirm their vote, click on "OK", else to change their vote, click on "CANCEL" and accordingly modify their vote.

xvi) Once the member "CONFIRM" their vote on the resolution, they will not be allowed to modify their vote.

xvii) The member can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xix) There is also an optional provision to upload BR/POA, if any, uploaded which will be made available to scrutinizer for verification.

xx) **Additional Facility for Non–Individual Members and Custodians – For Remote e-Voting only.**

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that, a scanned copy of the Board Resolution/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 Scrutiniser to verify the same.
- Alternatively, Non-Individual Members are required mandatory to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, by e-mail to the Scrutiniser at rkmaoffice@gmail.com and to the Company at investorgrievance@vtlrewa.com, if they have not uploaded the same in the CDSL e-Voting system for the Scrutiniser to verify the same.

PROCESS FOR THOSE MEMBERS WHOSE E-MAIL, ADDRESS/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

For Members holding shares in physical mode	Members are requested to register their e-mail address/mobile number by sending duly filled in Form ISR-1 along with requisite documents to the Registrar and Share Transfer Agents (RTA) of the Company - MUFG Intime India Private Limited (e-mail: investor.helpdesk@in.mpms.mufg.com). Form ISR-1 is made available on the website of RTA, https://www.in.mpms.mufg.com as well as on the Company's website, https://www.vtlrewa.com.
For Members (other than Individual) holding shares in demat mode	Please update your e-mail address & mobile number with the respective Depository Participant (DP).
For Individual members holding shares in demat mode	Please update the e-mail address & mobile number with the respective Depository Participant (DP) which is mandatory while Remote e-Voting through Depository.

If the Members have any queries or issues regarding e-Voting from the CDSL e-Voting System, they can write an e-mail to helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800 2109 911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25^{th} Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an e-mail to helpdesk.evoting@cdslindia.com or call at Toll Free No. 1800 2109 911.

24. The Company has appointed Shri Rajesh Kumar Mishra (Certificate of Practice No. 4433), Partner, Messrs R.K. Mishra & Associates, Company Secretaries in Practice or failing him Shri Hemant Singh (Membership No. 413866), Practicing Chartered Accountant as the Scrutiniser(s) to scrutinise the Remote e-Voting process in a fair and transparent manner.

25. The Company has appointed Shri Rajesh Kumar Mishra (Certificate of Practice No. 4433), Partner, Messrs R.K. Mishra & Associates, Company Secretaries in Practice and Shri Hemant Singh (Membership No. 413866), Practicing Chartered Accountant as the Scrutiniser(s) to scrutinise the voting through Ballot/Poll process at the AGM in a fair and transparent manner.

26. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutiniser, by use of 'Ballot/Polling Paper' for all those members who are present at the AGM but have not validly cast their votes by availing the Remote e-Voting facility.

27. The Scrutiniser shall after the conclusion of voting at the AGM, will first count the votes cast at the AGM 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 Forty Eight hours of the conclusion of the AGM, a consolidated Scrutinisers' 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.

28. The results of voting on the Resolutions moved at the AGM shall be declared on or after the AGM of the Company and shall be deemed to be passed on the date of AGM. The results shall be immediately forwarded to BSE Limited and National Stock Exchange of India Ltd. The said result would also be displayed at the Registered Office as well as Corporate Office of the Company and shall also be displayed along with the Scrutinisers' Report on the Company's website, https://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 shareholders are requested to update their KYC data viz. PAN number, e-mail id, mobile number and bank account details by submitting the relevant details with our Registrar and Share Transfer Agents (RTA), MUFG Intime India Private Limited. Shareholders holding shares in Dematerialised mode are requested to update the same with their respective Depository Participant to ensure ease of communication and seamless remittances.

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

The following Statements sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice as required under Section 102(1) of the Companies Act, 2013 (“the Act”):

Item No. 5

Shri Priya Shankar Dasgupta (DIN: 00012552) was appointed as a Non-Executive Independent Director of the Company for a first term of Five (5) consecutive years with effect from November 21, 2021 to November 20, 2026 and is eligible for re-appointment as an Independent Director of the Company for a second term of Five (5) consecutive years with effect from November 21, 2026, pursuant to the provisions of Section 149(10) of the Companies Act, 2013.

On the basis of the report of performance evaluation and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on May 23, 2026 unanimously accorded their consent for re-appointment of Shri Priya Shankar Dasgupta (DIN: 00012552) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from November 21, 2026 to November 20, 2031, Subject to the approval of the members of the Company.

As per Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the appointment/re-appointment of an Independent Director shall be subject to the approval of shareholders by way of a Special Resolution. Provided that where a Special Resolution for the appointment of an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution, and votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of an Independent Director shall be deemed to have been made under Regulation 25(2A) of the Listing Regulations.

The Company has received the following documents in writing from Shri Priya Shankar Dasgupta:

(a) Consent for his re-appointment as a Non-Executive Independent Director of the Company.

(b) Declarations to the effect that he continues to meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

(c) Declaration to the effect that he is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act.

(d) Declaration to the effect that he is not debarred from holding the office of director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

(e) Declaration to the effect that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties in compliance with Regulation 25(8) of the Listing Regulations.

(f) Confirmation that he holds a valid Certificate of Registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Company has also received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company.

Brief profile and additional information in respect of Shri Priya Shankar Dasgupta including nature of expertise and shareholding in the Company, etc. are given in **Annexure - ‘A’** to this Notice, pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose, reimbursement of expenses for participating in the Board and other meetings as may be decided by the Board from time to time. In addition, compensation by way of profit related commission or otherwise (excluding Goods and Services Tax, if any, thereon) may also be paid as the Nomination and Remuneration Committee and the Board of Directors of the Company approve from time to time within the overall limit as prescribed or as may be permissible from time to time with regard to remuneration to the Non-Executive Directors including Independent Directors of the Company.

Copy of the draft letter of re-appointment of Shri Priya Shankar Dasgupta setting out the terms and conditions of re-appointment is available on the website of the Company, https://www.vtlrewa.com and shall also be available for inspection by the members electronically without any fee.

The Nomination and Remuneration Committee and the Board of Directors are of the view that Shri Priya Shankar Dasgupta fulfils the conditions for re-appointment as an Independent Director as specified in the Act read with the Rules framed thereunder and the Listing Regulations and such other applicable laws/regulations for the time being in force. Shri Priya Shankar Dasgupta is a highly renowned professional who brings with him a wide range of skill and experience to the Board, which enhances the quality of Board’s decision-making process. The Company has immensely benefitted from his in-depth knowledge and strategic insights on various matters relating to the Company’s business. The Board duly noted that Shri Priya Shankar Dasgupta is seventy-one (71) years old and continuation of his directorship, from the day he attains the age of seventy-five (75) years on June 30, 2030 till the completion of his second term of five (5) consecutive years i.e. November 20, 2031, shall be subject to the approval of the members of the Company by way of a Special Resolution in compliance with Regulation 17(1A) of the Listing Regulations.

Having regard to the qualifications, knowledge and vast experience of Shri Priya Shankar Dasgupta, his re-appointment on the Board of Directors of the Company as an Independent Director will be in the interest of the Company. Accordingly, the Board of Directors recommends the said Special Resolution as set out at Item No. 5 of the accompanying Notice for the approval of the Members of the Company.

Save and except Shri Priya Shankar Dasgupta, none of the Directors or Key Managerial Personnel (KMP) of the Company, either directly or through their relatives is, in any way, concerned or interested, whether financially or otherwise, in the said Resolution.

Item No. 6

The Board of Directors of the Company, based upon the recommendation/selection of the Nomination and Remuneration Committee, in its meeting held on May 23, 2026 and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') read with the Articles of Association of the Company, has appointed Shri Pandanda Kariappa Madappa (DIN: 00058822) as an Additional Director designated as Non-Executive Independent Director of the Company for a first term of five (5) consecutive years with effect from May 23, 2026 to May 22, 2031, subject to the approval of the members of the Company.

In accordance with the provisions of Section 150 read with Schedule IV to the Act, the appointment of Independent Director shall be approved by the members of the Company in general meeting. Further, as per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), appointment or reappointment of a person on the board of directors requires approval of the members of the Company at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

As per Regulation 25(2A) of the Listing Regulations, the appointment/re-appointment of an Independent Director shall be subject to the approval of members by way of a Special Resolution. Provided that where a Special Resolution for the appointment of an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution, and votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of an Independent Director shall be deemed to have been made under Regulation 25(2A) of the Listing Regulations.

The Company has received the following documents in writing from Shri Pandanda Kariappa Madappa:

(a) Consent for his appointment as a Non-Executive Independent Director of the Company.

(b) Declarations to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

(c) Declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

(d) Declaration to the effect that he is not debarred from holding the office of director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

(e) Declaration to the effect that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties in compliance with Regulation 25(8) of the Listing Regulations.

(f) Confirmation that he holds a valid Certificate of Registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Company has also received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company.

Brief profile and additional information in respect of Shri Pandanda Kariappa Madappa including nature of expertise and shareholding in the Company, etc. are given in **Annexure - 'A'** to this Notice, pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose, reimbursement of expenses for participating in the Board and other meetings as may be decided by the Board from time to time. In addition, compensation by way of profit related commission or otherwise (excluding Goods and Services Tax, if any, thereon) may also be paid as the Nomination and Remuneration Committee and the Board of Directors of the Company approve from time to time within the overall limit as prescribed or as may be permissible from time to time with regard to remuneration to the Non-Executive Directors including Independent Directors of the Company.

Copy of the draft letter of appointment of Shri Pandanda Kariappa Madappa setting out the terms and conditions of appointment is available on the website of the Company, https://www.vtlrewa.com and shall also be available for inspection by the members electronically without any fee.

The Nomination and Remuneration Committee and the Board of Directors are of the view Shri Pandanda Kariappa Madappa fulfils the conditions for appointment as an Independent Director as specified in the Act read with the Rules framed thereunder and the Listing Regulations and such other applicable laws/regulations for the time being in force. Shri Pandanda Kariappa Madappa is a person of integrity and possesses appropriate skills, qualifications, knowledge and expertise in areas of Business Management, Finance, Risk Management and Corporate Governance aligned with the desired attributes, role, skills and capabilities identified by the Nomination and Remuneration Committee. Having regard to the skills, qualifications, knowledge and vast experience of Shri Pandanda Kariappa Madappa, his appointment as an Independent Director will be in the best interest of the Company and shall add value to the existing Board of the Company. Accordingly, the Board of Directors recommends the said Special Resolution as set out at Item No. 6 of the accompanying Notice for the approval of the Members of the Company.

Save and except Shri Pandanda Kariappa Madappa, none of the Directors or Key Managerial Personnel (KMP) of the Company, either directly or through their relatives is, in any way, concerned or interested, whether financially or otherwise, in the said Resolution.

Item No. 7

In terms of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (“Audit Rules”), as amended from time to time, the Company is required to undertake the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 to be conducted by a Cost Accountant in practice.

The Board of Directors at its meeting held on May 23, 2026, on the recommendation of the Audit Committee, approved the appointment of Messrs D. Sabyasachi & Co., Cost Accountants (Registration Number – 000369), as the Cost Auditors of the Company to conduct the audit of the cost records maintained by the Company for the financial year ending on March 31, 2027, at a remuneration of ₹ 1,00,000/- (Rupees One Lakh only) plus applicable Goods and Services Tax thereon and reimbursement of actual out of pocket/traveling expenses incurred in connection with the aforesaid audit.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors requires ratification by the Members of the Company. Accordingly, consent of the Members is sought by way of passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending on March 31, 2027. The Board of Directors recommends the Ordinary Resolution set out at Item No. 7 of the accompanying Notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel (KMP) and/or their relatives are, in any manner, concerned or connected or interested, financially or otherwise, in the said Resolution.

ANNEXURE – 'A'

Disclosures/additional information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ('SS-2') pertaining to Directors recommended for appointment/re-appointment, remuneration and concerning other matters as referred to in the accompanying Notice/ Statement pursuant to Section 102(1) of the Companies Act, 2013.

Name of Director	Shri Harsh Vardhan Lodha	Shri Priya Shankar Dasgupta	Shri Pandanda Kariappa Madappa
DIN	00394094	00012552	00058822
Date of Birth & Age	February 13, 1967 / 59 years	June 30, 1955 / 71 Years	February 3, 1965 / 61 years
Nationality	Indian	Indian	Indian
Date of First Appointment on the Board of Directors of the Company	October 29, 2007	November 21, 2021	May 23, 2026
Qualifications	1. Chartered Accountant (CA) 2. Bachelor of Commerce (B.COM) from Calcutta University	1. Bachelor of Law (LLB), Faculty of Law, Delhi University 2. Bachelor of Arts (B.A. Economics Hons. - Delhi University) 3. Post Graduate Diploma in Corporate Laws and Labour Law from Indian Law Institute, Delhi	1. Chartered Accountant (CA) 2. Master of Business Administration (MBA), William E. Simon Graduate School of Business, University of Rochester, USA 3. Bachelor of Commerce (B.COM) from St. Xaviers College, Kolkata
Experience (including nature of expertise in specific functional areas)/ brief resume	Shri Harsh V. Lodha has over 38 years of rich experience in the fields of business, finance, advisory and consultancy. He is also the Chairman of Birla Corporation Limited, RCCPL Private Limited, Universal Cables Ltd., Birla Cable Ltd., Birla Furukawa Fibre Optics Pvt. Ltd. and Hindustan Gum & Chemicals Limited. He also serves as Trustee and Managing Committee Member of many social and philanthropic organizations including Bombay Hospital Trust, Belle Vue Clinic, South Point Education Society, South Point Foundation, M.P. Birla Institute of Fundamental Research, etc. He is the executive committee member of Indian Chamber of Commerce. He served in the past as the member of the executive committee of FICCI and also as the Co-chairman of its Young Leaders Forum amongst other committees and also on the Managing Committee of Assocham. He was a member of the Working Group on Corporate Governance set by the Department of Company Affairs, Government of India. He was a member of the Accounting Standards Board of the Institute of Chartered Accountants of India and on the board of several other leading companies in the past. Apart from handling audits of several large publicly quoted companies in India amongst other professional work, he has been involved in several advisory assignments in the fields of international takeovers and financing, domestic financing, project structuring, capital mobilisation, joint ventures/collaborations, mergers/ reconstructions and rehabilitation.	Shri Priya Shankar Dasgupta has been engaged in the practice of Corporate Law since 1978. After a long stint with the India's foremost Corporate Law Firm J.B. Dadachanji & Co. for over 15 years, he founded in 1992 his own Law Firm, New Delhi Law Offices, offering full spectrum of services in the areas of strategic investments both in and outbound, entry strategy, mergers, acquisitions and restructuring, consolidation and liquidation, finance, securities and capital markets, infrastructure, technology transfer, anti-dumping and real estate. Shri Priya Shankar Dasgupta is a specialist, inter alia, in structuring and negotiation of Joint Ventures and Foreign Collaborations & devising entry strategies. As New Delhi Law Offices acquired a substantial global presence, it was repositioned and rechristened as Asia Law Offices (ALO) effective from November, 2020. He is also actively associated with leading Educational Institutes serving as Promoter /Director on DPS - Dubai and Sharjah in UAE and Jodhpur in India and regularly advising several leading corporates in Nepal, UAE and Kenia.	Shri Pandanda Kariappa Madappa is presently serving as the Managing Director of Macmet Engineering Limited, India's most successful Pipe Conveyor and Cross-Country Conveyor system supplier. He is a promoter of various Companies including ETA Aerospace Pvt. Ltd. which is a precision component manufacturer for the Aerospace and Defence industries, Macmet Technologies Limited which was India's most successful Defence Simulator company, having supplied simulators to Indian Air Force, Army and Navy and Macmet Interactive Technologies Pvt. Ltd. which was the first Indian company to develop Set Top Boxes and Addressable Devices.

Name of Director	Shri Harsh Vardhan Lodha	Shri Priya Shankar Dasgupta	Shri Pandanda Kariappa Madappa
	He has served as the Honorary Consul of the Government of Romania for West Bengal, Orissa and Bihar and as Vice Consul of the Republic of Philippines for Eastern India.		
Number of Shares held in the Company including shareholding as a beneficial owner	Nil	Nil	Nil
List of Directorships held in other companies	**Listed Companies-** 1. Alfred Herbert (India) Limited 2. Birla Corporation Limited 3. Universal Cables Limited 4. Birla Cable Limited **Unlisted Companies-** 5. Birla Furukawa Fibre Optics Private Limited 6. Hindustan Gum & Chemicals Limited 7. RCCPL Private Limited 8. J.K. Fenner (India) Limited 9. Oneworld Resources Private Limited 10. Baroda Agents & Trading Co. Private Limited * 11. East India Investment Co. Private Limited * 12. Gwalior Webbing Co. Private Limited * 13. Punjab Produce Holdings Limited* 14. The Punjab Produce & Trading Co. Private Limited *	**Listed Companies-** 1. HEG Limited **Unlisted Companies-** 2. Interstar Financial Services Limited 3. Snap-on Tools Private Limited 4. SSSA Family Private Limited 5. Dasgupta Consulting Private Limited 6. Interstar Edu-Serve Private Limited 7. NDLO Business Consulting Pvt. Ltd. 8. NDLO Secretarial Services Pvt. Ltd.	**Listed Companies-** 1. Alfred Herbert (India) Limited 2. Birla Cable Limited **Unlisted Companies-** 3. Macmet Engineering Limited 4. Macmet Bottlers and Beverages Limited 5. Macmet India Pvt. Ltd. 6. ETA Aerospace Pvt. Ltd. 7. Saguna Engineering Pvt. Ltd. 8. Smilax Commotrade Pvt. Ltd. 9. Tornet Commotrade Pvt. Ltd.
Chairman/Member of the Committees of the Board of other Companies in which he is Director	**Birla Corporation Limited** • Chairman - Stakeholders Relationship Committee • Chairman - Corporate Social Responsibility Committee • Member - Nomination and Remuneration Committee **Universal Cables Limited** • Chairman - Corporate Social Responsibility Committee **Birla Cable Limited** • Chairman - Corporate Social Responsibility Committee **Hindustan Gum & Chemicals Limited** • Chairman - Corporate Social Responsibility Committee **RCCPL Private Limited** • Chairman - Corporate Social Responsibility Committee • Chairman - Committee of Directors • Member - Nomination and Remuneration Committee	None	**Alfred Herbert (India) Limited** • Chairman - Nomination and Remuneration Committee • Member - Audit Committee • Member - Stakeholders Relationship Committee **Birla Cable Limited** • Member - Audit Committee • Member - Nomination and Remuneration Committee • Member - Committee of Independent Directors **Macmet Engineering Limited** • Member - Audit Committee • Member - Corporate Social Responsibility Committee

Name of Director	Shri Harsh Vardhan Lodha	Shri Priya Shankar Dasgupta	Shri Pandanda Kariappa Madappa
	Gwalior Webbing Co. Private Limited* • Member - Corporate Social Responsibility Committee **The Punjab Produce & Trading Company Private Limited*** • Chairman - Corporate Social Responsibility Committee		
Resignation from listed entities in the past three (3) years	None	None	None
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None	None
Number of Meetings of the Board attended during the financial year 2025-26	5 out of 5	5 out of 5	Not Applicable
Terms and conditions of Re-appointment/ Appointment	Liable to retire by rotation	As per the resolution set out in this Notice read with Statement to the Notice under Section 102(1) of the Companies Act, 2013.	
Skills and capabilities required for the role of an Independent Director	N.A.	• Understanding of Regulatory, Legal and Compliance requirement. • Financial and Management skills. • Risk Management. • Corporate Governance. • Personal Values and Leadership. Integrity and ethical standards.	
Manner in which the proposed person meets such skills and capabilities	N.A.	Please refer to the Statement to the Notice under Section 102(1) of the Companies Act, 2013.	
Remuneration last drawn by such person, if applicable and Remuneration sought to be paid	The remuneration paid to Shri Harsh V. Lodha during the financial year 2025-26 comprises of Sitting Fees / reimbursement of expenses for attending the meeting(s) of the Board of Directors as disclosed in the Report on Corporate Governance. He continues to be eligible for sitting fees / reimbursement of expenses for attending meetings of the Board of Directors and remuneration/ compensation by way of profit related commission or otherwise payable to Non- Executive Directors of the Company as approved by the Board of Directors upon recommendations of the Nomination and Remuneration Committee from time to time, within the overall limit as prescribed or as may be permissible from time to time with regard to remuneration to the Non-Executive Directors.	The remuneration paid to Shri Priya Shankar Dasgupta during the financial year 2025-26 comprises of Sitting Fees / reimbursement of expenses for attending the meeting(s) of the Board of Directors/ Committees thereof and remuneration/ compensation by way of profit related commission as disclosed in the Report on Corporate Governance. He continues to be eligible for sitting fees / reimbursement of expenses for attending the meeting(s) of the Board of Directors/ Committees thereof and remuneration/ compensation by way of profit related commission or otherwise payable to Non-Executive Directors including Independent Directors of the Company as approved by the Board of Directors upon recommendations of the Nomination and	Shri Pandanda Kariappa Madappa shall be paid sitting fees / reimbursement of expenses for attending the meeting(s) of the Board of Directors/ Committees thereof and remuneration/ compensation by way of profit related commission or otherwise payable to Non-Executive Directors including Independent Directors of the Company as approved by the Board of Directors upon recommendations of the Nomination and Remuneration Committee from time to time, within the overall limit as prescribed or as may be permissible from time to time with regard to remuneration to the Non-Executive Directors.

Name of Director	Shri Harsh Vardhan Lodha	Shri Priya Shankar Dasgupta	Shri Pandanda Kariappa Madappa
		Remuneration Committee from time to time, within the overall limit as prescribed or as may be permissible from time to time with regard to remuneration to the Non-Executive Directors.	
Information as required pursuant to BSE Circular ref.no. LIST/COMP/ 14/2018-19 and NSE Circular ref. no. NSE/CML/2018/24 dated June 20, 2018	Shri Harsh V. Lodha is not debarred from holding the office of director of the Company pursuant to any order passed by the Securities and Exchange Board of India or any other authority.	Shri Priya Shankar Dasgupta is not debarred from holding the office of director of the Company pursuant to any order passed by the Securities and Exchange Board of India or any other authority.	Shri Pandanda Kariappa Madappa is not debarred from holding the office of director of the Company pursuant to any order passed by the Securities and Exchange Board of India or any other authority.

* As per the disclosure given by Shri Harsh V. Lodha, Punjab Produce Holdings Ltd., Baroda Agents & Trading Co. Pvt. Ltd., East India Investment Co. Pvt. Ltd., Gwalior Webbing Co. Pvt. Ltd. and The Punjab Produce & Trading Co. Pvt. Ltd. have filed Form DIR-12 with the Ministry of Corporate Affairs on the basis of an illegal direction from one of the Administrators pendent lite (APL) of the Estate of Priyamvada Devi Birla purportedly acting on the basis of wrongful interpretation of the judgement and order dated September 18, 2020 of the Learned Single Judge of the High Court at Calcutta that he has ceased to be a director of the said companies. The wrongful act has been done without his knowledge, consent and without any compliance with the provisions of law which has been challenged by him. As per disclosure made by him, there had been no cessation of his directorship in any of the said Companies. The judgement and order dated September 18, 2020 was challenged by him in appeal being A.P.O Nos. 92 of 2020 which has been disposed of by the Hon'ble Division Bench by a judgement and order dated December 14, 2023 modifying the judgement and order dated September 18, 2020 of the Learned Single Judge in the light of the observations made in the said judgement and order dated December 14, 2023. The application being G.A. No.2 and G.A. No. 3 of 2020 filed by him in connection with the illegal and wrongful action of the two of the Joint APLs were also disposed of accordingly. Prior, thereto, the Hon'ble Division Bench by an ad-interim order dated October 1,2020 passed in the said appeal, clarified the order dated September 18, 2020.

All these purported actions/decisions taken by the two of the Joint APLs illegally and without following the due process of law have been nullified by the judgment and order dated December 14, 2023.

The defendants in the probate suit being T.S. No. 6 of 2004 have preferred Special Leave Petitions from the aforesaid judgment and order dated December 14, 2023. The Hon'ble Supreme Court has, by an order dated March 22, 2024 declined to pass any interim order in such petitions.

Except for Shri Harsh V. Lodha, Shri Priya Shankar Dasgupta and Shri Pandanda Kariappa Madappa, none of the other Directors, Key Managerial Personnel of the Company and / or their relatives are, in any way, concerned or interested, financially or otherwise, in business item(s) no. 4, 5 & 6 of the Notice respectively. The Board recommends the same for approval of the Members.

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

Date: May 23, 2026

By Order of the Board of Directors
For Vindhya Telelinks Limited

Dinesh Kapoor
Company Secretary